



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2013

Department of the Treasury
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning , 2013, and ending

LS FOUNDATION
555 BYRON STREET #105
PALO ALTO, CA 94301

A Employer identification number
94-1689629

B Telephone number (see the instructions)
(650) 324-1775

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E 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

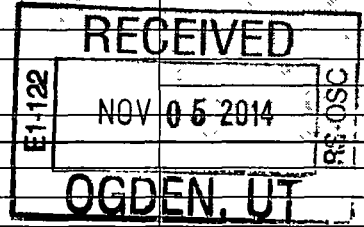
G Check all that apply. Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 15,339,341.

J Accounting method: Cash Accrual
 Other (specify) _____
(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) (see instructions).)		(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 (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	20,329.	20,329.	N/A	
	4 Dividends and interest from securities	293,483.	293,483.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	400,693.			
	b Gross sales price for all assets on line 6a	815,307.			
	7 Capital gain net income (from Part IV, line 2)		400,693.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
See Statement 1		-170,701.	-170,701.		
12 Total. Add lines 1 through 11		543,804.	543,804.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits.				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	4,200.			4,200.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm. 3	35,421.	35,421.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses (attach schedule)					
See Statement 4		104,465.	87,352.		17,113.
24 Total operating and administrative expenses. Add lines 13 through 23		144,086.	122,773.		21,313.
25 Contributions, gifts, grants paid Part XV		720,900.			720,900.
26 Total expenses and disbursements. Add lines 24 and 25		864,986.	122,773.		742,213.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-321,182.			
b Net investment income (if negative, enter -0-)			421,031.		
c Adjusted net income (if negative, enter -0-)					



SCANNED NOV 06 2014

4

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	356,474.	266,327.	266,327.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) Statement 5	375,093.	515,247.	964,906.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule) Statement 6	5,697,218.	5,383,965.	13,619,221.	
14	Land, buildings, and equipment: basis 505,728.				
	Less: accumulated depreciation (attach schedule) See Stmt 7	505,728.	505,728.	488,887.	
15	Other assets (describe)				
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	6,934,513.	6,671,267.	15,339,341.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons	200,000.	400,000.	
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	200,000.	400,000.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds.	6,734,513.	6,271,267.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	6,734,513.	6,271,267.		
31	Total liabilities and net assets/fund balances (see instructions)	6,934,513.	6,671,267.		

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	6,734,513.
2	Enter amount from Part I, line 27a	2	-321,182.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	6,413,331.
5	Decreases not included in line 2 (itemize) See Statement 8	5	142,064.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,271,267.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation

(c) Date acquired
(month, day, year)

(d) Date sold
(month, day, year)

1 a See Statement 9			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	400,693.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	-104,532.

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 (column (b) divided by column (c))
2012	685,520.	15,270,947.	0.044890
2011	621,420.	15,439,864.	0.040248
2010	499,414.	13,020,805.	0.038355
2009	510,199.	10,101,145.	0.050509
2008	285,047.	10,463,708.	0.027241

2 Total of line 1, column (d)	2	0.201243
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.040249
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	15,006,326.
5 Multiply line 4 by line 3	5	603,990.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,210.
7 Add lines 5 and 6	7	608,200.
8 Enter qualifying distributions from Part XII, line 4	8	742,213.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,210.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	4,210.
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	4,210.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013.	6 a	41,000.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	41,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	36,790.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax 36,790. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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 \rightarrow \$ 0. (2) On foundation managers \rightarrow \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \rightarrow \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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>LAURENCE L. SPITTERS</u> Telephone no <u>(650) 324-1775</u> Located at <u>555 BYRON STREET PALO ALTO CA</u> ZIP + 4 <u>94301</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	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		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
1 a 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	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	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 <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

5 a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

5 b N/A

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).

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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

7 b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAURENCE L. SPITTERS 555 BYRON STREET PALO ALTO, CA 94301	President 15.00	0.	0.	0.
LOUIS SPITTERS 555 BYRON STREET PALO ALTO, CA 94301	VP 1.00	0.	0.	0.

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

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

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

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 (see instructions). If none, enter 'NONE.'

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

Total number of others receiving over \$50,000 for professional services		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 GRANTS MADE TO SECTION 501 (C) (3) ORGANIZATIONS	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0

BAA

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	1 a	943,666.
b Average of monthly cash balances	1 b	311,401.
c Fair market value of all other assets (see instructions).	1 c	13,979,782.
d Total (add lines 1a, b, and c)	1 d	15,234,849.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	15,234,849.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	228,523.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,006,326.
6 Minimum investment return. Enter 5% of line 5	6	750,316.

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	750,316.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	4,210.
b Income tax for 2013. (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	4,210.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	746,106.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	746,106.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	746,106.

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	1 a	742,213.
b Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	742,213.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	4,210.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	738,003.

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				746,106.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			709,830.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>742,213.</u>				
a Applied to 2012, but not more than line 2a			709,830.	
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				32,383.
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))	0.			0.
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 instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				713,723.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
 None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.
 See Statement 10

b The form in which applications should be submitted and information and materials they should include:
 See Statement for Line 2a

c Any submission deadlines:
 See Statement for Line 2a

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 11				
Total			▶ 3 a	720,900.
b Approved for future payment				
Total			▶ 3 b	

Client SPITLPF

LS FOUNDATION

94-1689629

10/27/14

11:50AM

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ -170,701.	\$ -170,701.	
Total	<u>\$ -170,701.</u>	<u>\$ -170,701.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX PREPARATION	\$ 4,200.			\$ 4,200.
Total	<u>\$ 4,200.</u>	<u>\$ 0.</u>		<u>\$ 4,200.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BROOK TASMAN	\$ 3,450.	\$ 3,450.		
FOREIGN TAX W/H CRAIGS INVESTMENT	613.	613.		
FOREIGN TAX W/H ON GFI	26,360.	26,360.		
FOREIGN TAX W/H ON MS DIVIDENDS 7151	780.	780.		
FOREIGN TAX W/H ON MS DIVIDENDS 9497	4,187.	4,187.		
MATTHEWS ASIA FOREIGN TAX PAID ..	31.	31.		
Total	<u>\$ 35,421.</u>	<u>\$ 35,421.</u>		<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CRAIGS INVESTMENT PTRS FEES	\$ 164.	\$ 164.		
FRANCHISE TAX BOARD	10.			\$ 10.
GUARANTY FINANCE MGMT FEE	66,562.	66,562.		
HASTINGS EXPENSES	3,698.	3,698.		
OFFICE EXPENSES	33,856.	16,928.		16,928.
SECRETARY OF STATE FEE	25.			25.

Client SPITLPP

LS FOUNDATION

94-1689629

10/27/14

11.50AM

Statement 4 (continued)
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
STATE OF CA. REG FEES . . .	\$ 150.			\$ 150.
Total	\$ 104,465.	\$ 87,352.		\$ 17,113.

Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
3,000 SH NOVO NORDISK	Cost	\$ 133,706.	\$ 554,280.
8,500 SH AVID BANK HOLDING CO	Cost	114,750.	99,450.
3,000 SH AVID BANK HOLDINGS CO.	Cost	37,500.	35,100.
1784 SH MAINFREIGHT	Cost	15,708.	17,540.
26,549 SH MICHAEL HILL INTL	Cost	27,684.	30,312.
25,390 SH SUMMERSET GROUP HOLDINGS LTD	Cost	61,056.	67,780.
4,415 SH ADELAIDE BRIGHTON LTD	Cost	13,529.	14,437.
2,078 SH COMPUTERSHARE LTD	Cost	19,744.	21,891.
106,951 SH INGENIA COMMUNITIES GROUP	Cost	35,561.	49,552.
3,208 SH SEEK LTD	Cost	28,709.	38,330.
34,758 SH TRANSPACIFIC INDUSTRIES GROUP	Cost	27,300.	36,234.
Total		\$ 515,247.	\$ 964,906.

Statement 6
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
3,950 SH GUARANTY FINANCE INV.	Cost	\$ 3,950,000.	\$ 11,549,800.
33,551 SH MATTHEW ASIA FUND	Cost	175,407.	276,997.
707.687.4861 SH BROOK TASMAN FUND	Cost	0.	0.
HASTINGS EQUITY FUND - II	Cost	158,558.	158,558.
TAIWAN OPPORTUNITIES FUND	Cost	100,000.	122,882.
12,971 MONEDA LATIN AM DEUDA FUND	Cost	1,000,000.	1,510,984.
Total		\$ 5,383,965.	\$ 13,619,221.

Client SPITLPP

LS FOUNDATION

94-1689629

10/27/14

11:50AM

Statement 7
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Buildings	\$ 505,728.	\$ 0.	\$ 505,728.	\$ 488,887.
Total	\$ 505,728.	\$ 0.	\$ 505,728.	\$ 488,887.

Statement 8
Form 990-PF, Part III, Line 5
Other Decreases

BOOK/TAX BASIS DIFFERENCE	Total	\$ 142,064.
		<u>\$ 142,064.</u>

Statement 9
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	2000 NOVO NORDISK A/S ADR	Purchased	11/18/2005	5/17/2013
2	GUARANTY FINANCE INVESTORS	Purchased	1/01/2013	12/31/2013
3	GUARANTY FINANCE INVESTORS	Purchased	1/01/2001	12/31/2013
4	HASTINGS EQUITY FUND II	Purchased	1/01/2013	1/01/2013
5	HASTINGS EQUITY FUND II	Purchased	1/01/2001	12/31/2013
6	BROOK TASMAN FUND	Purchased	4/05/1989	7/04/2013
7	MATTHEWS ASIA CAPITAL GAIN DISTRIBUTION	Purchased	1/01/2001	12/31/2013

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	342,886.		89,137.	253,749.				\$ 253,749.
2	0.		104,504.	-104,504.				-104,504.
3	78,951.		0.	78,951.				78,951.
4	0.		28.	-28.				-28.
5	0.		534.	-534.				-534.
6	393,235.		220,411.	172,824.				172,824.
7	235.		0.	235.				235.
								Total \$ 400,693.

Statement 10
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
 Name: L. L. SPITTERS. PRESIDENT
 Care Of:
 Street Address: 555 BYRON STREET
 City, State, Zip Code: PALO ALTO, CA 94301
 Telephone: (650) 324-1775
 E-Mail Address:
 Form and Content: NO PRESCRIBED FORM

Client SPITLPF

LS FOUNDATION

94-1689629

10/27/14

11.50AM

Statement 10 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Submission Deadlines: NONE
Restrictions on Awards: NO RESTRICTIONS OR LIMITATIONS

Statement 11
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
KALAMAZOO COLLEGE 1200 ACADEMY ST KALAMAZOO, MI 49006	NONE	NOT PF	EDUCATION	\$ 50,000.
UNIVERSITY OF MICHIGAN LAW SCHOOL 625 SOUTH STATE ST ANN ARBOR, MI 48109	NONE	NOT PF	EDUCATION	25,000.
STANFORD UNIVERSITY MEDICAL CENTER 300 PASTEUR DR STANFORD, CA 94305	NONE	NOT PF	EDUCATION	10,000.
HARVARD UNIVERSITY MASSACHUSETTS HALL CAMBRIDGE, MA 02138	NONE	NOT PF	EDUCATION	25,000.
SANTA CLARA UNIVERSITY 500 EL CAMINO REAL SANTA CLARA, CA 95053	NONE	NOT PF	EDUCATION	25,000.
CHILDREN'S HEALTH COUNCIL 650 CLARK WAY PALO ALTO, CA 94304	NONE	NOT PF	EDUCATION	25,000.
SEED PROGRAM INTERNATIONAL P.O. BOX 9163 ASHEVILLE, NC 28815	NONE	NOT PF	INTERNATIONAL RELIEF	25,000.
UCSF DEPT OF OPTHAMOLOGY 505 PARNASSUS AVE SAN FRANCISCO, CA 94143	NONE	NOT PF	MEDICAL RESEARCH	10,000.
FINE ARTS MUSEUMS OF SAN FRANCISCO 50 HAGIWARA TEA GARDEN DR SAN FRANCISCO, CA 94118	NONE	NOT PF	ARTS	25,000.

Client SPITLPF

LS FOUNDATION

94-1689629

10/27/14

11:50AM

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
LUCILE PACKARD CHILDREN'S HOSPITAL 725 WELCH ROAD PALO ALTO, CA 94304	NONE	NOT PF	MEDICAL RESEARCH	\$ 25,000.
MERCY CORPS. 43 SW NAITO PARKWAY PORTLAND, OR 97204	NONE	NOT PF	INTERNATIONAL RELIEF	25,000.
PALO ALTO MEDICAL FOUNDATION 795 EL CAMINO REAL PALO ALTO, CA 94301	NONE	NOT PF	MEDICAL RESEARCH	25,000.
HABITAT FOR HUMANITY 645 HARRISON ST. SUITE 201 SAN FRANCISCO, CA 94107	NONE	NOT PF	NON PROFIT HOUSING	10,000.
SAN FRANCISCO MUSEUM OF MODERN ART 151 THIRD ST SAN FRANCISCO, CA 94103	NONE	NOT PF	ARTS	25,000.
WESTERN MICHIGAN UNIVERSITY 1903 WEST MICHIGAN AVE KALAMAZOO, MI 49008	NONE	NOT PF	EDUCATION	25,000.
MONTEREY BAY AQUARIUM 888 CANNERY ROW MONTEREY, CA 93940	NONE	NOT PF	EDUCATION	10,000.
BREAST CANCER CONNECTIONS 2335 EL CAMONO REAL PALO ALTO, CA 94306	NONE	NOT PF	MEDICAL RESEARCH	7,500.
EAST PALO ALTO TENNIS & TUTORING FOUNDAT P.O. BOX 60597 EAST PALO ALTO, CA 94306	NONE	NOT PF	EDUCATION	5,000.
BUILD 190 5TH STREET SAN FRANCISCO, CA 94103	NONE	NOT PF	EDUCATION	5,000.
FOUNDATION FOR A COLLEGE EDUCATION 2160 EUCLID AVE EAST PALO ALTO, CA 94303	NONE	NOT PF	EDUCATION	10,000.

Client SPITLPP

LS FOUNDATION

94-1689629

10/27/14

11:50AM

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
ENVIRONMENTAL TRAVELING COMPANIONS 2 MARINA BLVD BLDG C SAN FRANCISCO, CA 94123	NONE	NOT PF	EDUCATION	\$ 7,500.
AMERICAN CONSERVATORY THEATER 405 GEARY ST SAN FRANCISCO, CA 94102	NONE	NOT PF	ARTS	7,500.
THEATERWORKS P.O. BOX 50458 PALO ALTO, CA 94305	NONE	NOT PF	ARTS	7,500.
KQED 2601 MARIPOSA ST SAN FRANCISCO, CA 94110	NONE	NOT PF	EDUCATION	1,500.
PATHWAYS HOSPICE 585 NORTH MARY SUNNYVALE, CA 94035	NONE	NOT PF	HOSPICE	8,400.
SIERRA CLUB 85 2ND ST #2 SAN FRANCISCO, CA 94105	NONE	NOT PF	CONSERVATION	2,500.
CALIFORNIA HIGHWAY PATROL FOUNDATION 2244 NORTH STATE COLLEGE BLVD FULLERTON, CA 92831	NONE	NOT PF	CHP VICTIMS RELIEF	1,000.
HOOVER INSTITUTION 434 GALVEZ MALL STANFORD, CA 94305	NONE	NOT PF	EDUCATION	1,000.
UNITED STATES COAST GUARD ACADEMY 15 MOHEGAN AVE NEW LONDON, CT 06320	NONE	NOT PF	EDUCATION	250.
KCSM 1700 W HILLSDALE BLVD SAN MATEO, CA 94402	NONE	NOT PF	PUBLIC BROADCASTING	250.
COMPUTER HISTORY MUSEUM 1401 N SHORELINE BLVD MOUNTAIN VIEW, CA 94043	NONE	NOT PF	EDUCATION	50,000.

Client SPITLPF

LS FOUNDATION

94-1689629

10/27/14

11 50AM

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
FOUNDATION FOR ACCEL VASCULAR RESEARCH 400 OYSTER POINT BLVD SOUTH SAN FRANCISCO, CA 94080	NONE	NOT PF	MEDICAL RESEARCH	\$ 10,000.
TURNING POINT COMMUNITY PROGRAMS 3440 VIKING DR SUITE 114 SACRAMENTO, CA 95827	NONE	NOT PF	HOMELESS RELIEF	40,000.
STANFORD UNIVERSITY CANTOR ARTS CENTER 450 SERRA MALL STANFORD, CA 94305	NONE	NOT PF	EDUCATION	5,000.
STANFORD UNIVERSITY ATHLETIC DEPARTMENT 450 SERRA MALL STANFORD, CA 94305	NONE	NOT PF	EDUCATION	20,000.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK, NY 10001	NONE	NOT PF	INTERNATIONAL RELIEF	40,000.
OXFAM AMERICA 226 CAUSEWAY ST, 5TH FLOOR BOSTON, MA 02114	NONE	NOT PF	INTERNATIONAL RELIEF	30,000.
SAVE THE CHILDREN 501 KINGS HWY E FAIRFIELD, CT 06825	NONE	NOT PF	INTERNATIONAL RELIEF	30,000.
US FUND FOR UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE	NOT PF	INTERNATIONAL RELIEF	30,000.
STANFORD LIVE 327 LASUEN STREET STANFORD, CA 94305	NONE	NOT PF	EDUCATION	7,500.
SAN FRANCISCO SYPHONY 201 VAN NESS AVENUE SAN FRANCISCO, CA 94102	NONE	NOT PF	ARTS	25,000.
NAPA VALLEY HOSPICE 414 SOUTH JEFFERSON ST NAPA, CA 94559	NONE	NOT PF	HOSPICE SERVICES	2,500.
FOOTHILL COLLEGE 12345 EL MONTE ROAD LOS ALTOS HILLS, CA 94022	NONE	NOT PF	EDUCATION	1,000.

Total \$ 720,900.

Client SPITLPF

LS FOUNDATION

94-1689629

10/27/14

11 50AM

Other Income Producing Activities
Interest on savings & cash investments

GUARANTY FINANCIAL INVESTORS, LLC	\$	16,851.
HASTINGS EQUITY FUND 11, LP		792.
MORGAN STANLEY 7151		60.
MORGAN STANLEY 9497		20.
AVID BANK		18.
CRAIGS INVESTMENT PARTNERS		2,588.
Total	\$	<u>20,329.</u>

Other Income Producing Activities
Dividends/interest from securities.

MATTHEWS ASIA FUND	\$	3,116.
GUARANTY FINANCIAL INVESTORS, LLC		263,716.
MORGAN STANLEY 9497		15,509.
HASTINGS EQUITY FUND II		8,111.
CRAIGS INVESTMENT PARTNERS		3,031.
Total	\$	<u>293,483.</u>

Other Income Producing Activities
Other investment income [O]

GUARANTY ORDINARY BUSINESS INCOME		-170,701.
Total	\$	<u>-170,701.</u>

Balance Sheet
Savings and temporary cash investments

MORGAN STANLEY 7151	\$	34,725.
AVID BANK 7152		-491.
AVID BANK 3880		15,440.
MORGAN STANLEY 9497		24,666.
CRAIGS INVESTMENT PARTNERS		191,987.
Total	\$	<u>266,327.</u>