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## Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public Inspection

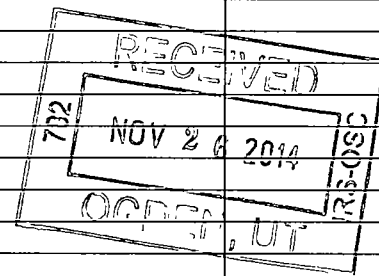
For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>The Benjamin Fund, Inc.</b>		A Employer identification number <b>84-1618483</b>
Number and street (or P O box number if mail is not delivered to street address) <b>377 Oak St</b>	Room/suite <b>110</b>	B Telephone number <b>(415) 710-5244</b>
City or town, state or province, country, and ZIP or foreign postal code <b>Garden City, NY 11530</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) <b>\$ 12,211,991.</b>	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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2,297.	2,297.		
4 Dividends and interest from securities		167,951.	167,951.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		447,732.			
b Gross sales price for all assets on line 6a <b>3,610,673.</b>					
7 Capital gain net income (from Part IV, line 2)			447,732.		
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		49,169.	0.		Statement 1
12 Total. Add lines 1 through 11		667,149.	617,980.		
13 Compensation of officers, directors, trustees, etc		10,000.	0.		9,500.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 2		4,270.	427.		2,561.
c Other professional fees Stmt 3		46,695.	35,683.		11,012.
17 Interest					
18 Taxes Stmt 4		256.	256.		0.
19 Depreciation and depletion					
20 Occupancy		1,233.	0.		1,233.
21 Travel, conferences, and meetings		26,005.	0.		26,005.
22 Printing and publications					
23 Other expenses Stmt 5		56,414.	0.		41,985.
24 Total operating and administrative expenses Add lines 13 through 23		144,873.	36,366.		92,296.
25 Contributions, gifts, grants paid		772,989.			772,989.
26 Total expenses and disbursements. Add lines 24 and 25		917,862.	36,366.		865,285.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<250,713.>			
b Net investment income (if negative, enter -0-)			581,614.		
c Adjusted net income (if negative, enter -0-)				N/A	

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<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			3,704,849.	2,004,684.	2,004,684.
	3 Accounts receivable ▶ 3,500.					
	Less: allowance for doubtful accounts ▶				3,500.	3,500.
	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			1,781,423.		
	b Investments - corporate stock Stmt 6			3,653,948.	4,441,788.	5,463,546.
	c Investments - corporate bonds Stmt 7			1,658,810.	3,259,641.	3,382,200.
	11 Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other Stmt 8			1,378,851.	2,246,055.	1,358,061.
	14 Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
	15 Other assets (describe ▶)					
	16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)			12,177,881.	11,955,668.	12,211,991.
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22)				0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			12,177,881.	11,955,668.	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 <b>Total net assets or fund balances</b>			12,177,881.	11,955,668.	
	31 <b>Total liabilities and net assets/fund balances</b>			12,177,881.	11,955,668.	

**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 12,177,881.
2 Enter amount from Part I, line 27a	2 <250,713.>
3 Other increases not included in line 2 (itemize) ▶ <u>Return of prior year grants</u>	3 28,500.
4 Add lines 1, 2, and 3	4 11,955,668.
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 11,955,668.

**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.)
<b>1a Publicly-traded securities</b>	<b>P</b>	<b>Various</b>	<b>Various</b>
<b>b Capital Gains Dividends</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 3,609,766.		3,162,941.	446,825.
<b>b</b> 907.			907.
<b>c</b>			
<b>d</b>			
<b>e</b>			

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) 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	
<b>a</b>			446,825.
<b>b</b>			907.
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	447,732.
<b>3</b> 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	{ }	<b>3</b>	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	636,283.	11,766,574.	.054075
2011	1,147,623.	12,499,005.	.091817
2010	1,031,618.	12,650,493.	.081548
2009	412,126.	3,021,456.	.136400
2008	152,719.	2,258,381.	.067623

<b>2</b> Total of line 1, column (d)	<b>2</b>	.431463
<b>3</b> 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	<b>3</b>	.086293
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	11,823,777.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	1,020,309.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	5,816.
<b>7</b> Add lines 5 and 6	<b>7</b>	1,026,125.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	865,285.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	11,632.
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	11,632.
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	11,632.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	21,537.	
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	21,537.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,905.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 9,905. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

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

**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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>The Foundation</u> Located at ► <u>377 Oak St, Ste 110, Garden City, NY</u> Telephone no. ► <u>(415) 710-5244</u> ZIP+4 ► <u>1153</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <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"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? If "Yes," list the years ► _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) 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

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
Medea Susan Benjamin	President			
377 Oak St Ste 100				
Garden City, NY 11530	1.00	0.	0.	0.
Kirsten Irgens-Moller	Secretary			
377 Oak St Ste 100				
Garden City, NY 11530	5.00	10,000.	0.	0.
Kevin Danaher	Treasurer			
377 Oak St Ste 100				
Garden City, NY 11530	1.00	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	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,384,111.
b	Average of monthly cash balances	1b	271,521.
c	Fair market value of all other assets	1c	348,203.
d	<b>Total</b> (add lines 1a, b, and c)	1d	12,003,835.
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	12,003,835.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	180,058.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,823,777.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	591,189.

**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	591,189.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	11,632.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	4,674.
c	Add lines 2a and 2b	2c	16,306.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	574,883.
4	Recoveries of amounts treated as qualifying distributions	4	28,500.
5	Add lines 3 and 4	5	603,383.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	603,383.

**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	865,285.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	865,285.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	865,285.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				603,383.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010	443,888.			
<b>d</b> From 2011	1,148,770.			
<b>e</b> From 2012	55,985.			
<b>f</b> Total of lines 3a through e	1,648,643.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ 865,285.				
<b>a</b> Applied to 2012, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				603,383.
<b>e</b> Remaining amount distributed out of corpus	261,902.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:	1,910,545.			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,910,545.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010	443,888.			
<b>c</b> Excess from 2011	1,148,770.			
<b>d</b> Excess from 2012	55,985.			
<b>e</b> Excess from 2013	261,902.			



**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
<b>a Paid during the year</b>				
AlterNet 77 Federal St, 2nd Floor San Francisco, CA 94107		PC	General support	5,000.
ANERA 111 14th St NW #400 Washington, DC 20005		PC	General support	5,000.
Annunciation House 815 Myrtle Ave El Paso, TX 79901		PC	General support	2,500.
Bill of Rights Defense Committee 8 Bridge St, Ste A Northampton, MA 01060		PC	General support	2,500.
Border Network for Human Rights 2115 N Piedras El Paso, TX 77930		PC	General support	2,500.
<b>Total</b>	<b>See continuation sheet(s)</b>			<b>772,989.</b>
<b>b Approved for future payment</b>				
None				
<b>Total</b>				<b>0.</b>





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

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	<b>1a(1)</b>	<b>X</b>
	(2) Other assets	<b>1a(2)</b>	<b>X</b>
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>	<b>X</b>
	(2) Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>	<b>X</b>
	(3) Rental of facilities, equipment, or other assets	<b>1b(3)</b>	<b>X</b>
	(4) Reimbursement arrangements	<b>1b(4)</b>	<b>X</b>
	(5) Loans or loan guarantees	<b>1b(5)</b>	<b>X</b>
	(6) Performance of services or membership or fundraising solicitations	<b>1b(6)</b>	<b>X</b>
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>	<b>X</b>
<b>d</b>	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.		

[illegible]

**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.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	 Signature of officer or trustee		11/14/14 Date		Treasurer Title		
Paid Preparer Use Only	Print/Type preparer's name <b>Sue Fujitani</b>		Preparer's signature 		Date <b>11/13/14</b>	Check <input checked="" type="checkbox"/> if self-employed	PTIN <b>P00542703</b>
	Firm's name ▶ <b>Sue Fujitani</b>					Firm's EIN ▶	
	Firm's address ▶ <b>58 West Portal Ave #130 San Francisco, CA 94127</b>					Phone no. <b>415-566-4619</b>	

**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
CAIR 453 New Jersey Ave SE Washington, DC 20003		PC	General support	1,000.
Caribbean Cultural Center African Diaspora Institute 1825 Park Ave Ste 602 New York, NY 10035		PC	General support	10,000.
Casa de Maryland 8151 15th Ave Hyattsville, MD 20783		PC	General support	2,000.
Center for Constitutional Rights 666 Broadway, 7th Fl New York, NY 10012		PC	General support	5,000.
Center for Economic and Policy Research 1611 Connecticut Ave, NW Suite 400 Washington, DC 20009		PC	General support	5,000.
Center for Independent Media 455 Massachusetts Ave NW 6th Fl Washington, DC 20001		PC	General support	1,000.
Center for Justice and Accountability 870 Market St, Suite 860 San Francisco, CA 94102		PC	General support	2,500.
Center on Budget and Policy Priorities DC Fiscal Policy 820 First Street NE Ste 460 Washington, DC 20002		PC	General support	2,500.
Chesapeake Climate Action Network PO Box 11138 Takoma Park, MD 20912		PC	General support	2,500.
Christian Peacemakers Box 6508 Chicago, IL 60680		PC	General support	2,000.
<b>Total from continuation sheets</b>				<b>755,489.</b>

**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
Clean Water Fund 1010 Vermont Ave NW #400 Washington, DC 20005		PC	General support	1,000.
Coalition of Immokalee Workers PO Box 603 Immokalee, FL 34143		PC	General support	3,000.
Code Pink 2010 Linden Ave Venice, CA 90291		PC	General support	100,000.
Collateral Repair Project PO Box 8160 Medford, OR 97501		PC	General support	2,500.
Common Dreams PO Box 443 Portland, ME 04112		PC	General support	5,000.
Communities for Better Environment 1904 Franklin St. Suite 600 Oakland, CA 94612		PC	General support	5,000.
Courage to Resist/AFGJ 484 Lake Park Ave #41 Oakland, CA 94610		PC	General support	2,100.
DC Fiscal Policy 820 First St NE Ste 460 Washington, DC 20002		PC	General support	5,000.
Democracy Now 207 W 25th St, 11th Fl New York, NY 10001			General support	2,500.
Diverse City Fund, Community Foundation for the National Capitol Region 733 Euclid St NW Washington, DC 20001		PC	General support	10,000.
Total from continuation sheets				



**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
Domestic Workers United 1201 Broadway Ste 907-908 New York, NY 10001		PC	General support	2,500.
El Pueblo PO Box 33672 Raleigh, NC 27636		PC	General support	5,000.
Electronic Frontier Foundation 815 Eddy St San Francisco, CA 94109		PC	General support	2,500.
Electronic Privacy Information Ctr 1718 Connecticut Ave NW 200 Washington, DC 20009		PC	General support	2,500.
Empower DC 1419 V St NW Washington, DC 20009		PC	General support	2,500.
FAIR 124 W 30th St Ste 201 New York, NY 10001		PC	General support	2,000.
Farmworker Justice 1126 16th St NW #270 Washington, DC 20036		PC	General support	2,500.
FCNL - Education Fund 245 Second St NE Washington, DC 20002		PC	General support	5,000.
Fellowship of Reconciliation 521 North Broadway Nyack, NY 10960		PC	General support	2,000.
National Literacy Project/Flaanbwayan Haitian Literacy Project 208 Parkside Ave 2nd Fl Brooklyn, NY 11226		PC	General support	10,000.
Total from continuation sheets				

**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
Food First 398 60th St Oakland, CA 94618		PC	General support	1,000.
Free Palestine Movement 405 Vista Heights Rd El Cerrito, CA 94530		PC	General support	1,000.
Friends of Free Speech TV PO Box 44099 Denver, CO 80201		PC	General support	5,000.
Global Exchange 2017 Mission St San Francisco, CA 94110		PC	General support	390,000.
Global Fund for Women 222 Sutter St #500 San Francisco, CA 94108		PC	General support	1,000.
Gray Panthers 2000 P St NW #415 Washington, DC 20036		PC	General support	50.
Heart & Hand Fund/Peace Development Fund PO Box 3070 Half Moon Bay, CA 94019		PC	General support	1,000.
Institute for Policy Studies 1112 16th St NW Ste 600 Washington, DC 20036		PC	General support	5,000.
International Labor Rights Forum 1634 I St NW #1001 Washington, DC 20006		PC	General support	1,000.
Jerusalem Fund 2425 Virginia Ave Washington, DC 20037		PC	General support	2,500.
Total from continuation sheets				

**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
Jewish Voice for Peace 1611 Telegraph Ave, #550 Oakland, CA 94612		PC	General support	5,000.
Jews United for Justice 2027 Massachusetts Ave NW Washington, DC 20036		PC	General support	540.
Jobs With Justice 1325 Massachusetts Ave NW Ste 200 Washington, DC 20005		PC	General support	2,500.
La Fuente 101 Avenue of the Americas 17th Floor New York, NY 10013		PC	General support	10,000.
La Union 6025 6th Ave, Room 221 Brooklyn, NY 11220		PC	General support	10,000.
Leadership Conference on Civil Rights Education Fund 1629 K St NW Ste 1000 Washington, DC 20006		PC	General support	2,000.
Liberty Tree PO Box 26017 Madison, WI 53726		PC	General support	5,000.
Link TV PO Box 2008 San Francisco, CA 94126		PC	General support	5,000.
MADRE 121 W 27th St #301 New York, NY 10001		PC	General support	2,500.
Media Matters for America 455 Massachusetts Ave NW 6th Fl Washington, DC 20001		PC	General support	2,000.
Total from continuation sheets				

**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
MIRA 105 Chauncy St Ste 901 Boston, MA 02111		PC	General support	2,500.
CERC/Mondoweiss PO Box 180165 Chicago, IL 60618		PC	General support	2,500.
NALACC 1638 S Blue Island Chicago, IL 60608		PC	General support	1,500.
Nation Institute 116 East 16th St, 8th Floor New York, NY 10003		PC	General support	5,000.
National Lawyers Guild Foundation 132 Nassau St #922 New York, NY 10038		PC	General support	2,500.
National Priorities Project 243 King St Northampton, MA 01060		PC	General support	2,500.
Network for Good Presidio Bldg 1014 San Francisco, CA 94129		PC	General support	100.
NIAC - National Iranian American Council 1411 K St NW Ste 600 Washington, DC 20005		PC	General support	5,649.
No More Deaths/Unitarian Universalist Church of Tucson PO Box 40782 Tucson, AZ 85717		PC	General support	2,500.
Nonviolent Peace Force 425 Oak Grove St Minneapolis, MN 55403		PC	General support	2,500.
<b>Total from continuation sheets</b>				

**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
Oakland Institute PO Box 18978 Oakland, CA 94619		PC	General support	1,000.
Occupational Knowledge International 4444 Geary Blvd #300 San Francisco, CA 94118		PC	General support	1,000.
One DC PO Box 26049 Washington, DC 20001		PC	General support	5,000.
Organic Consumers Fund 6771 South Silver Hill Dr Finland, MN 55603		PC	General support	2,500.
Pace Bene 2501 Harrison St Oakland, CA 94612		PC	General support	2,500.
Pacifica Foundation Radio 1925 Martin Luther King Jr Way Berkeley, CA 94704		PC	General support	2,500.
Peace Action Education Fund 8630 Fenton ST, Suite 524 Silver Spring, MD 20910		PC	General support	2,000.
Peace Brigade International - USA 1326 9th St NW Washington, DC 20001		PC	General support	2,000.
Peace Development Fund PO Box 40250 San Francisco, CA 94140		PC	General support	5,000.
Peace House 1233 12th St NW Washington, DC 20005		PC	General support	1,000.
Total from continuation sheets				

**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
Peaceworkers 721 Shrader St San Francisco, CA 94117		PC	General support	1,000.
Peaceful Tomorrows - Tides Fund Box 29903 San Francisco, CA 94129		PC	General support	2,500.
Public Citizen Foundation 1600 20th St NW Washington, DC 20001		PC	General support	5,000.
Real News Project Inc PO Box 1103 New York, NY 10276		PC	General support	5,000.
Resist Inc 259 Elm St Rm 201 Somerville, MA 02144		PC	General support	1,000.
RFK Center for Justice and Human Rights 1367 Connecticut Ave NW Ste 200 Washington, DC 20036		PC	General support	1,000.
SF Living Wage Coalition 2940 16th St Rm 301 San Francisco, CA 94103		PC	General support	1,000.
SOA Watch Educational Fund 5525 Illinois Ave NW Washington, DC 20011		PC	General support	2,000.
SOIL Sustainable Organic Integrated Livelihoods 124 Church Rd Sherburne, NY 13460		PC	General support	500.
Torture Abolition & Survivor Support 4121 Harewood Rd NE, Suite B Washington, DC 20017		PC	General support	2,000.
Total from continuation sheets				

**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
USA for UNHCR 1775 K St NW Ste 290 Washington, DC 20006		PC	General support	150.
Veterans for Peace 216 South Meramec Ave St Louis, MO 63105		PC	General support	2,100.
Voices of Creative Nonviolence 1249 W Argyle St #2 Chicago, IL 60640		PC	General support	2,500.
WAMU 88.5 4401 Connecticut Ave NW Washington, DC 20016		PC	General support	5,000.
War Resisters 339 Lafayette St New York, NY 10012		PC	General support	1,100.
Washington Peace Center 1525 Newton St NW Washington, DC 20010		PC	General support	5,500.
Win Without War 2000 M St NW #720 Washington, DC 20036		PC	General support	2,500.
Witness Against Torture/Washington Peace Center 1525 Newton St NW Washington, DC 20010		PC	General support	1,000.
Women Thrive 1825 Connecticut Ave NW, Ste 600 Washington, DC 20009		PC	General support	2,500.
Women's International League for Peace and Freedom 11 Arlington St Boston, MA 02116		PC	General support	1,100.
Total from continuation sheets				

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**3 Grants and Contributions Paid During the Year (Continuation)**

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Form 990-PF	Other Income		Statement	1
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
Ordinary income from partnership	49,169.	0.		
Total to Form 990-PF, Part I, line 11	49,169.	0.		

Form 990-PF	Accounting Fees		Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bookkeeping and tax preparation	4,270.	427.		2,561.
To Form 990-PF, Pg 1, ln 16b	4,270.	427.		2,561.

Form 990-PF	Other Professional Fees		Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management	35,683.	35,683.		0.
Other services	11,012.	0.		11,012.
To Form 990-PF, Pg 1, ln 16c	46,695.	35,683.		11,012.

Form 990-PF	Taxes		Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax withheld	256.	256.		0.
To Form 990-PF, Pg 1, ln 18	256.	256.		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	
Office expenses	38,598.	0.		38,598.	
Other p/s expenses	14,429.	0.		0.	
Other expenses	3,387.	0.		3,387.	
To Form 990-PF, Pg 1, ln 23	56,414.	0.		41,985.	

Form 990-PF	Corporate Stock		Statement	6
Description	Book Value	Fair Market Value		
Merrill Lynch equities	3,950,146.	4,908,813.		
Charles Schwab equities	491,642.	554,733.		
Total to Form 990-PF, Part II, line 10b	4,441,788.	5,463,546.		

Form 990-PF	Corporate Bonds		Statement	7
Description	Book Value	Fair Market Value		
Merrill Lynch fixed income	3,259,641.	3,382,200.		
Total to Form 990-PF, Part II, line 10c	3,259,641.	3,382,200.		

Form 990-PF	Other Investments		Statement	8
Description	Valuation Method	Book Value	Fair Market Value	
Partnership interest	COST	1,240,862.	348,203.	
Merrill Lynch mutual fund	COST	1,005,193.	1,009,858.	
Total to Form 990-PF, Part II, line 13		2,246,055.	1,358,061.	

DETAIL CARRYOVER SCHEDULE

Section 382 Annual Limitation		Section 382 Carryover									
Year	Original Carryover Amount	Total Amount Used	Amount Used for 12/31/13	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for
2012	801.	801.	801.								
											</