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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation MEMORIAL FUND, INC. C/O PETER ROSENTHAL		A Employer identification number 13-6185716
Number and street (or P.O. box number if mail is not delivered to street address) 585 E. CRESCENT DRIVE	Room/suite	B Telephone number (650) 533-9439
City or town, state or province, country, and ZIP or foreign postal code PALO ALTO, CA 94301		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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) \$ 884,109. (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)		

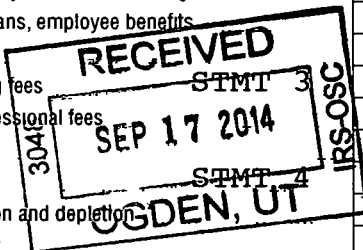
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.		N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		5,655.	5,655.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,728.			
b Gross sales price for all assets on line 6a		85,097.			
7 Capital gain net income (from Part IV, line 2)			1,728.		
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		-21,458.	-18,254.		STATEMENT 2
12 Total. Add lines 1 through 11		-14,075.	-10,871.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		5,500.	5,500.		0.
c Other professional fees					
17 Interest		68.	68.		0.
18 Taxes		265.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		-23,076.	6,929.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		-17,243.	12,497.		0.
25 Contributions, gifts, grants paid		143,739.			143,739.
26 Total expenses and disbursements. Add lines 24 and 25		126,496.	12,497.		143,739.
27 Subtract line 26 from line 12		-140,571.			
a Excess of revenue over expenses and disbursements			0.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	52,938.	64,962.	64,962.
	2 Savings and temporary cash investments	112,118.	6,830.	6,830.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	101,482.	70,342.	115,740.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7	700,096.	693,046.	693,046.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 8)	9,372.	3,531.	3,531.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	976,006.	838,711.	884,109.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ 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	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	976,006.	838,711.	
30 Total net assets or fund balances	976,006.	838,711.		
31 Total liabilities and net assets/fund balances	976,006.	838,711.		

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)	976,006.
2 Enter amount from Part I, line 27a	-140,571.
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENTS	3,276.
4 Add lines 1, 2, and 3	838,711.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	838,711.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a				
b SEE ATTACHED STATEMENT				
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			
b			
c			
d			
e 85,097.		83,369.	1,728.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			1,728.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,728.
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))
2012	117,210.	1,018,107.	.115125
2011	490,658.	1,451,580.	.338017
2010	248,085.	1,677,460.	.147893
2009	291,907.	2,044,614.	.142769
2008	371,237.	2,672,974.	.138885

2 Total of line 1, column (d)	2	.882689
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	.176538
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	926,791.
5 Multiply line 4 by line 3	5	163,614.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	163,614.
8 Enter qualifying distributions from Part XII, line 4	8	143,739.

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.

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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)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, 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	0.
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	0.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 4,858.		
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	4,858.	
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	4,858.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11	4,858.	

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 the 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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 ► NAVOLIO & TALLMAN Telephone no ► (415) 956-1750 Located at ► 255 CALIFORNIA ST., SUITE 400, SAN FRANCISCO, CA ZIP+4 ► 94111			
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 2013, 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 N/A	1b	
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 2013? ☐ Yes ☒ No	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)	3b	X
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 2013?	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► ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DORIS ROSENTHAL	PRESIDENT			
585 E. CRESCENT DRIVE		0.00	0.	0.
PALO ALTO, CA 94301				
CAROL MASLOW	VP & TREAS			
585 E. CRESCENT DRIVE		0.00	0.	0.
PALO ALTO, CA 94301				
PETER ROSENTHAL	VP-FIN & SEC			
585 E. CRESCENT DRIVE		0.00	0.	0.
PALO ALTO, CA 94301				
PAT MANN	VP			
585 E. CRESCENT DRIVE		0.00	0.	0.
PALO ALTO, CA 94301				

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

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

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

► 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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

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.

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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	830,961.
b	Average of monthly cash balances	1b	109,944.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	940,905.
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	940,905.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,114.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	926,791.
6	Minimum investment return. Enter 5% of line 5	6	46,340.

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	46,340.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	46,340.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	46,340.
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	46,340.

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	143,739.
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	143,739.
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	143,739.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				46,340.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	237,588.			
b From 2009	189,676.			
c From 2010	164,298.			
d From 2011	424,658.			
e From 2012	66,305.			
f Total of lines 3a through e	1,082,525.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	143,739.			
a Applied to 2012, 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 2013 distributable amount				46,340.
e Remaining amount distributed out of corpus	97,399.			
5 Excess distributions carryover applied to 2013 (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	1,179,924.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	237,588.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	942,336.			
10 Analysis of line 9				
a Excess from 2009	189,676.			
b Excess from 2010	164,298.			
c Excess from 2011	424,658.			
d Excess from 2012	66,305.			
e Excess from 2013	97,399.			

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 2013, 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	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 9

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 address 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

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

Form **990-PF** (2013)

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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						
4 Dividends and interest from securities			14	5,655.		
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	531190	-3,204.	14	-18,254.		
8 Gain or (loss) from sales of assets other than inventory	531190	-1,384.	18	3,112.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		-4,588.		-9,487.		0.
13 Total. Add line 12, columns (b), (d), and (e)						-14,075.

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

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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 PUBLICLY TRADED SECURITIES				
b PUBLICLY TRADED SECURITIES				
c LOSS FROM BUCKINGHAM CAPITAL PARTNERS II, LP		P	VARIOUS	VARIOUS
d GAIN FROM TAC ASSOCIATES, LP		P	VARIOUS	VARIOUS
e GAIN FROM THE ANGELS' FORUM 50, LLC		P	VARIOUS	VARIOUS
f LOSS FROM THE ANGELS' FORUM 50, LLC		P	VARIOUS	VARIOUS
g LOSS FROM VANGUARD VII-A, LP		P	VARIOUS	VARIOUS
h UBTI SEC 1231 LOSS FROM HG CAPITAL VII, LLC		P	VARIOUS	VARIOUS
i SEC 1231 GAIN FROM HG CAPITAL VIII, LLC		P	VARIOUS	VARIOUS
j				
k				
l				
m				
n				
o				

(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 10,605.		10,834.	-229.
b 72,181.		51,185.	20,996.
c		10,839.	-10,839.
d 281.			281.
e 171.			171.
f		8,438.	-8,438.
g		689.	-689.
h		1,384.	-1,384.
i 1,859.			1,859.
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-229.
b			20,996.
c			-10,839.
d			281.
e			171.
f			-8,438.
g			-689.
h			-1,384.
i			1,859.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	1,728.
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

Memorial Fund, Inc.
13-6185716
Attachment A

	Name and Address	Foundation Status	Purpose of Contribution	Amount
1	Jewish Child Care Association 858 E 29th Street Brooklyn, NY 11210	501(c)(3)	Community Outreach	500
2	Hayground School P O Box 1827 151 Mitchell Lane Bridgehampton, NY 11932	501(c)(3)	Education	2,500
3	Beth Israel Medical Center 10 Nathan D Perlman Pl New York, NY 10003	501(c)(3)	Medical Research	6,500
4	UJA-Federation 130 East 59th Street New York, NY 10022	501(c)(3)	Community Outreach	10,000
5	North Oakland Community Charter School 1000 42nd Street Oakland, CA 94608	501(c)(3)	Education	20,200
6	American Red Cross - Oklahoma Tornado Relief 2025 E Street Washington, DC 20006	501(c)(3)	Community Outreach	500
7	Peninsula School 920 Peninsula Way Menlo Park, CA 94025	501(c)(3)	Education	1,250
8	Visiting Nurse Service of New York 1250 Broadway, 7th Floor New York, NY 10001	501(c)(3)	Community Outreach	400
9	Reading is Fundamental 1730 Rhode Island Ave , NW, 11th Floor Washington, DC 20036	501(c)(3)	Education	250
10	Anti-Defamation League 720 Market Street San Francisco, CA 94102	501(c)(3)	Community Outreach	500
11	Central Park Conservancy 14 E 60th Street New York, NY 10022	501(c)(3)	Community Outreach	300
12	Ronald McDonald House One Kroc Drive Oak Brook, IL 60523	501(c)(3)	Community Outreach	250
13	Lombardi Comprehensive Cancer Center 3970 Reservoir Rd NW E501 Washington, DC 20007	501(c)(3)	Medical Research	250
14	Pan Mass Challenge 77 4th Ave Needham, MA 02494	501(c)(3)	Community Outreach	1,000
15	Metropolic Country Club Foundation 289 Dobbs Ferry Rd White Plains, NY 10607	501(c)(3)	Community Outreach	500
16	Arbor Day Foundation 100 Arbor Avenue Nebraska City, NE 68410	501(c)(3)	Community Outreach	25
17	National Children's Cancer Society 1 Memorial Dr St Louis, MO 63102	501(c)(3)	Medical Research	25
18	Tisch MS Research Center of New York 521 W 57th Street, 4th Floor New York, NY 10019	501(c)(3)	Medical Research	1,000
19	The Doe Fund 232 East 84th Street New York, NY 10028	501(c)(3)	Community Outreach	100
20	Project Hope 255 Carter Hall Lane PO Box 250 Millwood, VA 22646	501(c)(3)	Medical Research	100
21	Easter Seals 233 South Wacker Drive, Suite 2400 Chicago, IL 60606	501(c)(3)	Education	100
22	Arthritis Foundation 657 Mission St San Francisco, CA 94105	501(c)(3)	Medical Research	20

Memorial Fund, Inc.
13-6185716
Attachment A

	Name and Address	Foundation Status	Purpose of Contribution	Amount
23	Friends of the San Francisco Symphony Davies Symphony Hall 201 Van Ness Avenue San Francisco, CA 94102	501(c)(3)	Community Outreach	100
24	KQED 2601 Mariposa Street San Francisco, CA 94110	501(c)(3)	Community Outreach	1,600
25	Fine Arts Museums 50 Hagiwara Tea Garden Drive San Francisco, CA 94118	501(c)(3)	Community Outreach	225
26	Brandeis University 415 South St Waltham, MA 02453	501(c)(3)	Education	540
27	American Cancer Society 250 Williams Street NW Atlanta, GA 30303	501(c)(3)	Medical Research	100
28	San Francisco Ballet Association 301 Van Ness Avenue San Francisco, CA 94102	501(c)(3)	Community Outreach	100
29	M I T Alumni Fund - Biology Discretionary Fund 600 Memorial Drive, W98-200 Cambridge, MA 02139-4822	501(c)(3)	Community Outreach	500
30	Jewish Community Federation 121 Steuart Street San Francisco, CA 94105	501(c)(3)	Community Outreach	3,000
31	Amherst College Annual Fund P O Box 5000 Amherst, MA 01002-5000	501(c)(3)	Education	100
32	Facing History and Ourselves 16 Hurd Road Brookline, MA 02445-6919	501(c)(3)	Community Outreach	2,000
33	Peninsula Open Space Trust 222 High Street Palo Alto, CA 94301	501(c)(3)	Community Outreach	300
34	Project Open Hand 730 Polk St San Francisco, CA 94109	501(c)(3)	Community Outreach	500
35	Friends of City Arts & Lectures 1955 Sutter St San Francisco, CA 94115	501(c)(3)	Community Outreach	1,000
36	American Jewish Committee 121 Steuart Street San Francisco, CA 94105	501(c)(3)	Community Outreach	100
37	Second Harvest Food Bank 1051 Bing St San Carlos, CA 94070	501(c)(3)	Community Outreach	500
38	Chanty Navigator 139 Hamstown Road Suite 201 Glen Rock, NJ 07452	501(c)(3)	Community Outreach	250
39	Lucile Packard Children's Fund 400 Hamilton Avenue, Suite 340 Palo Alto, CA 94301	501(c)(3)	Community Outreach	200
40	Asian Art Museum 200 Larkin St San Francisco, CA 94102	501(c)(3)	Community Outreach	200
41	American Museum of Natural History Central Park West at 79th Street New York, NY 10024	501(c)(3)	Community Outreach	375
42	InnVision Shelter Network 50 Hillcrest Dr Daly City, CA 94014	501(c)(3)	Community Outreach	200
43	New Israel Fund 330 Seventh Avenue, 11th Floor New York, NY 10001-5010	501(c)(3)	Community Outreach	500
44	U S Holocaust Memorial Council 100 Raoul Wallenberg Pl, SW Washington, DC 20024-2126	501(c)(3)	Community Outreach	200

Memorial Fund, Inc.
13-6185716
Attachment A

	Name and Address	Foundation Status	Purpose of Contribution	Amount
45	Museum of Art & Design 2 Columbus Circle New York, NY 10019	501(c)(3)	Community Outreach	100
46	National Trust for Historic Preservation 2600 Virginia Avenue NW, Suite 1000 Washington, DC 20037	501(c)(3)	Community Outreach	100
47	Cantor Arts Museum 328 Lomita Drive Stanford, CA 94305	501(c)(3)	Community Outreach	85
48	Elizabeth Gamble Foundation 1431 Waverley Street Palo Alto, CA 94301	501(c)(3)	Community Outreach	125
49	Hidden Villa 26870 Moody Road Los Altos Hills, CA 94022	501(c)(3)	Community Outreach	500
50	Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103	501(c)(3)	Community Outreach	100
51	Palo Alto Art Center Foundation 1313 Newell Road Palo Alto, CA 94303	501(c)(3)	Community Outreach	100
52	MSRCNY 521 West 57th Street, 4th Floor New York, NY 10019	501(c)(3)	Community Outreach	1,300
53	Hillel at Stanford 565 Mayfield Avenue Stanford, CA 94305	501(c)(3)	Community Outreach	200
54	California Academy of Sciences 55 Music Concourse Drive San Francisco, CA 94118	501(c)(3)	Community Outreach	199
55	The Tech Museum of Innovation 201 S Market Street San Jose, CA 95113	501(c)(3)	Community Outreach	100
56	Acterra 3921 E Bayshore Road Palo Alto, CA 94303	501(c)(3)	Community Outreach	200
57	Monterey Bay Aquarium 886 Cannery Row Monterey, CA 93940	501(c)(3)	Community Outreach	195
58	Breast Cancer Connections 2335 El Camino Real Palo Alto, CA 94306	501(c)(3)	Medical Research	300
59	Planned Parenthood 434 West 33rd Street New York, NY 10001	501(c)(3)	Community Outreach	900
60	Metropolitan Museum of Art 1000 5th Avenue New York, NY 10028	501(c)(3)	Community Outreach	275
61	Stand for Children 38 Chauncy Street, Suite 700 Boston, MA 02110	501(c)(3)	Community Outreach	300
62	College Summit 1763 Columbia Road, NW Second Floor Washington, DC 20009	501(c)(3)	Education	300
63	Strawberry Creek Quaker Meeting P O Box 5065 Berkeley, CA 94705	501(c)(3)	Community Outreach	1,500
64	Delancey Street Foundation 600 The Embarcadero San Francisco, CA 94107	501(c)(3)	Community Outreach	300
65	Berkeley Food Pantry 1600 Sacramento Street Berkeley, CA 94702	501(c)(3)	Community Outreach	250
66	Partners in Health 888 Commonwealth Avenue, 3rd Floor Boston, MA 02215	501(c)(3)	Medical Research	300

Memorial Fund, Inc.
13-6185716
Attachment A

	Name and Address	Foundation Status	Purpose of Contribution	Amount
67	American Friends Service Committee 65 9th Street San Francisco, CA 94103	501(c)(3)	Community Outreach	250
68	FCL Education Fund 1225 8th Street, Suite 220 Sacramento, CA 95814-4809	501(c)(3)	Education	250
69	FCNL Education Fund 245 Second Street, NE Washington, DC 20002	501(c)(3)	Education	250
70	Human Rights Watch 100 Bush Street San Francisco, CA 94104	501(c)(3)	Community Outreach	250
71	Tufts University - Tufts Fund 419 Boston Avenue Medford, MA 02155	501(c)(3)	Education	100
72	Haverford College 370 Lancaster Avenue Haverford, PA 19041	501(c)(3)	Education	100
73	Ben Lomond Quaker Center 1000 Hubbard Gulch Road Ben Lomond, CA 95005	501(c)(3)	Community Outreach	100
74	Southwest Harbor Public Library 338 Main Street Southwest Harbor, ME 04679	501(c)(3)	Education	100
75	Palo Alto Library Foundation P O Box 181 Palo Alto, CA 94302-0181	501(c)(3)	Education	200
76	Palo Alto Weekly Holiday Fund 2440 W El Camino Real, Suite 300 Mountain View, CA 94040	501(c)(3)	Community Outreach	300
77	San Francisco Museum of Modern Art 151 Third Street San Francisco, CA 94103	501(c)(3)	Community Outreach	75
78	Chronicle Season of Shannig Fund P O Box 44740 San Francisco, CA 94144	501(c)(3)	Community Outreach	500
79	The Museum of Modern Art NY 11 W 53rd Street New York, NY 10019	501(c)(3)	Community Outreach	500
80	Silicon Valley Community Foundation 51 Federal St San Francisco, CA 94107	501(c)(3)	Community Outreach	2,000
81	Peninsula Volunteers 800 Middle Avenue Menlo Park, CA 94025	501(c)(3)	Community Outreach	200
82	Legal Aid Society of San Mateo County 330 Twin Dolphin Drive #123 Redwood City, CA 94065	501(c)(3)	Community Outreach	100
83	Kennedy Center 2700 F Street NW Washington, DC 20566	501(c)(3)	Community Outreach	240
84	PS 40 PTA 320 E 20th Street New York, NY 10003	501(c)(3)	Community Outreach	15,000
85	Yachad 11 Broadway, 13th Floor New York, NY 10004	501(c)(3)	Community Outreach	250
86	Sarcoma Foundation of America 9899 Main Street, Suite 204 Damascus, MD 20872	501(c)(3)	Community Outreach	10,025
87	Washington Hebrew Congregation 3935 Macomb Street NW Washington, DC 20016	501(c)(3)	Community Outreach	4,815
88	Jewish Federation of Greater Washington 6101 Montrose Road Rockville, MD 20852	501(c)(3)	Community Outreach	5,000

Memorial Fund, Inc.
13-6185716
Attachment A

	Name and Address	Foundation Status	Purpose of Contribution	Amount
89	Ackerman Institute for the Family 936 Broadway, 2nd Floor New York, NY 10010	501(c)(3)	Community Outreach	2,500
90	Jewish Foundation for Group Homes 1500 E Jefferson Street Rockville, MD 20852	501(c)(3)	Community Outreach	300
91	Cystic Fibrosis Foundation 6931 Arlington Road, 2nd Floor Bethesda, MD 20814	501(c)(3)	Community Outreach	10,000
92	Wounded Warriors 4899 Belfort Road, Suite 300 Jacksonville, FL 32256	501(c)(3)	Community Outreach	100
93	Children's Charities Foundation 3000 K Street NW, Suite 600 Washington, DC 20007	501(c)(3)	Community Outreach	1,000
94	Emory University 201 Dowman Drive Atlanta, GA 30322	501(c)(3)	Education	1,000
95	Ethical Fieldston Fund 33 Central Park West New York, NY 10023-6001	501(c)(3)	Community Outreach	1,500
96	Skidmore College 815 N Broadway Saratoga Springs, NY 12866	501(c)(3)	Education	1,250
97	Bethesda - Chevy Chase High School 4301 East-West Highway Bethesda, MD 20814	501(c)(3)	Education	150
98	Cornhill Macmillan Centre Perth Royal Infirmary, Jeanfield Rd, Perth PH1 1NX United Kingdom	501(c)(3)	Medical Research	250
99	East End Temple 245 E 17th Street New York, NY 10003	501(c)(3)	Community Outreach	3,195
100	India Cultural Center of Greenwich P O Box 7518 Greenwich, CT 06836	501(c)(3)	Community Outreach	250
101	Jewish Family and Children's Services 2150 Post St San Francisco, CA 94115	501(c)(3)	Community Outreach	250
102	Lisa Sandler Spaeth 10866 W Washington Blvd #343 Culver City, CA 90232	501(c)(3)	Community Outreach	150
103	National Dance Institute 217 W 147th St New York, NY 10039	501(c)(3)	Community Outreach	250
104	Section 16H Group 323 Bergen Boulevard Fairview, NJ 07022	501(c)(3)	Community Outreach	10,000
105	WETA 3939 Campbell Avenue Arlington, VA 22206	501(c)(3)	Community Outreach	25
106	WJFF 4765 State Rt 52 P O Box 546 Jeffersonville, NY 12748	501(c)(3)	Community Outreach	125
107	Palo Alto Family YMCA 3412 Ross Road Palo Alto, CA 94303	501(c)(3)	Community Outreach	100
108	Amherst College Advancement P O Box 5000 Amherst, MA 01002	501(c)(3)	Education	750
109	East Palo Alto Charter School 1286 Runnymede St East Palo Alto, CA 94303	501(c)(3)	Education	1,000
110	World Jewish Congress American Section 501 Madison Avenue New York, NY 10022	501(c)(3)	Community Outreach	100

Memorial Fund, Inc.
13-6185716
Attachment A

	Name and Address	Foundation Status	Purpose of Contribution	Amount
111	Peninsula School Annual Fund 920 Peninsula Way Menlo Park, CA 94025	501(c)(3)	Education	1,000
112	Electronic Frontier Foundation 815 Eddy St San Francisco, CA 94109	501(c)(3)	Community Outreach	100
113	National Center for Law and Economic Justice 275 Seventh Avenue, Suite 1506 New York, NY 10001	501(c)(3)	Community Outreach	300
114	Community Working Group 2507-A Alma Street Palo Alto, CA 94301	501(c)(3)	Community Outreach	300
115	Glide 330 Ellis St San Francisco, CA 94102	501(c)(3)	Community Outreach	250
116	Berkeley Playhouse 2640 College Avenue Berkeley, CA 94704	501(c)(3)	Community Outreach	100
117	Amnesty International 350 Sansome Street San Francisco, CA 94104	501(c)(3)	Community Outreach	250
Total contributions paid during the year				<u>143,739</u>

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB					
#5470	2,737.	0.	2,737.	2,737.	
FROM PASSTHROUGH					
ENTITIES	2,918.	0.	2,918.	2,918.	
TO PART I, LINE 4	5,655.	0.	5,655.	5,655.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 HG CAPITAL VIII - UBTI ORDINARY INCOME (LOSS)	-315.	0.	
K-1 HG CAPITAL VII - UBTI ORDINARY INCOME (LOSS)	-322.	0.	
K-1 BUCKINGHAM CAPITAL PARTNER - UBTI ORDINARY INCOME (LOSS)	221.	0.	
K-1 THE ANGELS' FORUM 72 - UBTI ORDINARY INCOME (LOSS)	-27.	0.	
K-1 HG CAPITAL VIII - REAL ESTATE INCOME (LOSS)	-14,008.	-14,008.	
K-1 HG CAPITAL VII - REAL ESTATE INCOME (LOSS)	-4,380.	-4,380.	
K-1 HG CAPITAL VIII - UBI REAL ESTATE INCOME (LOSS)	-1,957.	0.	
K-1 HG CAPITAL VII - UBI REAL ESTATE INCOME (LOSS)	-776.	0.	
K-1 THE ANGELS' FORUM 50 - UBTI ORDINARY INCOME (LOSS)	-28.	0.	
K-1 HG CAPITAL VIII - ORDINARY INCOME (LOSS)	117.	117.	
K-1 HG CAPITAL VII - ORDINARY INCOME (LOSS)	17.	17.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-21,458.	-18,254.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,500.	5,500.		0.
TO FORM 990-PF, PG 1, LN 16B	5,500.	5,500.		0.

FORM 990-PF

TAXES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES	250.	0.		0.
FOREIGN TAXES	15.	0.		0.
TO FORM 990-PF, PG 1, LN 18	265.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING	187.	0.		0.
BANK FEES	119.	119.		0.
INVESTMENT EXPENSES	182.	182.		0.
PORTFOLIO DEDUCTIONS	6,476.	6,476.		0.
BOOK/TAX DIFFERENCE FROM PASS-THROUGH ENTITIES	-30,192.	0.		0.
SUPPLIES	152.	152.		0.
TO FORM 990-PF, PG 1, LN 23	-23,076.	6,929.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
151 SHS ISHARES RUSSELL 2000 INDEX	8,457.	17,419.
114 SHS ISHARES RUSSELL ETF	7,747.	17,098.
500 SHS COCA COLA ENT NEW	0.	0.
325 SHS WELLS FARGO	8,936.	14,755.
234 SHS VANGUARD ENERGY FUND	0.	0.
200 SHS SECTOR SPDR TECH SELECT	3,824.	7,148.
350 SHS POWERSHARE EXCH TRADED FD	8,108.	10,612.
266 SHS ABBOTT LABS	6,344.	10,196.
200 SHS UNITED PARCEL SERVICE B	0.	0.
266 SHS ABBVIE INC	6,880.	14,047.
300 SHS ARCHER-DANIELS-MIDLND CO	9,998.	13,020.
162 SHS CONOCOPHILLIPS	10,048.	11,445.
TOTAL TO FORM 990-PF, PART II, LINE 10B	70,342.	115,740.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
THE ANGELS' FORUM 50 LLC	COST	175,541.	175,541.
TAC ASSOCIATES LP	COST	38,374.	38,374.
VANGUARD VII-A LP	COST	36,405.	36,405.
HG CAPITAL VII LLC	COST	6,406.	6,406.
THE ANGELS' FORUM 72 LLC	COST	50,001.	50,001.
HG CAPITAL VIII LLC	COST	349,121.	349,121.
BUCKINGHAM CAPITAL PARTNERS II LP	COST	37,198.	37,198.
TOTAL TO FORM 990-PF, PART II, LINE 13		693,046.	693,046.

FORM 990-PF	OTHER ASSETS		STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
DUE FROM INVESTMENTS	9,372.	3,531.	3,531.	
TO FORM 990-PF, PART II, LINE 15	9,372.	3,531.	3,531.	

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 9

NAME OF MANAGER

DORIS ROSENTHAL

CAROL MASLOW

**Reduction of Tax Attributes Due to Discharge of
Indebtedness (and Section 1082 Basis Adjustment)**

OMB No 1545-0046

▶ Attach this form to your income tax return.

▶ Information about Form 982 and its instructions is at www.irs.gov/form982.Attachment
Sequence No **94**

MEMORIAL FUND, INC

Identifying number

13-6185716

Part I General Information (see instructions)

1 Amount excluded is due to (check applicable box(es)):

- a Discharge of indebtedness in a title 11 case ☐
- b Discharge of indebtedness to the extent insolvent (not in a title 11 case) ☐
- c Discharge of qualified farm indebtedness ☐
- d Discharge of qualified real property business indebtedness ☒
- e Discharge of qualified principal residence indebtedness ☐

2 Total amount of discharged indebtedness excluded from gross income **2** 15,2943 Do you elect to treat all real property described in section 1221(a)(1), relating to property held for sale to customers in the ordinary course of a trade or business, as if it were depreciable property? ☐ Yes ☐ No**Part II** Reduction of Tax Attributes. You must attach a description of any transactions resulting in the reduction in basis under section 1017. See Regulations section 1.1017-1 for basis reduction ordering rules, and, if applicable, required partnership consent statements. (For additional information, see the instructions for Part II.)

Enter amount excluded from gross income:

- 4 For a discharge of qualified real property business indebtedness applied to reduce the basis of depreciable real property **4** 15,294
- 5 That you elect under section 108(b)(5) to apply first to reduce the basis (under section 1017) of depreciable property **5**
- 6 Applied to reduce any net operating loss that occurred in the tax year of the discharge or carried over to the tax year of the discharge **6**
- 7 Applied to reduce any general business credit carryover to or from the tax year of the discharge **7**
- 8 Applied to reduce any minimum tax credit as of the beginning of the tax year immediately after the tax year of the discharge **8**
- 9 Applied to reduce any net capital loss for the tax year of the discharge, including any capital loss carryovers to the tax year of the discharge **9**
- 10a Applied to reduce the basis of nondepreciable and depreciable property if not reduced on line 5. DO NOT use in the case of discharge of qualified farm indebtedness **10a**
- b Applied to reduce the basis of your principal residence. Enter amount here ONLY if line 1e is checked **10b**
- 11 For a discharge of qualified farm indebtedness applied to reduce the basis of:
- a Depreciable property used or held for use in a trade or business or for the production of income if not reduced on line 5 **11a**
- b Land used or held for use in a trade or business of farming **11b**
- c Other property used or held for use in a trade or business or for the production of income **11c**
- 12 Applied to reduce any passive activity loss and credit carryovers from the tax year of the discharge **12**
- 13 Applied to reduce any foreign tax credit carryover to or from the tax year of the discharge **13**

Part III Consent of Corporation to Adjustment of Basis of Its Property Under Section 1082(a)(2)Under section 1081(b), the corporation named above has excluded \$ 15,294 from its gross income for the tax year beginning 01/01/2013 and ending 12/31/2013.

Under that section, the corporation consents to have the basis of its property adjusted in accordance with the regulations prescribed under section 1082(a)(2) in effect at the time of filing its income tax return for that year. The corporation is organized under the laws

of New York

(State of incorporation)

Note. You must attach a description of the transactions resulting in the nonrecognition of gain under section 1081.