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Return of Private Foundation

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

2013

Department of the Treasury
Internal Revenue Service

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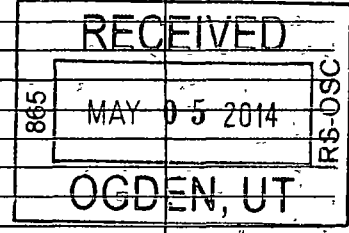
Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation FARALLON FOUNDATION			A Employer identification number 23-7216373	
Number and street (or P O box number if mail is not delivered to street address) 2776 TRAILSIDE CIRCLE		Room/suite	B Telephone number (see instructions) (925) 201-8608	
City or town PLEASANTON	State CA	ZIP code 94588-4756	C If exemption application is pending, check here <input type="checkbox"/>	
Foreign country name	Foreign province/state/county	Foreign postal code	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,322,739		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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) (see instructions))		(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 (attach schedule)	522,997			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	116,351	116,351	116,351	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		102,192		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	639,348	218,543	116,351	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	16,800	3,600		13,200
c	Other professional fees (attach schedule)	57,373	57,373		
17	Interest				
18	Taxes (attach schedule) (see instructions)	5,753			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	241	12		69
24	Total operating and administrative expenses. Add lines 13 through 23	80,167	60,985	0	13,269
25	Contributions, gifts, grants paid	629,726			629,726
26	Total expenses and disbursements. Add lines 24 and 25	709,893	60,985	0	642,995
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	-70,545			
b	Net investment income (if negative, enter -0-)		157,558		
c	Adjusted net income (if negative, enter -0-)			116,351	



SCANNED MAY 09 2014 Revenue

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Part I 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				
	2	Savings and temporary cash investments	3,633,979	3,637,187	3,637,187	
	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 schedule) ▶				
		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 (attach schedule)	785,000	707,222	670,000	
	b	Investments—corporate stock (attach schedule)	2,034,190	1,248,609	2,521,552	
	c	Investments—corporate bonds (attach schedule)	444,000	452,538	494,000	
	11	Investments—land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)					
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)	6,897,169	6,045,556	7,322,739		
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 (attach schedule)				
	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. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	6,897,169	6,045,556		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	6,897,169	6,045,556			
31	Total liabilities and net assets/fund balances (see instructions)	6,897,169	6,045,556			

Part II 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 6,897,169
2	Enter amount from Part I, line 27a	2 -70,545
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 6,826,624
5	Decreases not included in line 2 (itemize) ▶ correct previous year's market value to accurate book value	5 781,068
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 6,045,556

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				
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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV 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				
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	102,192
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (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 (col. (b) divided by col. (c))	
2012	566,544	6,418,393	0.088269	
2011	523,488	6,135,099	0.085327	
2010	690,324	6,116,974	0.112854	
2009	479,431	6,102,839	0.078559	
2008	415,791	6,294,019	0.066061	
2	Total of line 1, column (d)		2	0.431070
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	0.086214
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4	6,766,839
5	Multiply line 4 by line 3		5	583,396
6	Enter 1% of net investment income (1% of Part I, line 27b)		6	1,576
7	Add lines 5 and 6		7	584,972
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8	642,995

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	3,151
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	3,151
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,151
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,000
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	5,000
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,849
11	Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11	1,849

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VIIA 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 ▶ Farallon Foundation (see guidestar.org)	13	X	
14	The books are in care of ▶ Hugh Ditzler Telephone no. ▶ 925-201-8608 Located at ▶ 2776 Trailside Circle Pleasanton CA ZIP+4 ▶ 94588-4756			
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			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A	
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?	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	2b	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____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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	N/A	
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

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)? (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)? Yes No
- Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
- 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? Yes No

5b	N/A
6b	
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
See Attached Statement		00	0	
		.00	0	
		00	0	
		00	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

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 ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
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 NONE	
2	
3 All other program-related investments See instructions	
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	3,050,814
b	Average of monthly cash balances	1b	3,819,073
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,869,887
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,869,887
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	103,048
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,766,839
6	Minimum investment return. Enter 5% of line 5	6	338,342

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	338,342
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,151
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,151
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	335,191
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	335,191
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	335,191

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	642,995
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	642,995
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	642,995

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				335,191
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	107,919			
b From 2009	177,611			
c From 2010	388,936			
d From 2011	220,679			
e From 2012	251,217			
f Total of lines 3a through e	1,146,362			
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ \$ 642,995				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				335,191
e Remaining amount distributed out of corpus	307,804			
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,454,166			
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			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) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	107,919			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,346,247			
10 Analysis of line 9:				
a Excess from 2009	177,611			
b Excess from 2010	388,936			
c Excess from 2011	220,679			
d Excess from 2012	251,217			
e Excess from 2013	307,804			

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

- 1a** 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)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed ..					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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).)

Hugh W. Ditzler Jr.

- 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.

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Total			3a	0
b <i>Approved for future payment</i>				
Total			3b	0

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

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

(2) Other assets

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

Table with columns Yes, No and rows 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c

Table with columns (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

Table with columns (a) Name of organization, (b) Type of organization, (c) Description of relationship

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: [Handwritten Signature]

Date: 5/1/2014

Title: President / Manager

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

Preparer information section including Print/Type preparer's name, Preparer's signature (SELF-PREPARED RETURN), Date, Check if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

Name of organization **FARALLON FOUNDATION**Employer identification number
23:7216373**Part I** Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	<u>Hugh W Ditzler III</u> <u>5727 Cabot Drive</u> <u>Oakland, CA 94611</u>	<u>\$ 3000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
<u>2</u>	<u>Gerald C Down</u> <u>578 Cresta Vista Lane</u> <u>Portola Valley CA 94028</u>	<u>\$ 32,735.</u>	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
<u>3</u>	<u>Danella + W James Lloyd</u> <u>30 Beverly Terrace</u> <u>Mill Valley CA 94941</u>	<u>\$ 10,933.</u>	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
<u>4</u>	<u>Nancy + James Osborn</u> <u>2 Kendall Court</u> <u>Sausalito, CA 94965</u>	<u>\$ 30,813</u>	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
<u>5</u>	<u>Marian + Hans Baldant</u> <u>165 Edgewood Avenue</u> <u>San Francisco CA 94117</u>	<u>\$ 7700</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
<u>6</u>	<u>Gerald C Down</u> <u>578 Cresta Vista Lane</u> <u>Portola Valley, CA 94028</u>	<u>\$ 71,367.</u>	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization **FARALLON FOUNDATION** Employer identification number **23:7216373**

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	Hugh W Ditzler III 5727 Cabot Drive Oakland CA 94611	\$ 25.00	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
8	Gerald C Down 578 Cresta Vista Lane Portola Valley CA 94028	\$ 74,028	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
9	Gerald C Down 578 Cresta Vista Lane Portola Valley CA 94028	\$ 32,595	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
10	Barbara + Peter Dolliver 501 Portola Road # 8105 Portola Valley CA 94028 - 7602	\$ 927	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
11	Gerald C Down 578 Cresta Vista Lane Portola Valley CA 94028	\$ 34,055	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
12	Nancy + James Osborn 2 Kendall Court Sausalito CA 94965	\$ 22,344	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization **FARALLON FOUNDATION**

Employer identification number
23 7216373

Part II Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	Josephine Shuman 444 Mountain Avenue Piedmont CA 94611	\$ 100,000.✓	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	Stuart Gasner 225 Rivoli Street San Francisco CA 94117	\$ 100,000.✓	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

FARALLON FOUNDATION

Employer identification number

23 7216373**Part III**

Noncash Property (See Specific Instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	<u>1000 ORACLE</u>	\$ <u>32,735</u>	<u>04/02/2013</u>
<u>3</u>	<u>200 SS AETNA</u>	\$ <u>10,933.</u>	<u>04/04/2013</u>
<u>4</u>	<u>175 Nestle</u>	\$ <u>12,692</u>	<u>04/12/13</u>
<u>4</u>	<u>120 United Technology</u>	\$ <u>11,452</u>	<u>04/12/2013</u>
<u>4</u>	<u>200 Oracle</u>	\$ <u>6,669</u>	<u>04/12/2013</u>
<u>6</u>	<u>1000 ORACLE</u>	\$ <u>35,110.</u>	<u>05/21/2013</u>

Name of organization

FARALLON FOUNDATION

Employer identification number

23 7216373



Noncash Property (See Specific Instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
6	1000 INFORMATICA	\$ 36,257	05/21/2013
8	1050 ORCL ORACLE 1000 INFORMATICA	35,091 \$ 38,937 74,028	09/18/13
9	1000 ORACLE	\$ 32,595	10/08/13
10	20 SS Merck	\$ 927 ⁰⁰	11/08/2013
11	1000 ss DexCom	\$ 34,055	12/03/2013
12	26 Amazon 10 Google 49 ORACLE	9,938.50 10,759.70 \$ 16,466.16	12/12/2013

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ALL SAINTS EPISC CHU	1100	COMMU FDN MONTER CTY	500	IDAHO CONSERVTN LEAG	60
ALTA BATES SUMMIT FN	1500	COMPASS COMMUN SERVC	600	JEFFERS TOR HOUSE	1000
ALZHEIMERS ASSOC RES	400	COMPASSION & CHOICES	100	JESUIT HIGH SCHOOL	2000
AMER CANCER SOCIETY	50	CONSVTN CORPS NO BAY	2000	JOBTRAIN INC	5000
AMER CONS THEATR	7950	CRISSY FIELD DOG GRP	100	JR CNTR ART/SCIENCE	910
AMER DIABETES ASSOC	65	CRISTO REY NETWORK	5000	JUDSON COLLEGE	25000
AMER HEART ASSOC	50	CURRIKI	1000	JULIA MORGN CTR ARTS	192
AMER UROGYN SOC FDN	1000	CYSTIC FIBROSIS FDN	1100	KAPPA ALPHA EDUC FDN	5000
AMIGOS DE LOS CALIFS	500	DARTMOUTH COLLEGE	12200	KATHI GOERTZEN FDN	500
ANNIE WRIGHT SCHOOL	10000	DAWN REDWOOD FUND	150	KAZU PUB RAD UC CORP	150
ARCHDIOCESE SEATTLE	500	DISAB AM VETS CH SVC	100	KING COUNTY LIBRARY	500
ART IN ACTION	2000	DOCTORS W/O BORDERS	2100	KPBS PUBL TV	150
ARTHRITIS FDN	75	DRAWBRIDGE	50	KQED PUBL TV/RADIO	5575
AURORA THEATRE FDN	100	DUKE UNIVERSITY	2500	KVIE PUBLIC TELEVIS	500
AVON BREAST CANCER F	500	E BAY AGENCY CHILDRN	200	LAFAY ORIND PRESB CH	2500
B AREA WOM & CHILDR	150	E PALO ALTO TENNIS	20300	LAKE TAHOE SUMMERFST	1000
BAY AR OUTREACH/REC	100	EAR TO THE GROUND	1000	LEAGUE WOMEN VOTERS	500
BAY AREA COMMUN SVCS	250	EASTSIDE CATH HI SCH	500	LEUKEMIA/LYMPHOM SOC	1600
BAY AREA SPORTS HALL	2300	EASTSIDE COLLEGE PRP	200	LITTLE BIT THERAPEUT	3500
BAY AREA TUMOR INST	1250	ENVIRON RESOURCE CTR	50	MARIN ADV FOR CHILDR	100
BAY AREA YOUTH SP FD	70	EPISC RELIEF & DEVEL	200	MARIN AGRIC LAND TR	50
BERKELEY ATHLETIC FD	100	EXPLORATORIUM	150	MARIN COMMUNITY FDN	50
BERKELEY REPERTRY TH	1200	FAMILY SERV SN MATEO	500	MARIN CONSERV LEAGUE	50
BISHOP ODOWD SCH	2860	FILOLI CTR FRIENDS O	175	MARINE MAMMAL CENTER	35
BOY SCOUTS AM	500	FIRST PLACE FR YOUTH	500	MARINE TOYS FOR TOTS	35
BOYS/GIRLS CLUBS	30600	FIRST PRESB HOLLYWD	50	MARION MILIT INSTITU	2000
BRIDGE THE GAP	200	FIRST PRESB SAUSALIT	10225	MECHANICS' INSTITUTE	1500
BUSH GEORGE W FOUNDN	100	FOOD BANK MARIN COMM	100	MEDICAL TEAMS WRLDWD	34500
CAL STATE PARKS FDN	250	FOOD BANK SAN FRANC	1050	MEDRIX	250
CALIF HIST SOC	60	FOOD BK ALAMEDA CNTY	500	MICHIGAN STATE UNIV	10450
CALIF PACIF MED CNTR	500	FOUNDTN AIDING ELDER	500	MOCKINGBIRD SOCIETY	500
CALIF WATERFOWL ASSO	100	FREEDOM FOUNDATION	500	MOUNTAIN VIEW CEMET	100
CAMP AUGUSTA INC	4580	FRNDS OF SAN RAPHAEL	50	MT HOLYOKE COLL	2500
CAMPANILE FDN (SDSU)	2500	GEORGE WRIGHT SOC	12000	MUIR (JOHN) HOSP FDN	2450
CAMPUS CRUSADE CHRST	1000	GIRL SCOUTS AMERICA	10000	MUSCULAR DYSTROPHY	1000
CANCER LEAGUE INC	1500	GLADSTONE INSTITUTES	1000	NAT DISAST SEARCH DG	100
CANCER SUPPORT COMMU	1000	GLIDE MEMORIAL CHURC	50	NAT RES DEF COUNCIL	600
CAPITAL PUBLIC RADIO	400	GOLDEN GATE NAT PARK	3125	NATIONAL PARKS FDN	200
CARMEL BACH FESTIVAL	100	GRAND CANYON ASSOC	500	NATIONL PUBLIC RADIO	250
CARMEL PUBL LIBRARY	200	GRAND TETON NAT PARK	500	NATURE CONSERVANCY	675
CASCADIA COMM COLLEG	1000	GREENBELT ALLIANCE	1500	NAVY SEAL FOUNDATION	1000
CASTILLEJA SCHOOL	2000	GREENPEACE	5000	NINE LIVES FOUNDATN	80
CATO INSTITUTE	250	HABITAT FOR HUMANITY	1500	NO BARRIERS USA	50
CENTER PLANT CONSRVT	100	HEAD ROYCE SCHOOL	550	NO HAWAII COMMU HOSP	5000
CHALLENGED ATHLETES	250	HISTORIC COLUMBUS FN	1125	NORTHRN LIGHT SCHOOL	25000
CHANDLER EDUC FDN	1000	HISTORIC LINWOOD FDN	300	NORTHWEST HARVEST	1000
CHILDREN OF GRACE	456	HOLY APOS GREEK ORTH	1000	OAKL E BAY SYMPHONY	500
CHILDRENS COUNTRY HM	500	HOMeward PET	500	OAKL MUSEUM	645
CHILDREN'S HEALTH CN	5000	HOOVER INSTITUTION	1250	OAKLAND PUB LIBR FDN	100
CHILDREN'S HOSPITAL	1610	HOSPICE CARING	7880	OAKLAND ZOO	100
CLASSICAL PUBL RADIO	500	HOUSING FAMILIES INC	1000	OLIVECREST	500
COMMONWEALTH CLUB CA	26000	HUMANE SOCIETY	50	WAIMEA FILM FESTIVAL	7000

ORINDA EDUC FDN	600	SEATT BEAR CR SCHOOL	10000	WASH WOMEN IN NEED	500
OSTEOPRO RES/EDUC FDN	500	SEATTL CHILDR THEATR	250	WEAVE WOM ESCAP VIOL	700
PACIFIC LEGAL FDN	250	SEATTL CHILDRNS HOSP	6000	WESTMINISTER CH BELL	100
PACKARD LUCILLE FDN	2000	SEATTL PACIF SCI CTR	500	WILD CARE INC	430
PALO ALTO MEDIC FDN	25000	SERVE OUR DOGS AREAS	700	WOOD RIVER LAND TRST	75
PARKINSONS INSTITUTE	1100	SHAKESPEAR FSTVL CAL	1100	WOODLAND PARK ZOO	2000
PERRY CNTY HS ALUMS	500	SHAKESPEAR FSTVL ORE	6000	WOODWARD H ANIML CTR	360
PI KAPPA ALPHA FRATY	500	SIERRA CLUB FDN	2000	YEAR UP BAY AREA	100
PIEDM COMMUN CHURCH	4850	SING FOR AMERICA FDN	500	YMCA	50
PIEDMNT CTR FOR ARTS	100	SMUJIN BALLET	100	YOSEMITE CONSERVANCY	2150
PIEDMONT BEAUTIF FDN	800	SOC PREV CRUELTY AN	600	YOUNG LIFE	1000
PIEDMONT EDUC FDN	1000	SPAULDING WOODEN BTS	50	YOUNG MUSICIANS CHOR	200
PLANNED PARENTHD	6725	SPECIAL OLYMPICS	1100	YOUTH HOMES	100
PLOUGHSHARES FUND	1000	ST ANTHONY DNG RM	50	YOUTH TENNIS ADVANTG	100
PORTOLA VALLEY LIBRA	1000	ST FRANCIS HIGH SCH	2000	YWCA	250
PRESB CHU BIG WD IDA	50	ST JUDE'S CATHOL CHU	6000		
PREV BLINDNESS N CAL	500	ST MARK'S CH	4800	Grand Total	\$629,726
PROGRESS ANIM WELFARE	500	ST MARY THE VIRG CHU	500		
PROJECT OPEN HAND	50	ST VINC DE PAUL SOC	250	to 274 Charities	
RCE INTERNATIONAL	1000	STANFORD MEDICAL CTR	500		
RED CROSS	600	STANFORD UNIV	7000		
REDWOOD DAY SCHOOL	375	SUMMERBRIDGE NATIONL	500		
RONALD MCDONALD HOUSE	10	SUPER STARS LITERACY	250		
ROOM CIRCUS	3570	SWEET ADELINES	130		
ROTARY HOUSING	80	TEENS TURNING GREEN	50		
ROYAL OAKS FOUNDATN	65	TEMPLE EMANUEL	5000		
S F AIDS FOUNDATION	50	TRUMPETER SWAN SOC	500		
S F ASIAN ART MUSEUM	250	TRUST FR PUBLIC LAND	500		
S F BOTANICAL GARDEN	310	TV ACADEMY FUND	40		
S F CLASSICAL VOICE	150	U C DAVIS FOUNDATION	500		
S F CONSERV OF MUSIC	500	U S OLYMPIC COMM	25		
S F FINE ARTS MUSEUM	624	UC ALUM ASSOCIATION	35		
S F GIRLS CHORUS	250	UC ATHLETICS/BACKERS	300		
S F MUS'IM MODERN ART	75	UC BANCROFT LIBRARY	2500		
S F OPERA	100	UC BAND	1200		
S F SCHOOL	17700	UC BOTANICAL GARDEN	55		
S F SYMPHONY	225	UC GOLF	15000		
S F VILLAGE (AGING)	500	UC HAAS BUSIN SCHOOL	52850		
SACR LOAVES & FISHES	1500	UC LAWRENCE HALL	1125		
SACRED HEART NATIV S	50	UC REGENTS/BERK FDN	18374		
SALVATION ARMY	5700	UC S F MEDICAL FDN	100		
SAN FRANCISCO FILM S	400	UC SANTA CRUZ FDN	200		
SAUSALITO (CITY OF)	30	UC TEAM CAL TENNIS	200		
SAUSALITO FOUNDATION	50	UC/BIG C DUES/SPORTS	700		
SAUSALITO HIST SOC	95	UC/PRYTANEAN	85		
SAUSALITO LIBRARY	150	UCLA	100		
SAUSALITO WOMANS CLB	495	UNICEF	50		
SAVE LAKE TAHOE LEAG	300	UNION GOSPEL MISSION	100		
SAVE S.F. BAY ASSN	50	UNITED WAY	1200		
SEA UNION GOSPEL MIS	1000	UNIV WASHINGTON FDN	1000		
SEASON OF SHARING FD	2200	USO	50		
		VASSAR COLLEGE	10000		

Capital Gains - 2013
1/1/2013 through 12/31/2013

4/15/2014

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
LONG TERM							
Ditzler Fund	oracle corporation	1,000.00	11/7/1980	3/28/2013	31,930.14	10.00	31,920.14
Ditzler Fund	Aetna Inc	200.00	12/21/2000	4/4/2013	10,737.63	1,737.50	9,000.13
Ditzler Fund	Nestle	175.00	11/13/2009	4/12/2013	12,508.01	7,266.00	5,242.01
Ditzler Fund	Unit Technologies	120.00	11/17/2009	4/12/2013	11,262.85	6,580.00	4,682.85
Ditzler Fund	oracle corporation	200.00	1/13/2009	4/12/2013	6,518.72	7,569.00	-1,050.28
Ditzler Fund	Sprint Corp	8,000.00	7/5/1984	7/11/2013	57,404.38	34,482.35	22,922.03
Ditzler Fund	U S Treas 4.25	100,000.00	2/22/2005	11/15/2013	100,000.00	98,943.16	1,056.84
Perry Fund at T D Ameritra..	Microsoft	10,000.00	8/31/2009	3/14/2013	280,083.73	251,665.56	28,418.17
TOTAL LONG TERM					510,445.46	408,253.57	102,191.89

OVERALL TOTAL

2013 Donations to Farallon Foundation

Baldauf Marian & Hans	7,700
Ditzler Hugh III	5,500
Dolliver Barbara & Peter	927
Down Anne & Gerald	244,780
Gasner Stuart	100,000
Lloyd Pamela & W James	10,933
Osborn Nancy & James	53,157
Shuman Josephine	100,000
Total 2013 Donations to Farallon Foundation >>	522,997

Mailing Addresses for Donors:

2776 Trailside Circle
Pleasanton, CA.94588-4756

Year 2013 - Period Summary by Categories - Farallon Expenses

Period Expenses	Tot Exp	Inv Inc	Net Inc	Char Purp
Investment Advisory & Administration	57,373.00	57,373		
Accg/Bookkeeping/EDP Svcs (1)	16,800.00	3,600		13,200
Communications - Phone - Mail	0.00			
Bank & Professional Services	81.00	12		69
Supply & Services	159.50			
IRS, CA Tax & Registration	5,753.00			
Total Expenses	80,167	60,985		13,269

(1) Includes IRS & CA Reporting, all Char Disbursements, Asset Control, Bookkeeping, Separate Fund Accounting, Expense Recording & Payments, Donations Receipts, Acknowledgements & Recording

Part VII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

Name	Bus X	Street	City	State	Zip	Title	Hrs/Wk	Comp	Benefits
Hugh W Ditzler Jr		2776 Trailside Circle	Pleasanton	CA	94588-4756	President	6	0	0
Nancy M Ditzler		same as above	above	above	above	Director	0	0	0
Debra D Perry		same as above	above	above	above	Director	0	0	0
Kate Ditzler		same as above	above	above	above	Director	0	0	0
Karen D Nager		same as above	above	above	above	Director	0	0	0
Hugh W Ditzler III		same as above	above	above	above	Director	0	0	0

Farallon Foundation
Portfolio Value - As of 12/31/2013

4/15/2014

Page 1

Security	Shares	Quote/Price	Cost Basis	Gain/Loss	Balance
AES-C	800 00	50 18	23,320	16,824	40,144
Banco Popular de Puer 0.3%	50,000 00	1 00	50,000	0	50,000
Bayer AG ADR	250 00	95.92	4,031	19,949	23,980
Block H & R	10,000.00	29.04	75,376	215,024	290,400
Caterpillar Finl 6.125% 2/17/14	100,000 00	1 00	104,124	-4,124	100,000
CenturyLink Inc	548 00	31 85	3,510	13,944	17,454
Chevron Corp	1,000.00	124.91	8,118	116,793	124,910
Consolidated Communications	3,000.00	19.63	45,649	13,241	58,890
Dodge & Cox Bal Fd	1,033.43	98 04	67,154*	34,163*	101,317
Dodge & Cox International	1,892 21	42 97	52,758*	28,550*	81,308
Dodge & Cox Stock Fd	895 49	168.87	86,947*	64,275*	151,222
DTE Energy	300.00	66.39	7,170	12,747	19,917
Fidelity Floating Rate High	5,031 11	9 96	50,284	-174	50,110
Frontier Communications	73 00	4.65	0	339	339
Gen Elec Cap 5.9% 5/13/14	100,000 00	1.00	102,780	-2,780	100,000
General Electric	3,400 00	28 03	27,998	67,304	95,302
Koninklijke Philips Electronics .	3,033 00	36 97	14,792*	97,338*	112,130
Lending Club	5,000.00	4 00	50,000	-30,000	20,000
Merck & Co	922.00	50.05	5,243	40,903	46,146
Metropolitan West Fds Low D	11,372 01	8.79	100,074	-114	99,960
Microsoft	16,360.95	37 41	405,231	206,832	612,063
Mo Pac 5 2045	200,000.00	0 72	95,141	48,859	144,000
Money Market Fund	3,637,187.00	1.00	3,636,902	285	3,637,187
Norfolk Southern Corp	600.00	92.83	4,690	51,008	55,698
Proctor & Gamble	400.00	81 41	6,226	26,338	32,564
Reynolds R J Tobacco	4,000 00	49 99	27,553	172,407	199,960
Sprint Corp	2,093.00	10 75	12,223	10,277	22,500
Suncore Energy Inc	1,100.00	35 05	33,131	5,424	38,555
Tenneco Automotive	140.00	56 57	1,583	6,337	7,920
U S Treas 4.25 11/15/14	100,000.00	1 00	98,584	1,416	100,000
U S Treas 6.87 2025	200,000.00	1 25	201,092	48,908	250,000
U S Treas 7 50 11/15/16	100,000.00	1.00	120,367	-20,367	100,000
U S Treas 9.125 05/15/18	100,000.00	1.00	142,774	-42,774	100,000
U S Treas 9 875 11/15/15	100,000 00	1 20	144,405	-24,405	120,000
Union Pacific Corp	100.00	168 00	2,527	14,273	16,800
Vanguard Extended Market E	1,000 00	82 70	57,990	24,710	82,700
Vanguard Growth ETF	900 00	93.05	57,525	26,220	83,745
Verizon Communic	306 00	49 14	7,476	7,561	15,037
Wachovia Corp 5.5% 5/1/13	100,000.00	1.00	100,493	-493	100,000
Williams Companies	250 00	38 57	6,214	3,429	9,643
Windstream	1,062 00	7 98	2,131	6,344	8,475
WPX Energy	116 00	20.38	1,972	392	2,364
TOTAL Investments			6,045,556*	1,277,183*	7,322,739