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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.**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

A Employer identification number

THE GAMBLE FOUNDATION**94-1680503**

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

P.O. BOX 2655

B Telephone number

(415) 782-8100

City or town, state or province, country, and ZIP or foreign postal code

SAN FRANCISCO, CA 94126C If exemption application is pending, check here ☐

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

I Fair market value of all assets at end of year

J Accounting method

☒ Cash☐ Accrual

(from Part II, col. (c), line 16)

☐ Other (specify)► \$ **20,051,653.** (Part I, column (d) must be on cash basis.)**Part I****Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received	449,781.			
	2 Check <input type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	566,130.	566,130.	566,130.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,519.			
	b Gross sales price for all assets on line 6a	639,178.			
	7 Capital gain net income (from Part IV, line 2)		2,519.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	1,018,430.	568,649.	566,130.	
	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	2,700.	2,700.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	12,515.	248.	0.	0.
Total	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	85,921.	30,250.	0.	55,671.
	24 Total operating and administrative expenses. Add lines 13 through 23	101,136.	33,198.	0.	55,671.
	25 Contributions, gifts, grants paid	700,025.			700,025.
	26 Total expenses and disbursements. Add lines 24 and 25	801,161.	33,198.	0.	755,696.
	27 Subtract line 26 from line 12	217,269.			
	a Excess of revenue over expenses and disbursements		535,451.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)			566,130.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	63,508.	97,282.	97,282.
	2 Savings and temporary cash investments	846,732.	518,248.	518,548.
	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 5	3,915,573.	4,680,057.	17,614,987.
	c Investments - corporate bonds STMT 6	1,935,943.	1,683,438.	1,820,836.
	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)	6,761,756.	6,979,025.	20,051,653.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	3,574,668.	3,574,668.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,187,088.	3,404,357.	
30 Total net assets or fund balances	6,761,756.	6,979,025.		
31 Total liabilities and net assets/fund balances	6,761,756.	6,979,025.		

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	6,761,756.
2 Enter amount from Part I, line 27a	2	217,269.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,979,025.
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	6,979,025.

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 639,178.		636,659.	2,519.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			2,519.

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	2,519.
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	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	399,979.	15,949,616.	.025078
2011	440,000.	15,001,469.	.029330
2010	1,150,402.	13,925,930.	.082609
2009	695,810.	11,835,938.	.058788
2008	941,118.	13,860,504.	.067899

2 Total of line 1, column (d)	2	.263704
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	.052741
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	18,731,670.
5 Multiply line 4 by line 3	5	987,927.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,355.
7 Add lines 5 and 6	7	993,282.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	755,696.

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	10,709.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	10,709.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	10,709.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	11,200.	
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	11,200.	
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	491.	
11 Enter the amount of line 10 to be credited to 2014 estimated tax <input type="checkbox"/> 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
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 <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?		
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 ▶ N/A	13	X	
14	The books are in care of ▶ LAUNCE E. GAMBLE Located at ▶ P.O. BOX 2655, SAN FRANCISCO, CA Telephone no ▶ (415) 782-8102 ZIP+4 ▶ 94126			
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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
SEE STATEMENT 7		0.	0.	0.

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

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

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

▶ 0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
	0.
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 NONE	
	0.
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	18,927,372.
b	Average of monthly cash balances	1b	89,552.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	19,016,924.
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	19,016,924.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	285,254.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,731,670.
6	Minimum investment return. Enter 5% of line 5	6	936,584.

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	936,584.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,709.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,709.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	925,875.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	925,875.
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	925,875.

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	755,696.
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	755,696.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	755,696.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				925,875.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010	166,931.			
d From 2011				
e From 2012				
f Total of lines 3a through e	166,931.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	755,696.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				755,696.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	166,931.			166,931.
6 Enter the net total of each column as indicated below:				
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				3,248.
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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				
ARI BOHD		PUBLIC CHARITY	GENERAL PURPOSE	17,500.
AUDUBON CALIFORNIA		PUBLIC CHARITY	GENERAL PURPOSE	15,000.
BAY AREA DISCOVERY MUSEUM		PUBLIC CHARITY	GENERAL PURPOSE	21,000.
BAYVIEW HUNTERS POINT CENTER ARTS & TECH		PUBLIC CHARITY	GENERAL PURPOSE	30,000.
BRIDGE THE GAP COLLEGE PREP		PUBLIC CHARITY	GENERAL PURPOSE	20,000.
Total	SEE CONTINUATION SHEET(S)			700,025.
b Approved for future payment				
NONE				
Total				0.

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? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) | Cash | 1a(1) | | X |
| (2) | Other assets | 1a(2) | | X |
| b | Other transactions | | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) | Reimbursement arrangements | 1b(4) | | X |
| (5) | Loans or loan guarantees | 1b(5) | | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[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


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

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.

Sign Here  **5/6/14** **President**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name MARK O. BRITTAIN, CPA	Preparer's signature 	Date 5/6/14	Check <input type="checkbox"/> if self-employed	PTIN P00285075
	Firm's name ▶ LINDQUIST, VON HUSEN & JOYCE LLP				Firm's EIN ▶ 94-1250261
	Firm's address ▶ 90 NEW MONTGOMERY STREET, 11TH FLOOR SAN FRANCISCO, CA 94105				Phone no (415) 957-9999

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

Employer identification number

THE GAMBLE FOUNDATION

94-1680503

Organization type (check one):

Filers of:

Section:

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

Employer identification number

THE GAMBLE FOUNDATION

94-1680503

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	AIMEE GAMBLE PRICE P.O. BOX 209 RUTHERFORD, CA 94573	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	GEORGE T. GAMBLE P.O. BOX 209 RUTHERFORD, CA 94573	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	JAMES A. GAMBLE P.O. BOX 209 RUTHERFORD, CA 94573	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	MARK D. GAMBLE P.O. BOX 2655 SAN FRANCISCO, CA 94126	\$ 16,099.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	LAUNCE L. GAMBLE P.O. BOX 2655 SAN FRANCISCO, CA 94126	\$ 40,473.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
6	LAUNCE L. GAMBLE P.O. BOX 2655 SAN FRANCISCO, CA 94126	\$ 9,528.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE GAMBLE FOUNDATION

94-1680503

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	MARK D. GAMBLE P.O. BOX 2655 SAN FRANCISCO, CA 94126	\$ 40,401.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
8	MSG CHARITABLE TRUST P. O. BOX 2655 SAN FRANCISCO, CA 94126	\$ 303,280.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE GAMBLE FOUNDATION

94-1680503

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
5	567 SHS WAL-MART STORES	\$ 40,472.	02/12/13
7	600 SHS WAL-MART STORES	\$ 40,401.	02/12/13
8	3000 SHS AMERICAN EXPRESS AND 4000 SHS CALPINE	\$ 303,280.	05/17/13
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE GAMBLE FOUNDATION**94-1680503**

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

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	CHESAPEAKE EC 7.625%		05/23/12	07/15/13
b	AMERICAN EXPRESS		01/21/09	05/20/13
c	CALPINE CORP		03/15/10	05/20/13
d	WAL-MART STORES		04/09/90	02/13/13
e	WAL-MART STORES		08/19/88	02/13/13
f	WAL-MART STORES		09/18/90	02/13/13
g	WAL-MART STORES		05/22/90	02/13/13
h	WAL-MART STORES		06/24/88	02/13/13
i				
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 250,000.		252,505.	<2,505.>
b 223,118.		218,460.	4,658.
c 85,409.		84,820.	589.
d 2,420.		2,427.	<7.>
e 2,420.		2,427.	<7.>
f 33,172.		33,263.	<91.>
g 40,290.		40,401.	<111.>
h 2,349.		2,356.	<7.>
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<2,505.>
b			4,658.
c			589.
d			<7.>
e			<7.>
f			<91.>
g			<111.>
h			<7.>
i			
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	2,519.
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	0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CALIFORNIA GAME WARDENS FOUNDATION		PUBLIC CHARITY	GENERAL PURPOSE	1,000.
CALIFORNIA RANGELAND TRUST		PUBLIC CHARITY	GENERAL PURPOSE	1,000.
CALIFORNIA TROUT		PUBLIC CHARITY	GENERAL PURPOSE	1,000.
CALIFORNIA WATERFOWL ASSOCIATION		PUBLIC CHARITY	GENERAL PURPOSE	3,000.
CAPELL VALLEY VOLUNTEER FIRE DEPT.		PUBLIC CHARITY	GENERAL PURPOSE	5,000.
CINCINNATI CTR EOSINOPHILIC DISORDER		PUBLIC CHARITY	GENERAL PURPOSE	5,000.
CONNOLLY RANCH		PUBLIC CHARITY	GENERAL PURPOSE	6,000.
COOL THE EARTH INC		PUBLIC CHARITY	GENERAL PURPOSE	20,000.
CPMC FOUNDATION		PUBLIC CHARITY	GENERAL PURPOSE	9,000.
DISTRICT 10 WILD DUCK EGG SALVAGE		PUBLIC CHARITY	GENERAL PURPOSE	2,000.
Total from continuation sheets				596,525.

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
DRAVET SYNDROME FOUNDATION		PUBLIC CHARITY	GENERAL PURPOSE	5,000.
ENVIRONMENTAL TRAVELING COMPANIONS		PUBLIC CHARITY	GENERAL PURPOSE	25,000.
EXPLORING NEW HORIZONS OUTDOOR SCHOOLS		PUBLIC CHARITY	GENERAL PURPOSE	10,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY		PUBLIC CHARITY	GENERAL PURPOSE	10,000.
HUCKLEBERRY YOUTH PROGRAMS		PUBLIC CHARITY	GENERAL PURPOSE	30,000.
KATHERINE DELMAR BURKE SCHOOL		PUBLIC CHARITY	GENERAL PURPOSE	1,000.
MARIN AGRICULTURAL LAND TRUST		PUBLIC CHARITY	GENERAL PURPOSE	5,000.
MARIN GENERAL HOSPITAL FOUNDATION		PUBLIC CHARITY	GENERAL PURPOSE	7,000.
MARIN ORGANIC		PUBLIC CHARITY	GENERAL PURPOSE	15,000.
MARIN PRIMARY & MIDDLE SCHOOL		PUBLIC CHARITY	GENERAL PURPOSE	25,000.
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
MARINE MAMMAL CENTER		PUBLIC CHARITY	GENERAL PURPOSE	5,000.
MID-PENINSULA HOUSING SERVICES CORP		PUBLIC CHARITY	GENERAL PURPOSE	30,000.
MYOTONIC DYSTROPHY FOUNDATION		PUBLIC CHARITY	GENERAL PURPOSE	5,000.
NAPA CITY COUNTY LIBRARY		PUBLIC CHARITY	GENERAL PURPOSE	5,000.
NAPA COUNTY CHILDREN'S TRUST FUND		PUBLIC CHARITY	GENERAL PURPOSE	5,000.
NAPA COUNTY FARM BUREAU		PUBLIC CHARITY	GENERAL PURPOSE	5,000.
NAPA COUNTY LAND TRUST		PUBLIC CHARITY	GENERAL PURPOSE	5,000.
NETWORK FOR TEACHING ENTREPRENEURSHIP		PUBLIC CHARITY	GENERAL PURPOSE	30,000.
NEW DOOR VENTURES		PUBLIC CHARITY	GENERAL PURPOSE	30,000.
ON THE MOVE		PUBLIC CHARITY	GENERAL PURPOSE	30,000.
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
PAUL ALEXANDER SCHOLARSHIP FOUNDATION		PUBLIC CHARITY	GENERAL PURPOSE	15,000.
PEER HEALTH EXCHANGE		PUBLIC CHARITY	GENERAL PURPOSE	30,000.
PEPPERWOOD PRESERVE		PUBLIC CHARITY	GENERAL PURPOSE	15,000.
PETS UNLIMITED		PUBLIC CHARITY	GENERAL PURPOSE	1,000.
PLANNED PARENTHOOD		PUBLIC CHARITY	GENERAL PURPOSE	500.
POINT REYES BIRD OBSERVATORY		PUBLIC CHARITY	GENERAL PURPOSE	15,000.
POPE VALLEY SCHOLARSHIP FUND		PUBLIC CHARITY	GENERAL PURPOSE	5,000.
POPE VALLEY VOLUNTEER FIRE DEPARTMENT		PUBLIC CHARITY	GENERAL PURPOSE	5,000.
QUEEN OF THE VALLEY FOUNDATION		PUBLIC CHARITY	GENERAL PURPOSE	7,000.
SAINT FRANCIS HOSPITAL FOUNDATION		PUBLIC CHARITY	GENERAL PURPOSE	7,000.
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
SAN FRANCISCO PARKS ALLIANCE		PUBLIC CHARITY	GENERAL PURPOSE	15,000.
SAN FRANCISCO SPCA		PUBLIC CHARITY	GENERAL PURPOSE	500.
SENIOR SERVICES FOR NO. CALIFORNIA		PUBLIC CHARITY	GENERAL PURPOSE	10,000.
SPARK		PUBLIC CHARITY	GENERAL PURPOSE	15,000.
ST. HELENA BOYS & GIRLS CLUB		PUBLIC CHARITY	GENERAL PURPOSE	5,000.
ST. HELENA HOSPITAL FOUNDATION		PUBLIC CHARITY	GENERAL PURPOSE	7,000.
TEN THOUSAND DEGREES		PUBLIC CHARITY	GENERAL PURPOSE	30,000.
THE BAY SCHOOL OF SAN FRANCISCO		PUBLIC CHARITY	GENERAL PURPOSE	7,500.
THE GAMBLE HOUSE		PUBLIC CHARITY	GENERAL PURPOSE	3,000.
THE HAMLIN SCHOOL		PUBLIC CHARITY	GENERAL PURPOSE	4,000.
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
THE THACHER SCHOOL		PUBLIC CHARITY	GENERAL PURPOSE	15,000.
THE WATERSHED PROJECT		PUBLIC CHARITY	GENERAL PURPOSE	22,000.
TOOLS FOR PEACE		PUBLIC CHARITY	GENERAL PURPOSE	2,500.
UCSF FOUNDATION		PUBLIC CHARITY	GENERAL PURPOSE	5,000.
UCSF FOUNDATION FUND S0561		PUBLIC CHARITY	GENERAL PURPOSE	17,000.
WARNER CREEK SENIOR CENTER		PUBLIC CHARITY	GENERAL PURPOSE	1,525.
Total from continuation sheets				

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALCOA	3,300.	0.	3,300.
AMERICAN EXPRESS	4,300.	0.	4,300.
AMGEN	1,880.	0.	1,880.
APACHE CORP	400.	0.	400.
BANK OF NEW YORK MELLON CORP.	14,412.	0.	14,412.
BRISTOL MYERS SQUIBB	2,100.	0.	2,100.
CHARLES SCHWAB CORP	3,360.	0.	3,360.
CHESAPEAKE EC 7.625%	19,062.	0.	19,062.
DICKS SPORTING GOODS	1,062.	0.	1,062.
EXPEDITORS INT'L	600.	0.	600.
FED CAP MONEY MARKET FUND	2.	0.	2.
GE CAP 6.9% BOND	34,500.	0.	34,500.
GENERAL ELECTRIC	11,210.	0.	11,210.
GOLDMAN SACHS 6.25%	15,625.	0.	15,625.
HEWLETT PACKARD COMPAQ	1,331.	0.	1,331.
INTEL CORP	7,740.	0.	7,740.
MANULIFE FIN 4.9%	14,700.	0.	14,700.
MARTIN MARIETTA MATERIALS	10,400.	0.	10,400.
MCDONALDS CORP	18,720.	0.	18,720.
MERCK & CO., INC.	15,480.	0.	15,480.
MERRILL LYNCH SUB NTS 6.25%	15,550.	0.	15,550.
MICROSOFT	7,057.	0.	7,057.
MORGAN STANLEY 2.875%	5,750.	0.	5,750.
NOBLE CORP	12,160.	0.	12,160.
PROCTER & GAMBLE	317,111.	0.	317,111.
PROGRESSIVE WASTE SOLUTIONS	1,656.	0.	1,656.
ROBERT HALF INT'L	2,880.	0.	2,880.
SYSCO CORP	8,400.	0.	8,400.
UPS 8.375%	12,562.	0.	12,562.
WAL-MART STORES	2,820.	0.	2,820.
TOTAL TO FM 990-PF, PART I, LN 4	566,130.	0.	566,130.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,700.	2,700.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	2,700.	2,700.	0.	0.

FORM 990-PF

TAXES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON INVESTMENT INCOME	12,257.	0.	0.	0.
CA FILING FEE	10.	0.	0.	0.
FOREIGN TAX ON DIVIDENDS	248.	248.	0.	0.
TO FORM 990-PF, PG 1, LN 18	12,515.	248.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT MEETINGS	3,294.	0.	0.	3,294.
GRANT SELECTION SERVICES	52,377.	0.	0.	52,377.
INVESTMENT MANAGEMENT FEES	14,000.	14,000.	0.	0.
ADMINISTRATION SERVICES	16,250.	16,250.	0.	0.
TO FORM 990-PF, PG 1, LN 23	85,921.	30,250.	0.	55,671.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BANK OF NEW YORK MELLON CORP.	532,009.	868,224.
PROCTER & GAMBLE	216,864.	10,908,940.
MERCK & CO., INC.	279,037.	450,450.
AMERICAN EXPRESS	118,764.	453,650.
GENERAL ELECTRIC	330,108.	448,480.
INTEL	174,628.	223,213.
MCDONALDS CORP.	102,755.	582,180.
MICROSOFT	190,468.	272,158.
WAL-MART STORES	90,970.	157,380.
AMGEN	56,148.	114,080.
EXPEDITORS INT'L	29,960.	44,250.
HEWLETT PACKARD COMPAQ	113,892.	67,152.
NOBLE CORP	566,306.	599,520.
SYSCO CORP	223,419.	270,750.
ALCOA INC.	265,515.	318,900.

THE GAMBLE FOUNDATION

94-1680503

MARTIN MARIETTA MATERIALS	517,642.	649,610.
BRISTOL MYERS SQUIBB	49,520.	79,725.
DICK'S SPORTING GOODS	118,765.	145,250.
CHARLES SCHWAB	176,681.	364,000.
APACHE CORPORATION	123,401.	128,910.
PROGRESSIVE WASTE SOLUTIONS	85,011.	99,000.
ROBERT HALF INTERNATIONAL	167,379.	209,950.
TERADATA CORP	150,815.	159,215.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,680,057.	17,614,987.

FORM 990-PF

CORPORATE BONDS

STATEMENT

6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UNITED PARCEL SERVICES 8.375%	148,730.	194,046.
GENERAL ELECTRIC CAP 6.9%	571,063.	548,664.
GOLDMAN SACHS 6.25%	238,130.	286,215.
MERRILL LYNCH NTS 6.22%	238,255.	267,317.
MANULIFE FC SN NT 6.22%	297,155.	322,005.
MORGAN STANLEY 2.875%	190,105.	202,589.
CHESAPEAKE EC 7.625%	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,683,438.	1,820,836.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARK D. GAMBLE P.O. BOX 2655 SAN FRANCISCO, CA 94126	PRESIDENT/TRUSTEE 0.00	0.	0.	0.
AIMEE GAMBLE PRICE P.O. BOX 2655 SAN FRANCISCO, CA 94126	VICE PRES./TRUSTEE 0.00	0.	0.	0.
GREGORY T. PRICE P.O. BOX 2655 SAN FRANCISCO, CA 94126	SECRETARY/TRUSTEE 0.00	0.	0.	0.
PAUL E. CAMERON P.O. BOX 2655 SAN FRANCISCO, CA 94126	TREASURER 0.00	0.	0.	0.
LAUNCE L. GAMBLE P.O. BOX 2655 SAN FRANCISCO, CA 94126	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 8

NAME OF MANAGER

MARK D. GAMBLE
AIMEE GAMBLE PRICE
GREGORY T. PRICE
LAUNCE L. GAMBLE