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**

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SCANNED OCT 16 2014

Name of foundation MCM FOUNDATION	**A Employer identification number** 26-0018914
Number and street (or P O box number if mail is not delivered to street address) 2025 4TH STREET — Room/suite	**B** Telephone number 510-704-5707
City or town, state or province, country, and ZIP or foreign postal code BERKELEY, CA 94710	**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)* ▶$ 2,102,937. — **J** Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(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 ▶ ☐

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)
Revenue	1	Contributions, gifts, grants, etc., received				
	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	36,072.	35,683.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	52,306.			
	b	Gross sales price for all assets on line 6a 271,333.				
	7	Capital gain net income (from Part IV, line 2)		52,306.		
	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	524.	524.	0.	STATEMENT 2
	12	**Total.** Add lines 1 through 11	88,902.	88,513.	0.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	3,850.	1,925.	0.	1,925.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	1,030.	55.	0.	648.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	15,047.	15,029.	0.	0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	19,927.	17,009.	0.	2,573.
	25	Contributions, gifts, grants paid	120,000.			120,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	139,927.	17,009.	0.	122,573.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-51,025.			
	b	**Net investment income** (if negative, enter -0-)		71,504.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.**

Form **990-PF** (2013)

10

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	14,199.	92,723.	92,723.
	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	1,526,391.	1,347,691.	1,671,317.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	226,452.	275,603.	338,897.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,767,042.	1,716,017.	2,102,937.
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	1,767,042.	1,716,017.	
	30 **Total net assets or fund balances**	1,767,042.	1,716,017.	
	31 **Total liabilities and net assets/fund balances**	1,767,042.	1,716,017.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,767,042.
2 Enter amount from Part I, line 27a	2	-51,025.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,716,017.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,716,017.

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	CHARLES SCHWAB #6111-7350 - SEE STATEMENT B	P	VARIOUS	VARIOUS
b	CHARLES SCHWAB #6111-7350 - SEE STATEMENT B	P	VARIOUS	VARIOUS
c	CLASS ACTION SETTLEMENT, PEOPLE OF THE STATE			
d	OF CA V. GEORGE ALLEN MILLER	P	VARIOUS	07/12/13
e	CAPITAL GAINS DIVIDENDS			

	(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	29,002.		28,563.	439.
b	204,303.		190,464.	13,839.
c				
d	92.			92.
e	37,936.			37,936.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				439.
b				13,839.
c				
d				92.
e				37,936.

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 52,306.

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	131,808.	1,881,618.	.070050
2011	130,170.	1,961,928.	.066348
2010	126,811.	1,876,495.	.067579
2009	73,874.	1,674,902.	.044106
2008	141,212.	1,988,582.	.071011

2	**Total** of line 1, column (d)	2	.319094
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	.063819
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,966,480.
5	Multiply line 4 by line 3	5	125,499.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	715.
7	Add lines 5 and 6	7	126,214.
8	Enter qualifying distributions from Part XII, line 4	8	122,573.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,430.
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	1,430.
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	1,430.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,141.		
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	1,141.
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	289.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶		11	

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ MACGREGOR READ Telephone no. ▶ 510-704-2823

Located at ▶ 2025 4TH STREET, BERKELEY, CA ZIP+4 ▶ 94710

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? ☐ Yes ☒ No

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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
SEE STATEMENT 8		0.	0.	0.

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

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

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

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.

Form **990-PF** (2013)

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	1,967,756.
b	Average of monthly cash balances			1b	28,670.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,996,426.
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	1,996,426.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	29,946.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	1,966,480.
6	**Minimum investment return.** Enter 5% of line 5			6	98,324.

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	98,324.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,430.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,430.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	96,894.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	96,894.
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	96,894.

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	122,573.
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	122,573.
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	122,573.

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					96,894.
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	6,887.				
b From 2009					
c From 2010	33,478.				
d From 2011	32,798.				
e From 2012	38,257.				
f **Total** of lines 3a through e		111,420.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 122,573.					
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					96,894.
e Remaining amount distributed out of corpus		25,679.			
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		137,099.			
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		6,887.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		130,212.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010	33,478.				
c Excess from 2011	32,798.				
d Excess from 2012	38,257.				
e Excess from 2013	25,679.				

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)

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

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

1 **Information Regarding Foundation Managers:**

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

STEVEN M. READ

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:

SEE STATEMENT A, 510-704-2823
2025 4TH STREET, BERKELEY, CA 94710

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

SEE STATEMENT A

c Any submission deadlines:

SEE STATEMENT A

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

SEE STATEMENT A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
HEAD ROYCE SCHOOL 4315 LINCOLN AVE OAKLAND, CA 94602	NONE	SCHOOL	EDUCATION	12,000.
CALIFORNIA WATERFOWL ASSOCIATION 4630 NORTHGATE BLVD #150 SACRAMENTO, CA 95834	NONE	PUBLIC CHARITY	NATURE CONSERVANCY	1,000.
DUCKS UNLIMITED 1 WATERFOWL WAY MEMPHIS, TN 38120	NONE	PUBLIC CHARITY	NATURE CONSERVANCY	1,000.
EDGEWOOD CENTER FOR CHILDREN AND FAMILIES 1801 VICENTE STREET SAN FRANCISCO, CA 94116	NONE	PUBLIC CHARITY	CHILDREN AND FAMILY CRISIS FUND	500.
EDUCATIONAL FOUNDATION OF ORINDA 21 'C' ORINDA WAY, #123 ORINDA, CA 94563	NONE	PUBLIC CHARITY	EDUCATION	2,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	120,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

323611
10-10-13

[illegible] 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) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	900099	389.	14	35,683.	
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			01	524.	
8 Gain or (loss) from sales of assets other than inventory			18	52,306.	
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)		389.		88,513.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	88,902.

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

[illegible] Relationship of Activities to the Accomplishment of Exempt Purposes

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

Part [illegible] Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

Date 10-3-14

Title ▶ DIRECTOR

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

Paid Preparer Use Only

Print/Type preparer's name: LAWRENCE B. WOOD

Preparer's signature

Date: 9-30-14

Check ☒ if self- employed

PTIN: P00011493

Firm's name ▶ DZH PHILLIPS LLP

Firm's EIN ▶ 26-4677183

Firm's address ▶ 135 MAIN STREET, 9TH FL.
SAN FRANCISCO, CA 94105

Phone no. (415) 781-2500

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

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

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

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
MCM FOUNDATION

Employer identification number (EIN) or
26-0018914

Number, street, and room or suite no. If a P.O. box, see instructions.
2025 4TH STREET

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
BERKELEY, CA 94710

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ MACGREGOR READ
2025 4TH STREET - BERKELEY, CA 94710
Telephone No. ▶ 510-704-2823 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013 , or other tax year beginning ______ , and ending ______.

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

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO GATHER INFORMATION NECESSARY FOR AN ACCURATE AND COMPLETE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 1,056.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 1,141.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ ENROLLED AGENT Date ▶

MCM FOUNDATION 26-0018914

Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FIRST GRADUATE, THE PRESIDIO P.O. BOX 29415 SAN FRANCISCO, CA 94129	NONE	PUBLIC CHARITY	EDUCATION	20,000.
KATHERINE DELMAR BURKE SCHOOL 7070 CALIFORNIA STREET SAN FRANCISCO, CA 94121	NONE	SCHOOL	EDUCATION	10,000.
CALIFORNIA ACADEMY OF SCIENCES 55 MUSIC CONCOURSE DRIVE SAN FRANCISCO, CA 94118	NONE	PUBLIC CHARITY	EDUCATION	7,500.
SAN FRANCISCO PARKS ALLIANCE P.O. BOX 170160 SAN FRANCISCO, CA 94117	NONE	PUBLIC CHARITY	CHILDREN'S SERVICES	2,500.
MARIN HORIZON SCHOOL 305 MONTFORD AVE MILL VALLEY, CA 94941	NONE	SCHOOL	EDUCATION	2,500.
SAN FRANCISCO ZOOLOGICAL SOCIETY 1 ZOO ROAD SAN FRANCISCO, CA 94132	NONE	PUBLIC CHARITY	CONSERVATION	10,000.
SLEEPY HOLLOW SCHOOL 20 WASHINGTON LANE ORINDA, CA 94563	NONE	SCHOOL	EDUCATION	6,000.
ST. CATHERINE'S SCHOOL 17500 PEAK AVE MORGAN HILL, CA 95037	NONE	SCHOOL	EDUCATION	500.
TIPPING POINT COMMUNITY 703 MARKET STREET, STE 708 SAN FRANCISCO, CA 94103	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	10,000.
TOWN SCHOOL FOR BOYS 2750 JACKSON STREET SAN FRANCISCO, CA 94115	NONE	SCHOOL	EDUCATION	10,000.
Total from continuation sheets				103,500.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CALIFORNIA TROUT 360 PINE STREET, 4TH FLOOR SAN FRANCISCO, CA 94104	NONE	PUBLIC CHARITY	NATURE CONSERVANCY	1,000.
UNIVERSITY OF VIRGINIA 400 RAY C. HUNT DRIVE, P.O. BOX 400807 CHARLOTTESVILLE, VA 22904-4807	NONE	SCHOOL	EDUCATION	20,000.
VIRGINIA CENTER FOR THE CREATIVE ARTS 154 SAN ANGELO DRIVE AMHERST, VA 24521	NONE	PUBLIC CHARITY	EDUCATION	2,500.
WILD SALMON CENTER 721 NW 9TH AVE, STE 300 PORTLAND, OR 97209	NONE	PUBLIC CHARITY	NATURE CONSERVANCY	1,000.
Total from continuation sheets				

Guidelines How to Apply

- MCM Foundation will consider grants to assist credible agencies and institutions serving children and youth, and projects benefiting general education endeavors. Grant requests from credible agencies or institutions will be entertained both for specific programs and for capital expenditures.
- Consideration will be given to the support of well conceived experimental or demonstration projects in program areas of grant focus that promise significant positive results and are likely to produce long-term multiplier effects.
- Grants are usually awarded for a limited period of time. Some grants may be paid over a multi-year period; however, the Foundation generally does not approve grants to any organization on a continuing annual basis Final action on all grants will be determined by the Foundation Board of Directors.
- Grants are awarded to children and institutions located in the Bay Area including San Francisco, Marin, Alameda, Contra Costa, Sonoma, Solano, San Mateo, Napa and Santa Clara counties.

Send Request Letter

If, after reviewing the guidelines, there is sufficient reason to believe that the Foundation's funding priorities and interests are compatible with the needs of the organization seeking support, then a brief test letter should be addressed to the President of mcm Foundation.

All test letters will be given an in-depth screening to determine their relevance to the Foundation's funding priorities and interests. In most instances, written responses will be sent promptly to the applicant.

On the letterhead of the applicant organization or institution, the following information must be included in the Test letter:

1. Any of the following not included on the letterhead. organization's legal name, mailing address, city, state, zip, phone and fax numbers, e-mail and web site address, if available.
2. A brief description of the organization.
3. A brief description of the project for which funding is sought.
4. The total cost of the project for which funding is sought.
5. The amount requested from the mcm Foundation. The Foundation expects all applicant organizations to show substantial support from internal sources as well as other outside sources.
6. First time applicants must include a copy of the IRS 501(c)(3) ruling for the organization or institution.
7. Optional one copy of any supporting data that the applicant selects may accompany the test letter.

Please limit the above information to not more that two pages; brevity and clarity are appreciated.

Click here to fill out the above in an online form or mail the above information to:

MCM Foundation
c/o MacGregor Read
2000 Fifth Street
Berkeley, CA 94710

charles SCHWAB

Schwab One® Account of
MCM FOUNDATION

MCM Foundation

Account Number
6111-7350

26-0018914
TAX YEAR 2013
YEAR-END SUMMARY

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS. **Date Prepared: February 7, 2014**

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return.

REALIZED GAIN OR (LOSS)

The information in the following sections include all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D. Please consult with your tax advisor or financial advisor regarding specific questions.

Short-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
DFA ENHANCED US LARGE	233203637	52.60	06/10/13	06/19/13	$	565.63	$	571.28	$	0.00	$	(5.65)
DFA ENHANCED US LARGE	233203637	17.92	12/12/13	12/16/13	$	213.62	$	212.60	$	0.00	$	1.02
Security Subtotal					**$**	**779.25**	**$**	**783.88**	**$**	**0.00**	**$**	**(4.63)**
DFA INTERM GOVT FIXED I	233203876	291.21	06/08/12	02/25/13	$	3,781.13	$	3,797.44	$	0.00	$	(16.31)
DFA INTERM GOVT FIXED I	233203876	279.49	09/10/12	02/25/13	$	3,629.01	$	3,655.85	$	16.13	$	(10.71)
DFA INTERM GOVT FIXED I	233203876	74.61	12/12/12	02/25/13	$	968.73	$	972.92	$	0.00	$	(4.19)
DFA INTERM GOVT FIXED I	233203876	366.56	12/12/12	02/25/13	$	4,759.46	$	4,779.99	$	0.00	$	(20.53)
Security Subtotal					**$**	**13,138.33**	**$**	**13,206.20**	**$**	**16.13**	**$**	**(51.74)**
DFA ONE YEAR FIXED INCM	233203603	6.72	09/10/12	02/25/13	$	69.15	$	69.63	$	0.00	$	(0.48)
DFA ONE YEAR FIXED INCM	233203603	5.38	10/10/12	02/25/13	$	55.35	$	55.73	$	0.00	$	(0.38)
DFA ONE YEAR FIXED INCM	233203603	5.38	11/08/12	02/25/13	$	55.36	$	55.75	$	0.00	$	(0.39)
DFA ONE YEAR FIXED INCM	233203603	12.15	12/12/12	02/25/13	$	124.97	$	125.48	$	0.00	$	(0.51)
DFA ONE YEAR FIXED INCM	233203603	13.51	12/12/12	02/25/13	$	138.87	$	139.43	$	0.00	$	(0.56)
DFA ONE YEAR FIXED INCM	233203603	17.56	12/12/12	02/25/13	$	180.52	$	181.25	$	0.00	$	(0.73)
DFA ONE YEAR FIXED INCM	233203603	2.70	02/08/13	02/25/13	$	27.83	$	27.97	$	0.00	$	(0.14)
DFA ONE YEAR FIXED INCM	233203603	5.23	04/09/13	12/16/13	$	53.92	$	54.03	$	0.00	$	(0.11)

charles SCHWAB

Schwab One® Account of
MCM FOUNDATION

MCM Foundation

Account Number
6111-7350

26-0018914

TAX YEAR 2013
YEAR-END SUMMARY

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

Date Prepared: February 7, 2014

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return

Short-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
DFA ONE YEAR FIXED INCM	233203603	3.92	05/08/13	12/16/13	$ 40.46	$ 40.54	$ 0.00	$ (0.08)
DFA ONE YEAR FIXED INCM	233203603	3.92	06/10/13	12/16/13	$ 40.51	$ 40.55	$ 0.00	$ (0.04)
DFA ONE YEAR FIXED INCM	233203603	3.93	07/09/13	12/16/13	$ 40.52	$ 40.56	$ 0.00	$ (0.04)
DFA ONE YEAR FIXED INCM	233203603	3.93	08/08/13	12/16/13	$ 40.54	$ 40.58	$ 0.00	$ (0.04)
DFA ONE YEAR FIXED INCM	233203603	3.93	09/10/13	12/16/13	$ 40.59	$ 40.59	$ 0.00	$ 0.00
DFA ONE YEAR FIXED INCM	233203603	5.24	10/08/13	12/16/13	$ 54.08	$ 54.13	$ 0.00	$ (0.05)
DFA ONE YEAR FIXED INCM	233203603	2.62	11/08/13	12/16/13	$ 27.02	$ 27.08	$ 0.00	$ (0.06)
DFA ONE YEAR FIXED INCM	233203603	3.93	12/11/13	12/16/13	$ 40.58	$ 40.62	$ 0.00	$ (0.04)
DFA ONE YEAR FIXED INCM	233203603	6.56	12/11/13	12/16/13	$ 67.64	$ 67.71	$ 0.00	$ (0.07)
DFA ONE YEAR FIXED INCM	233203603	9.18	12/11/13	12/16/13	$ 94.70	$ 94.79	$ 0.00	$ (0.09)
Security Subtotal					**$ 1,192.61**	**$ 1,196.42**	**$ 0.00**	**$ (3.81)**
DFA US LARGE CAP VALUE	233203827	24.99	03/08/13	03/28/13	$ 645.48	$ 639.75	$ 0.00	$ 5.73
DFA US LARGE CAP VALUE	233203827	29.99	06/10/13	06/19/13	$ 813.39	$ 822.21	$ 0.00	$ (8.82)
Security Subtotal					**$ 1,458.87**	**$ 1,461.96**	**$ 0.00**	**$ (3.09)**
DFA US SMALL CAP PORT I	233203843	1.90	03/08/12	01/08/13	$ 44.23	$ 42.57	$ 0.00	$ 1.66
DFA US SMALL CAP PORT I	233203843	18.60	06/08/12	01/08/13	$ 432.54	$ 397.68	$ 0.00	$ 34.86
DFA US SMALL CAP PORT I	233203843	9.99	09/10/12	01/08/13	$ 232.30	$ 234.07	$ 0.00	$ (1.77)
DFA US SMALL CAP PORT I	233203843	8.77	12/13/12	01/08/13	$ 204.10	$ 193.19	$ 0.00	$ 10.91
DFA US SMALL CAP PORT I	233203843	45.97	12/13/12	01/08/13	$ 1,069.10	$ 1,011.93	$ 0.00	$ 57.17
DFA US SMALL CAP PORT I	233203843	242.41	12/13/12	01/08/13	$ 5,637.04	$ 5,335.61	$ 0.00	$ 301.43

Statement B

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS. **Date Prepared: February 7, 2014**

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return.

Short-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
DFA US SMALL CAP PORT I	233203843	0.80	03/08/13	12/16/13	$ 23.95	$ 20.20	$ 0.00	$ 3.75
DFA US SMALL CAP PORT I	233203843	9.20	06/10/13	12/16/13	$ 274.44	$ 246.46	$ 0.00	$ 27.98
DFA US SMALL CAP PORT I	233203843	10.08	09/10/13	12/16/13	$ 300.72	$ 287.52	$ 0.00	$ 13.20
DFA US SMALL CAP PORT I	233203843	10.75	12/12/13	12/16/13	$ 320.73	$ 316.65	$ 0.00	$ 4.08
DFA US SMALL CAP PORT I	233203843	11.85	12/12/13	12/16/13	$ 353.64	$ 349.13	$ 0.00	$ 4.51
DFA US SMALL CAP PORT I	233203843	118.68	12/12/13	12/16/13	$ 3,540.49	$ 3,495.36	$ 0.00	$ 45.13
Security Subtotal					**$ 12,433.28**	**$ 11,930.37**	**$ 0.00**	**$ 502.91**
Total Short-Term *(Cost basis is reported to the IRS)*					**$ 29,002.34**	**$ 28,578.83**	**$ 16.13**	**$ 439.64**
Total Short-Term					**$ 29,002.34**	**$ 28,578.83**	**$ 16.13**	**$ 439.64**

Long-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part II, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
DFA ENHANCED US LARGE	233203637	153.54	06/18/08	01/08/13	$ 1,468.01	$ 1,527.47	$ 0.00	$ (59.46)
Security Subtotal					**$ 1,468.01**	**$ 1,527.47**	**$ 0.00**	**$ (59.46)**
DFA ONE YEAR FIXED INCM	233203603	5.38	10/29/10	02/25/13	$ 55.35	$ 55.91	$ 0.41	$ (0.15)

Statement B

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS. Date Prepared: February 7, 2014

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Long-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part II, with Box A checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
DFA ONE YEAR FIXED INCM	233203603	3.92	11/09/10	12/16/13	$ 40.44	$ 40.92	$ 0.00	$ (0.48)
Security Subtotal					**$ 95.79**	**$ 96.83**	**$ 0.41**	**$ (0.63)**
Total Long-Term *(Cost basis is reported to the IRS)*					**$ 1,563.80**	**$ 1,624.30**	**$ 0.41**	**$ (60.09)**

Long-Term Realized Gain or (Loss)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
DFA EMERGING MKTS PORT	233203785	537.63	05/19/08	01/08/13	$ 14,862.68	$ 18,129.02	$ 170.33	$ (3,096.01)
Security Subtotal					**$ 14,862.68**	**$ 18,129.02**	**$ 170.33**	**$ (3,096.01)**
DFA ENHANCED US LARGE	233203637	1,927.62	05/19/08	01/08/13	$ 18,429.68	$ 18,620.83	$ 0.00	$ (191.15)
DFA ENHANCED US LARGE	233203637	775.19	05/19/08	03/28/13	$ 8,006.01	$ 7,488.37	$ 0.00	$ 517.64
DFA ENHANCED US LARGE	233203637	863.14	05/19/08	06/19/13	$ 9,281.16	$ 8,338.00	$ 0.00	$ 943.16
DFA ENHANCED US LARGE	233203637	727.93	05/19/08	08/27/13	$ 7,851.25	$ 7,031.85	$ 0.00	$ 819.40
DFA ENHANCED US LARGE	233203637	2,090.00	05/19/08	12/16/13	$ 24,906.01	$ 20,189.40	$ 0.00	$ 4,716.61
Security Subtotal					**$ 68,474.11**	**$ 61,668.45**	**$ 0.00**	**$ 6,805.66**

Statement B

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Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
DFA INTERM GOVT FIXED I	233203876	144.62	09/08/11	02/25/13	$ 1,877.84	$ 1,875.81	$ 0.00	$ 2.03
Security Subtotal					**$ 1,877.84**	**$ 1,875.81**	**$ 0.00**	**$ 2.03**
DFA INTL SMALL CO PORT I	233203629	615.38	05/19/08	01/08/13	$ 9,925.77	$ 11,649.24	$ 235.32	$ (1,488.15)
Security Subtotal					**$ 9,925.77**	**$ 11,649.24**	**$ 235.32**	**$ (1,488.15)**
DFA ONE YEAR FIXED INCM	233203603	415.20	05/19/08	02/25/13	$ 4,267.60	$ 4,226.76	$ 0.00	$ 40.84
DFA ONE YEAR FIXED INCM	233203603	4,788.60	05/19/08	12/16/13	$ 49,370.00	$ 48,748.04	$ 0.00	$ 621.96
Security Subtotal					**$ 53,637.60**	**$ 52,974.80**	**$ 0.00**	**$ 662.80**
DFA US LARGE CAP VALUE	233203827	28.14	05/19/08	03/28/13	$ 726.89	$ 678.31	$ 0.00	$ 48.58
DFA US LARGE CAP VALUE	233203827	256.94	05/19/08	03/28/13	$ 6,636.74	$ 6,094.76	$ 0.00	$ 541.98
DFA US LARGE CAP VALUE	233203827	697.27	05/19/08	06/19/13	$ 18,907.09	$ 16,539.39	$ 0.00	$ 2,367.70
Security Subtotal					**$ 26,270.72**	**$ 23,312.46**	**$ 0.00**	**$ 2,958.26**
DFA US SMALL CAP PORT I	233203843	453.20	05/19/08	01/08/13	$ 10,538.45	$ 8,452.18	$ 0.00	$ 2,086.27
DFA US SMALL CAP PORT I	233203843	28.63	12/09/10	01/08/13	$ 665.95	$ 599.99	$ 0.00	$ 65.96
DFA US SMALL CAP PORT I	233203843	4.46	03/08/11	01/08/13	$ 103.73	$ 101.00	$ 0.00	$ 2.73
DFA US SMALL CAP PORT I	233203843	10.51	06/08/11	01/08/13	$ 244.60	$ 227.41	$ 0.00	$ 17.19
DFA US SMALL CAP PORT I	233203843	13.85	09/08/11	01/08/13	$ 322.20	$ 265.76	$ 0.00	$ 56.44
DFA US SMALL CAP PORT I	233203843	18.92	12/13/11	01/08/13	$ 440.09	$ 376.44	$ 0.00	$ 63.65

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Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS. Report on Form 8949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
DFA US SMALL CAP PORT I	233203843	515.44	05/19/08	12/16/13	$ 15,375.69	$ 9,612.96	$ 0.00	$ 5,762.73
Security Subtotal					**$ 27,690.71**	**$ 19,635.74**	**$ 0.00**	**$ 8,054.97**
Total Long-Term *(Transactions are not reported on Form 1099-B or to the IRS)*					**$ 202,739.43**	**$ 189,245.52**	**$ 405.65**	**$ 13,899.56**
Total Long-Term					**$ 204,303.23**	**$ 190,869.82**	**$ 406.06**	**$ 13,839.47**

Statement B

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS. **Date Prepared: February 7, 2014**

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Realized Gain or (Loss) Summary

Total Realized Gain or (Loss)

Description	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
Total Short-Term Realized Gain or (Loss) *(Cost basis is reported to the IRS. Report on Form 8949, Part I, with Box A checked.)*	$ 29,002.34	$ 28,578.83	$ 16.13	$ 439.64
Total Short-Term Realized Gain or (Loss)	$ 29,002.34	$ 28,578.83	$ 16.13	$ 439.64
Total Long-Term Realized Gain or (Loss) *(Cost basis is reported to the IRS. Report on Form 8949, Part II, with Box A checked.)*	$ 1,563.80	$ 1,624.30	$ 0.41	$ (60.09)
Total Long-Term Realized Gain or (Loss) *(Transactions are not reported on Form 1099-B or to the IRS. Report on Form 8949, Part II with Box C checked.)*	$ 202,739.43	$ 189,245.52	$ 405.65	$ 13,899.56
Total Long-Term Realized Gain or (Loss)	$ 204,303.23	$ 190,869.82	$ 406.06	$ 13,839.47
TOTAL REALIZED GAIN OR (LOSS)	$ 233,305.57	$ 219,448.65	$ 422.19	$ 14,279.11

Investment Detail - Mutual Funds

.nd Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DFA INTERM GOVT FIXED ◊ INCM PORT INSTL SYMBOL: DFIGX	42,610.3310	12.2600	522,402.66	31%	12.04	511,929.82	10,472.84
DFA ONE YEAR FIXED INCM ◊ PORT INSTL SYMBOL: DFIHX	8,715.9190	10.3100	89,861.12	5%	10.19	88,723.94	1,137.18
Total Bond Funds	**51,326.2500**		**612,263.78**	**36%**		**600,653.76**	**11,610.02**

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Statement C

Investment Detail - Mutual Funds (continued)

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DFA EMERGING MKTS PORT ♀ INSTL SYMBOL: DFEMX	1,486.6430	25.9600	38,593.25	2%	30.88	42,772.49	(4,179.24)
DFA EMERGING MKTS SMALL ♀ CAP PORT INSTL SYMBOL: DEMSX	2,041.0220	20.1100	41,044.95	2%	20.28	40,928.40	116.55
DFA ENHANCED US LARGE CO ♀ PORT INSTL SYMBOL: DFELX	19,170.2010	12.3400	236,560.28	14%	8.70	135,627.64	100,932.64
DFA INTL SMALL CO PORT ♀ INSTL SYMBOL: DFISX	5,411.2090	19.2100	103,949.32	6%	17.10	85,164.47	18,784.85
DFA LARGE CAP INTL PORT ♀ INSTL SYMBOL: DFALX	7,369.8240	22.5900	166,484.32	10%	23.08	167,486.83	(1,002.51)
DFA REAL ESTATE ♀ SECURITIES PORT INSTL SYMBOL: DFREX	3,029.8730	25.9300	78,564.61	5%	21.14	40,423.87	38,140.74
DFA US LARGE CAP VALUE ♀ PORT INSTL SYMBOL: DFLVX	6,978.5380	31.6200	220,661.37	13%	21.43	135,220.27	85,441.10
DFA US SMALL CAP PORT ♀ INSTL SYMBOL: DFSTX	3,524.1280	31.0000	109,247.97	7%	18.44	56,981.08	52,266.89

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Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DFA US TARGETED VALUE ♀ PORT INSTL SYMBOL: DFFVX	2,808.3620	22.7700	63,946.40	4%	15.30	42,431.23	21,515.17
Total Equity Funds	**51,319.6000**		**1,059,052.47**	**63%**		**747,036.28**	**312,016.19**
Total Mutual Funds	**103,146.0500**		**1,671,316.25**	**99%**		**1,347,690.04**	**323,626.21**

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Statement C

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	40,629.	10,220.	30,409.	30,409.	30,409.
UBS SELECT SERIES III	32,980.	27,716.	5,264.	5,264.	5,264.
UBS SELECT SERIES III	389.	0.	389.	0.	389.
WELLS FARGO BANK	10.	0.	10.	10.	10.
TO PART I, LINE 4	74,008.	37,936.	36,072.	35,683.	36,072.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
UBS SELECT SERIES III K-1	524.	524.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	524.	524.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	3,850.	1,925.	0.	1,925.
TO FORM 990-PF, PG 1, LN 16B	3,850.	1,925.	0.	1,925.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	648.	0.	0.	648.
TAX & LICENSES	45.	45.	0.	0.
FTB FILING FEE	10.	10.	0.	0.
FOREIGN TAXES PAID	327.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,030.	55.	0.	648.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	227.	227.	0.	0.
INVESTMENT LOSS - UBS SELECT SERIES III K-1	14,802.	14,802.	0.	0.
NONDEDUCTIBLE EXPENSES - UBS SELECT SERIES III K-1	18.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	15,047.	15,029.	0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB - SEE STATEMENT C	1,347,691.	1,671,317.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,347,691.	1,671,317.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS SELECT SERIES III, LLC	COST	275,603.	338,897.
TOTAL TO FORM 990-PF, PART II, LINE 13		275,603.	338,897.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEVEN M. READ 2025 FOURTH STREET BERKELEY, CA 94710	DIRECTOR 1.00	0.	0.	0.
MARY ANN READ 2025 FOURTH STREET BERKELEY, CA 94710	DIRECTOR 1.00	0.	0.	0.
STEVEN MACGREGOR READ, JR 2025 FOURTH STREET BERKELEY, CA 94710	SECRETARY 1.00	0.	0.	0.
COURTNEY BAMBERGER 2025 FOURTH STREET BERKELEY, CA 94710	DIRECTOR 1.00	0.	0.	0.
MORGAN READ 2025 FOURTH STREET BERKELEY, CA 94710	TREASURER 1.00	0.	0.	0.
BRENT BAMBERGER 2025 FOURTH STREET BERKELEY, CA 94710	DIRECTOR 1.00	0.	0.	0.
MARY KATHARINE READ 2025 FOURTH STREET BERKELEY, CA 94710	PRESIDENT 10.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.