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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.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE CALDWELL-FISHER CHARITABLE FOUNDATION		A Employer identification number 77-0527966	
Number and street (or P O box number if mail is not delivered to street address) 3620 CLAY STREET		B Telephone number (650) 233-9000	
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94118		C If exemption application is pending, check here ► <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 type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <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		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 5,685,174.	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books (b) Net investment income (c) Adjusted net income (d) Disbursements for charitable purposes (cash basis only)	
1 Contributions, gifts, grants, etc., received		4,702,010.	N/A
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments			
3 Dividends and interest from securities		6,397.	6,397.
5a Gross rents			STATEMENT 2
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 4,709,268.		7,258.	STATEMENT 1
7 Capital gain net income (from Part IV, line 2)		4,384,144.	
8 Net short-term capital gain			
9 Income modifications Gross sales less returns			
10a Gross sales less returns and allowances			
b Less Cost of goods sold			<i>RECEIVED</i>
c Gross profit or (loss)			<i>18</i>
11 Other income			
12 Total. Add lines 1 through 11		4,715,665.	4,390,541.
13 Compensation of officers, directors, trustees, etc		0.	0.
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees			
b Accounting fees STMT 3		15,850.	0.
c Other professional fees			
17 Interest			
18 Taxes STMT 4		7,000.	0.
19 Depreciation and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses STMT 5		180.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		23,030.	0.
25 Contributions, gifts, grants paid		2,402,411.	2,402,411.
26 Total expenses and disbursements. Add lines 24 and 25		2,425,441.	0.
27 Subtract line 26 from line 12		2,290,224.	
a Excess of revenue over expenses and disbursements			
b Net investment income (if negative, enter -0)		4,390,541.	
c Adjusted net income (if negative, enter -0)			N/A

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	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		2,281,311.	4,571,535.	4,571,535.
	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 7	1,138,036.	1,113,639.	1,113,639.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	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)		3,419,347.	5,685,174.	5,685,174.
	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.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	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		3,419,347.	5,685,174.	
	30 Total net assets or fund balances		3,419,347.	5,685,174.	
	31 Total liabilities and net assets/fund balances		3,419,347.	5,685,174.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,419,347.
2 Enter amount from Part I, line 27a	2	2,290,224.
3 Other increases not included in line 2 (itemize) ► UNREALIZED GAIN/LOSS	3	402,045.
4 Add lines 1, 2, and 3	4	6,111,616.
5 Decreases not included in line 2 (itemize) ►	5	426,442.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,685,174.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, ✓ 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b SEE ATTACHED STATEMENT					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e 4,709,268.		325,124.			4,384,144.
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					4,384,144.
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		4,384,144.
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	1,746,515.	3,050,474.	.572539
2011	1,997,358.	3,231,886.	.618016
2010	1,477,072.	2,967,983.	.497669
2009	1,301,064.	2,065,851.	.629796
2008	1,208,731.	2,180,762.	.554270

2 Total of line 1, column (d)

2 2.872290

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 .574458

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 3,071,207.

5 Multiply line 4 by line 3

5 1,764,279.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 43,905.

7 Add lines 5 and 6

7 1,808,184.

8 Enter qualifying distributions from Part XII, line 4

8 2,402,411.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <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 43,905.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" 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-)	
3	Add lines 1 and 2	2 0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3 43,905.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	4 0.
6	Credits/Payments	5 43,905.
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 23,515.
b	Exempt foreign organizations - tax withheld at source	6b
c	Tax paid with application for extension of time to file (Form 8868)	6c 35,000.
d	Backup withholding erroneously withheld	6d
7	Total credits and payments Add lines 6a through 6d	7 58,515.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 1.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 14,609.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ►	11 0.

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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.</i>	1a X	1b X
1c	Did the foundation file Form 1120-POL for this year?		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? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	3 X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	9 X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10 X	

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **N/A** 13 X

14 The books are in care of ► **JOHN FISHER** Telephone no ► **(650) 233-9000**
Located at ► **3620 CLAY STREET, SAN FRANCISCO, CA** ZIP+4 ► **94118**

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** 15 N/A

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ► 16 Yes No X

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

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

Item	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"/> X <input 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"/> X <input 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"/> X <input 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"/> X <input 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"/> X <input 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"/> X <input 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)? N/A		
Organizations relying on a current notice regarding disaster assistance check here ► 1b <input type="checkbox"/> 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 <input type="checkbox"/> 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"/> X <input type="checkbox"/> No		
If "Yes," list the years ► 2a <input type="checkbox"/> N/A		
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 <input type="checkbox"/> 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 ► 2c <input type="checkbox"/> N/A		
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"/> X <input 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 <input type="checkbox"/> N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a <input type="checkbox"/> 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 <input type="checkbox"/> X		

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

5a During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/>		
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	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
JENNIFER CALDWELL 3620 CLAY STREET SAN FRANCISCO, CA 94118	PRESIDENT/VICE PRESIDENT 1.00	0.	0.	0.
JOHN FISHER 3620 CLAY STREET SAN FRANCISCO, CA 94118	CEO/SECRETARY 0.00	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

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ►

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Amount

1 N/A	
2	
3	
All other program-related investments. See instructions	

Total. Add lines 1 through 3 ►

0.

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Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a Average monthly fair market value of securities	1a	847,268.
b Average of monthly cash balances	1b	2,270,709.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	3,117,977.
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	3,117,977.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,770.
5 Net value of noncharitable-use assets . Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,071,207.
6 Minimum investment return . Enter 5% of line 5	6	153,560.

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	153,560.
2a Tax on investment income for 2013 from Part VI, line 5	2a	43,905.
b Income tax for 2013. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	43,905.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	109,655.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	109,655.
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	109,655.

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	2,402,411.
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	2,402,411.
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		
6 Adjusted qualifying distributions . Subtract line 5 from line 4	5	43,905.
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	6	2,358,506.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				109,655.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only		0.		
b Total for prior years				
3 Excess distributions carryover, if any, to 2013				
a From 2008	1,120,405.			
b From 2009	1,234,405.			
c From 2010	1,349,559.			
d From 2011	1,869,898.			
e From 2012	1,643,523.			
f Total of lines 3a through e	7,217,790.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 2,402,411.			0.	
a Applied to 2012, but not more than line 2a				
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				109,655.
e Remaining amount distributed out of corpus	2,292,756.			
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.	9,510,546.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 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	1,120,405.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	8,390,141.			
10 Analysis of line 9				
a Excess from 2009	1,234,405.			
b Excess from 2010	1,349,559.			
c Excess from 2011	1,869,898.			
d Excess from 2012	1,643,523.			
e Excess from 2013	2,292,756.			

THE CALDWELL-FISHER CHARITABLE
FOUNDATION

Form 990-PF (2013)

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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				►			
1 b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	4942(j)(5)
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed							
2 b	85% of line 2a							
2 c	Qualifying distributions from Part XII, line 4 for each year listed							
2 d	Amounts included in line 2c not used directly for active conduct of exempt activities							
2 e	Qualifying distributions made directly for active conduct of exempt activities							
Subtract line 2d from line 2c								
3 a	Complete 3a, b, or c for the alternative test relied upon							
3 a (1)	"Assets" alternative test - enter							
3 a (2)	Value of assets qualifying under section 4942(j)(3)(B)(i)							
3 b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed							
3 c	"Support" alternative test - enter							
3 c (1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)							
3 c (2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)							
3 c (3)	Largest amount of support from an exempt organization							
3 c (4)	Gross investment income							

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 8

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 9

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:

THE CALDWELL-FISHER CHARITABLE
FOUNDATION

Form 990-PF (2013)

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Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT	N/A			2,402,411.
Total			► 3a	2,402,411.
b Approved for future payment				
NONE				
Total			► 3b	0.

323611
10-10-13

Form 990-PF (2013)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	6,397.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	7,258.	
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)		0.		13,655.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		13,655.
(See worksheet in line 13 instructions to verify calculations)					

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)
N/A	

THE CALDWELL-FISHER CHARITABLE
FOUNDATION

Form 990-PF (2013)

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Part XVII 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 so

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.

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.

May the IRS discuss this
return with the preparer
shown below (see instr.)?

Signature of filer or trustee		Date	Date	Title	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	SANGINI GOENKA	S. M. Goenka	11/6/2014	P01061662	
	Firm's name ► FRANK, RIMERMAN & CO. LLP			Firm's EIN ► 94-1341042	
Firm's address ► 1801 PAGE MILL ROAD PALO ALTO, CA 94304			Phone no. (650) 845-8100		

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.
► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013**Name of the organization****THE CALDWELL-FISHER CHARITABLE
FOUNDATION****Employer identification number****77-0527966****Organization type (check one):****Filers of:**

Form 990 or 990-EZ

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year

► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)**

Name of organization

THE CALDWELL-FISHER CHARITABLE
FOUNDATION

Employer identification number

77-0527966

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN FISHER & JENNIFER CALDWELL 3620 CLAY STREET SAN FRANCISCO, CA 94118	\$ 515,938.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	JOHN FISHER & JENNIFER CALDWELL 3620 CLAY STREET SAN FRANCISCO, CA 94118	\$ 31,246.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
3	JOHN FISHER & JENNIFER CALDWELL 3620 CLAY STREET SAN FRANCISCO, CA 94118	\$ 13,898.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
4	JOHN FISHER & JENNIFER CALDWELL 3620 CLAY STREET SAN FRANCISCO, CA 94118	\$ 1,038,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
5	JOHN FISHER & JENNIFER CALDWELL 3620 CLAY STREET SAN FRANCISCO, CA 94118	\$ 32,415.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
6	JOHN FISHER & JENNIFER CALDWELL 3620 CLAY STREET SAN FRANCISCO, CA 94118	\$ 121,263.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

THE CALDWELL-FISHER CHARITABLE
FOUNDATION

Employer identification number

77-0527966

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	JOHN FISHER & JENNIFER CALDWELL 3620 CLAY STREET SAN FRANCISCO, CA 94118	\$ 2,554,950.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
	JOHN FISHER & JENNIFER CALDWELL 3620 CLAY STREET SAN FRANCISCO, CA 94118	\$ 394,300.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash

Name of organization

THE CALDWELL-FISHER CHARITABLE
FOUNDATION

Employer identification number

77-0527966

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	42,464 SHARES PANDORA MEDIA INC.	\$ 515,938.	03/05/13
2	1,888 SHARES COMSCORE INC.	\$ 31,246.	04/01/13
3	630 SHARES COMSCORE INC.	\$ 13,898.	06/10/13
4	30,000 SHARES MICROSOFT CORP.	\$ 1,038,000.	08/23/13
5	1,133 SHARES COMSCORE INC.	\$ 32,415.	10/23/13
6	4,602 SHARES COMSCORE INC.	\$ 121,263.	11/06/13

Name of organization

THE CALDWELL-FISHER CHARITABLE
FOUNDATION

Employer identification number

77-0527966

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	15,000 SHARES Baidu INC. ADS	\$ 2,554,950.	12/09/13
8	10,000 SHARES YAHOO INC.	\$ 394,300.	12/18/13
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received

Name of organization

THE CALDWELL-FISHER CHARITABLE
FOUNDATION

Employer identification number

77-0527966

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once.) ► \$ _____*
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--	--------------------	------------------	-----------

42,464 SHS PANDORA MEDIA INC		DONATED	06/30/06	03/05/13
------------------------------	--	---------	----------	----------

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
510,777.	515,938.	0.	0.	-5,161.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--	--------------------	------------------	-----------

1,888 SHS COMSCORE INC		DONATED	06/11/08	04/01/13
------------------------	--	---------	----------	----------

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30,750.	31,246.	0.	0.	-496.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--	--------------------	------------------	-----------

630 SHS COMSCORE INC		DONATED	06/11/08	06/04/13
----------------------	--	---------	----------	----------

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,286.	13,898.	0.	0.	-612.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
30,000 SHS MICROSOFT CORP	DONATED	01/02/04	08/23/13	

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,034,375.	1,038,000.	0.	0.	-3,625.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
1,133 SHS COMSCORE INC	DONATED	VARIOUS	10/23/13	

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
32,492.	32,415.	0.	0.	77.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
UNITED ONLINE, INC. - CASH IN LIEU	DONATED	11/01/13	11/01/13	

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9.	0.	0.	0.	9.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
4,602 SHS COMSCORE INC	DONATED	VARIOUS	11/06/13	

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
121,516.	121,263.	0.	0.	253.

(A) DESCRIPTION OF PROPERTY	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
15,000 SHS BAIDU INC ADS		DONATED	09/12/00	12/09/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,575,323.	2,554,950.	0.	0.	20,373.

(A) DESCRIPTION OF PROPERTY	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10,000 SHS YAHOO INC		DONATED	10/07/03	12/18/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
390,740.	394,300.	0.	0.	-3,560.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
--------------------------------------	----

TOTAL TO FORM 990-PF, PART I, LINE 6A	7,258.
---------------------------------------	--------

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SMITH BARNEY - DIVIDENDS	.6,397.	0.	6,397.	6,397.	
TO PART I, LINE 4	6,397.	0.	6,397.	6,397.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	15,850.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	15,850.	0.		0.

FORM 990-PF

TAXES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	7,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,000.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	20.	0.		0.
STATE TAX	10.	0.		0.
ATTORNEY GENERAL FEE	150.	0.		0.
TO FORM 990-PF, PG 1, LN 23	180.	0.		0.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 6

DESCRIPTION

AMOUNT

PRIOR YEAR UNREALIZED GAIN/LOSS ADJUSTMENT

426,442.

TOTAL TO FORM 990-PF, PART III, LINE 5

426,442.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED STATEMENT	1,113,639.	1,113,639.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,113,639.	1,113,639.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 8

NAME OF MANAGER

JENNIFER CALDWELL
JOHN FISHER

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JOHN FISHER
3620 CLAY STREET
SAN FRANCISCO, CA 94118

TELEPHONE NUMBER

650-233-9000

FORM AND CONTENT OF APPLICATIONS

APPLICATION SHOULD BE IN WRITING AND PURPOSE OF THE FUNDING SHOULD BE
STATED CLEARLY IN THE MATERIALS.

ANY SUBMISSION DEADLINES

NO DEADLINE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

- 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 filling your return. See Instructions	Name of exempt organization or other filer, see instructions. THE CALDWELL-FISHER CHARITABLE FOUNDATION	Employer identification number (EIN) or 77-0527966
	Number, street, and room or suite no. If a P.O. box, see instructions. 3620 CLAY STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94118	

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

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

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

JOHN FISHER

- The books are in the care of Telephone No. 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

TAXPAYER REQUIRES ADDITIONAL TIME TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE 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	\$ 58,515.
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	\$ 58,515.
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 S-M. Green Title CPA

Date 6/24/2014

Form 8868 (Rev. 1-2014)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

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

Enter filer's identifying number

Type or print File by the due date for filing your return. See Instructions	Name of exempt organization or other filer, see instructions. THE CALDWELL-FISHER CHARITABLE FOUNDATION	Employer identification number (EIN) or 77-0527966
	Number, street, and room or suite no. If a P.O. box, see instructions. 3620 CLAY STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94118	

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-T (corporation)	07
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

JOHN FISHER

- The books are in the care of ► **3620 CLAY STREET - SAN FRANCISCO, CA 94118**

Telephone No. ► **(650) 233-9000**

Fax No. ► _____

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year **2013** or

► tax year beginning _____, and ending _____.

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

Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 58,515.
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.	3b	\$ 23,515.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 35,000.

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

COPY

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	42,464 SHS PANDORA MEDIA INC	D	06/30/06	03/05/13
b	1,888 SHS COMSCORE INC	D	06/11/08	04/01/13
c	630 SHS COMSCORE INC	D	06/11/08	06/04/13
d	30,000 SHS MICROSOFT CORP	D	01/02/04	08/23/13
e	1,133 SHS COMSCORE INC	D	VARIOUS	10/23/13
f	UNITED ONLINE, INC. - CASH IN LIEU	D	11/01/13	11/01/13
g	4,602 SHS COMSCORE INC	D	VARIOUS	11/06/13
h	15,000 SHS BAIDU INC ADS	D	09/12/00	12/09/13
i	10,000 SHS YAHOO INC	D	10/07/03	12/18/13
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 510,777.		26,644.	484,133.
b 30,750.		31,246.	-496.
c 13,286.		10,880.	2,406.
d 1,034,375.			1,034,375.
e 32,492.		11,678.	20,814.
f 9.			9.
g 121,516.		47,415.	74,101.
h 2,575,323.		1,562.	2,573,761.
i 390,740.		195,699.	195,041.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(l) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any	
a			484,133.
b			-496.
c			2,406.
d			1,034,375.
e			20,814.
f			9.
g			74,101.
h			2,573,761.
i			195,041.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	4,384,144.
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

Caldwell-Fisher Charitable Foundation**Contributions - FYE 12/31/2013****EIN: 77-0527966**

Name and address	Foundation Status of Recipient	Purpose of grant or contribution	Date	Amount
Friends of Harvard Water Polo Murr Center, 65 N Harvard St , Boston, MA 02163	Public Charity	Education	1/14/2013	\$2,500
Chilmark Firefighters Association PO Box 580, Chilmark, MA 02535	Public Charity	Welfare	1/14/2013	\$1,000
KDBS (Annual Fund) 7070 California St , SF, CA 94121	Public Charity	Education	1/14/2013	\$30,000
Environmental Working Group (3 of 5) 1436 U St NW, Suite 101, Washington, DC 20009	Public Charity	Environment	1/14/2013	\$50,000
Edgewood Fair 1801 Vicente Street, SF, CA 94116	Public Charity	Education	3/14/2013	\$1,000
International Rescue Committee 122 E 42nd St , NY, NY 10168	Public Charity	Welfare	3/14/2013	\$1,000
Audubon Canyon Ranch PO Box 577, Stinson Beach, CA 94970	Public Charity	Environment	3/14/2013	\$5,000
Compass Family Services 49 Powell Street, 3rd Flr, SF, CA 94102	Public Charity	Welfare	3/25/2013	\$1,000
Sierra Club 85 Second Street, 2nd Floor, SF, CA 94105	Public Charity	Environment	4/25/2013	\$50,000
Sarah Lawrence (2nd of 5) 1 Mead Way, Bronxville, NY 10708	Public Charity	Education	4/25/2013	\$200,000
KDBS Head House Project (2 of 2) 7070 California St , SF, CA 94121	Public Charity	Education	5/20/2013	\$100,000
Phillips Exeter Academy 20 Main St , Exeter, NH 03833-2460	Public Charity	Education	5/21/2013	\$25,000
Boca Raton Regional Hospital (2 of 5) 745 Meadows Dr., Boca Raton, FL 33486	Public Charity	Health	6/7/2013	\$200,000

Name and address	Foundation Status of Recipient	Purpose of grant or contribution	Date	Amount
California Academy of Science (2 of 5) 55 Music Concourse Dr , SF, CA 94118	Public Charity	Education/Env	6/7/2013	\$400,000
Common Sense Media (2 of 5) 650 Townsend, Ste 375, SF, CA 94103	Public Chanty	Education	6/7/2013	\$100,000
Conservation International (3 of 5) 2011 Crystal Dr , Ste 500, Arlington, VA 22202	Public Charity	Environment	6/7/2013	\$20,000
George Jackson Academy (1 of 4) 104 Saint Marks Place, New York, NY 10009	Public Chanty	Education	6/7/2013	\$20,000
Harvard University (3 of 5) 124 Mount Auburn St , Cambridge, MA 02138	Public Charity	Education	6/7/2013	\$200,000
Harvard Business School (3 of 5) Soldiers Field, Boston, MA 02163	Public Charity	Education	6/7/2013	\$50,000
Rocky Mountain Institute (3 of 5) 1820 Folsom St , Boulder, CO 880302	Public Charity	Environment	6/7/2013	\$20,000
Walnut Hill School for the Arts 12 Highland St , Natick, MA 01760	Public Charity	Education	6/7/2013	\$10,000
Fulbright Espana General Oraa 55, Planta Baja, Madrid Spain 28006	Public Chanty	Education	6/12/2013	\$133,361
Human Rights Watch 100 Bush St , Suite 924, SF, CA 94104	Public Chanty	Welfare	7/10/2013	\$2,500
Common Sense Media (Awards Ceremony) 650 Townsend, Suite 435, SF, CA 94103	Public Chanty	Education	8/6/2013	\$25,000
Pt Reyes Nat'l Seashore Assoc 1 Bear Valley Rd , Pt Reyes Sta, CA 94956	Public Chanty	Environment	9/16/2013	\$2,500
KDBS (Annual Fund) 7070 California St , SF, CA 94121	Public Chanty	Education	9/16/2013	\$30,000
Parks Conservancy Bldg 201, Fort Mason, SF 94123	Public Chanty	Environment	9/16/2013	\$2,500
Town of Aquinnah (Gay Head Lighthouse Fund) 65 State Rd , Aquinnah, MA 02535	Public Chanty	Environment	9/16/2013	\$25,000

Name and address	Foundation Status of Recipient	Purpose of grant or contribution	Date	Amount
Ronald McDonald House at Stanford 520 Sand Hill Rd, Palo Alto, CA 94304	Public Chanty	Health	9/19/2013	\$1,000
KQED 2601 Mariposa St , SF, CA 94110	Public Chanty	Education	9/27/2013	\$5,000
Little Kids Rock 217 Grove Ave , Bldg E-2, Verona, NJ 07044	Public Chanty	Arts/Education	10/18/2013	\$5,000
Afncan Leadership Foundation PO Box 26730, SF, CA 94126	Public Chanty	Education	10/18/2013	\$1,000
SF Parks Alliance - Mrs Coleman 3921 California St , SF, CA 94118	Public Chanty	Environment	10/24/2013	\$50
Boys & Girls Clubs 55 Hawthorne St , Ste 600, SF, CA 94105	Public Chanty	Education	10/24/2013	\$1,000
The Windermere Island Foundation, Inc. 63 Kercheval Ave , Ste 301, Grosse Pointe Farms, MI 48236	Public Chanty	Welfare	11/14/2013	\$10,000
BizWorld Foundation (education luncheon 2013) 311 California St , Suite 750, SF, CA 94104	Public Chanty	Education	11/14/2013	\$5,000
The Imagine Bus Project 1012 Torrey Ave , SF, CA 94129	Public Chanty	Education	11/14/2013	\$2,500
Oxfam America (Hong Kong 2013 - Olly Stratton) Celeste Bettencourt, 226 Causeway St , 5th Fl, Boston, MA 02114	Public Chanty	Health/Welfare	11/25/2013	\$1,000
American Red Cross 1663 Market St , SF, CA 94103	Public Chanty	Health/Welfare	12/9/2013	\$1,000
Ten Strands 330 Ignacio Blvd , Suite 201, Novato, CA 94949	Public Chanty	Education/Env	12/9/2013	\$15,000
Good Samaritan 1294 Potrero Ave , SF, CA 94110	Public Chanty	Health/Welfare	12/9/2013	\$2,500
Big Brothers Big Sisters of the Bay Area 649 Mission St , 5th Fl, SF, CA 94105	Public Chanty	Health/Welfare	12/9/2013	\$5,000
Kipp Bay Area Schools	Public Chanty	Education	12/9/2013	\$25,000

Name and address	Foundation Status of Recipient	Purpose of grant or contribution	Date	Amount
1404 Franklin St., Ste 500, Oakland, CA 94612				
MALT PO Box 809, Pt Reyes Station, CA 94956	Public Charity	Environment	12/9/2013	\$5,000
Martha's Vineyard Hospital PO Box 1477, Oak Bluffs, MA 02557	Public Charity	Health	12/9/2013	\$5,000
Gladstone Institutes 1650 Owens Street, SF, CA 94185	Public Charity	Education	12/9/2013	\$5,000
Exploratorium 3601 Lyons St , SF, CA 94123	Public Charity	Education/Env	12/9/2013	\$550,000
NAACP 4805 Mt Hope Dr , Baltimore, MD 21215	Public Charity	Education	12/9/2013	\$50,000
Total				\$2,402,411

Caldwell-Fisher Charitable Foundation
EIN: 77-0527966

Corporate Stock and Bond Values
Tax Year 2013

		Beginning of Year Book Value	End of Year Book Value	End of Year FMV
Stocks				
10,000	SHS Cisco Sys Inc	530,000	224,300	224,300
1,217	SHS CIT Group Inc	43,386	63,442	63,442
4,500	SHS Baidu Inc Spon Adr Rptng	516,510	800,460	800,460
428	SHS United Online Inc	12,278	5,889	5,889
600	SHS FTD Cos Inc Com	35,862	19,548	19,548
	Total Stocks	1,138,036	1,113,639	1,113,639
	Name change and split			
	Total Stocks, Net	1,138,036	1,113,639	1,113,639
Total	Total Stocks	1,138,036	1,113,639	1,113,639