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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THE BERNARD OSHER FOUNDATION

A Employer identification number

94-2506257

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

ONE FERRY BUILDING

Room/suite

255

B Telephone number

415-677-5922

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

SAN FRANCISCO, CA 94111

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name 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 foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated
under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

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

\$ 32,273,468.

J Accounting method:

☐ Cash☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**
(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a))(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received

3,701,000.

N/A

2 Check ☐ if the foundation is not required to attach Sch. B3 Interest on savings and temporary
cash investments

31,226.

3,676.

STATEMENT 1

4 Dividends and interest from securities

571,769.

571,769.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

4,031,582.

b Gross sales price for all
assets on line 6a 14,164,973.

7 Capital gain net income (from Part IV, line 2)

4,031,582.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns
and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

226,600.

-1,328.

STATEMENT 3

12 Total Add lines 1 through 11

8,562,177.

4,605,699.

13 Compensation of officers, directors, trustees, etc

642,915.

141,496.

501,419.

14 Other employee salaries and wages

219,343.

0.

219,343.

15 Pension plans, employee benefits

143,253.

25,850.

117,403.

16a Legal fees STMT 4

3,496.

0.

3,496.

b Accounting fees STMT 5

36,830.

5,000.

31,830.

c Other professional fees STMT 6

74,329.

70,436.

3,893.

17 Interest

18 Taxes STMT 7

209,431.

30,661.

29,926.

19 Depreciation and depletion

4,150.

0.

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses STMT 8

38,977.

1,359.

37,618.

24 Total operating and administrative

expenses Add lines 13 through 23

1,372,724.

274,802.

944,928.

25 Contributions, gifts, grants paid

10,715,600.

10,715,600.

26 Total expenses and disbursements

Add lines 24 and 25

12,088,324.

274,802.

11,660,528.

27 Subtract line 26 from line 12.

-3,526,147.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

4,330,897.

c Adjusted net income (if negative, enter -0-)

N/A

323501

10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

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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				
	2	Savings and temporary cash investments		6,237,183.	187,403.	5,444,935.
	3	Accounts receivable ▶ 29.				
		Less: allowance for doubtful accounts ▶		65.	29.	29.
	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		18,097.	7,114.	7,114.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		31,737,570.	26,742,443.	26,742,443.	
14	Land, buildings, and equipment: basis ▶ 110,680.					
	Less: accumulated depreciation STMT 10 ▶ 49,515.		62,099.	61,165.	61,165.	
15	Other assets (describe ▶ STATEMENT 11)		36,252.	17,782.	17,782.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		38,091,266.	27,015,936.	32,273,468.	
Liabilities	17	Accounts payable and accrued expenses		180,257.	257,563.	
	18	Grants payable		12,979,466.	6,545,076.	
	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)		13,159,723.	6,802,639.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		24,931,543.	20,213,297.		
30	Total net assets or fund balances		24,931,543.	20,213,297.		
31	Total liabilities and net assets/fund balances		38,091,266.	27,015,936.		

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	24,931,543.
2	Enter amount from Part I, line 27a	2	-3,526,147.
3	Other increases not included in line 2 (itemize) ▶ OTHER PRIOR PERIOD ADJUSTMENT	3	272.
4	Add lines 1, 2, and 3	4	21,405,668.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS	5	1,192,371.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,213,297.

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 14,164,973.		10,133,391.	4,031,582.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			4,031,582.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	4,031,582.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	25,728,144.	48,044,466.	.535507
2011	51,530,216.	87,515,413.	.588813
2010	54,536,772.	102,612,667.	.531482
2009	51,195,637.	136,044,842.	.376314
2008	100,807,580.	242,765,247.	.415247

2 Total of line 1, column (d)	2	2.447363
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	.489473
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	28,998,876.
5 Multiply line 4 by line 3	5	14,194,167.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	43,309.
7 Add lines 5 and 6	7	14,237,476.
8 Enter qualifying distributions from Part XII, line 4	8	11,660,528.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	86,618.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	86,618.
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	86,618.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	88,357.	
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	88,357.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	400.	
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	1,339.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 1,339. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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) <u>CA</u>		
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HTTP://WWW.OSHERFOUNDATION.ORG/</u>	13	X	
14	The books are in care of ► <u>THOMAS MOFFETT</u> Telephone no ► <u>(415) 677-5922</u> Located at ► <u>ONE FERRY BUILDING, SUITE 255, SAN FRANCISCO, CA</u> ZIP+4 ► <u>94111</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is 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	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

(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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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 12		642,915.	95,510.	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
DAVID BLAZEVIK - ONE FERRY BUILDING, SUITE 255, SAN FRANCISCO,	SENIOR PROGRAM OFFICER			
ANDREW LYNCH - ONE FERRY BUILDING, SUITE 255, SAN FRANCISCO, CA 94111	PROGRAM OFFICER			

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,046,351.
b	Average of monthly cash balances	1b	2,023,359.
c	Fair market value of all other assets	1c	9,370,773.
d	Total (add lines 1a, b, and c)	1d	29,440,483.
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	29,440,483.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	441,607.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,998,876.
6	Minimum investment return Enter 5% of line 5	6	1,449,944.

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	1,449,944.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	86,618.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	86,618.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,363,326.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,363,326.
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	1,363,326.

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	11,660,528.
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	11,660,528.
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	11,660,528.

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				1,363,326.
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	88,921,966.			
b From 2009	44,501,975.			
c From 2010	49,469,485.			
d From 2011	47,189,505.			
e From 2012	20,844,239.			
f Total of lines 3a through e	250,927,170.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 11,660,528.				
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				1,363,326.
e Remaining amount distributed out of corpus	10,297,202.			
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	261,224,372.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	88,921,966.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	172,302,406.			
10 Analysis of line 9:				
a Excess from 2009	44,501,975.			
b Excess from 2010	49,469,485.			
c Excess from 2011	47,189,505.			
d Excess from 2012	20,844,239.			
e Excess from 2013	10,297,202.			

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)

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				
MISCELLANEOUS - SEE STATEMENT E	NONE	EXEMPT ENTITY	CHARITABLE	368,500.
OLLI GRANTS - SEE STATEMENT B	NONE	EXEMPT ENTITY	CHARITABLE	5,625,000.
REENTRY SCHOLARSHIPS - SEE STATEMENT C	NONE	EXEMPT ENTITY	CHARITABLE	950,000.
ARTS AND HUMANITIES GRANTS - SEE STATEMENT D	NONE	EXEMPT ENTITY	CHARITABLE	2,079,600.
INTEGRATIVE MEDICINE - SEE STATEMENT E	NONE	EXEMPT ENTITY	CHARITABLE	235,000.
Total	SEE CONTINUATION SHEET(S)			10,715,600.
b Approved for future payment				
NONE				
Total				0.

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 BERNARD OSHER FOUNDATION

94-2506257

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 foundationCheck 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 BERNARD OSHER FOUNDATION	94-2506257

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	BERNARD OSHER ONE FERRY BUILDING, SUITE 255 SAN FRANCISCO, CA 94111-4243	\$ 3,701,000.	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)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

94-2506257

[illegible]

Name of organization	Employer identification number
THE BERNARD OSHER FOUNDATION	94-2506257

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

The Bernard Osher Foundation
Education Grants
December 31, 2013

	Per Books	Adjustments		Accrual Basis Adjusted Balance
		DR	CR	
Education				
Lifelong Learning Institutes	5,625,000 00	0 00	-0 00	\$5,625,000
Reentry Scholarships	950,000 00	0 00	0 00	950,000
Integrative Medicine	234,999 90	0 00	0 00	235,000
Scholarships				
Graduate Theological Union				0
California Community Colleges				0
California Transfer Scholarships	0 00	0 00	0 00	0
Maine Community College System				0
Samuel Merritt College				0
Thomas College				0
UCB-UCSF Joint Medical Program				0
UCSF School of Medicine				0
UCSF School of Dentistry				0
UCSF School of Nursing				0
Unity College				0
University of Maine (Orono)				0
	<u>0 00</u>	<u>0 00</u>	<u>0 00</u>	<u>0</u>
Other				
Bay Area Discovery Museum	30,000 00			30,000
California Academy of Sciences	1,050,000 00			1,050,000
California College of the Arts				0
California Historical Society	10,000			10,000
Cal Performances	75,000 00			75,000
California Summer Music	10,000 00			10,000
Cantare Con Vivo				0
Chabot Space & Science Center				0
Children's Book Project	4,000 00			4,000
Coro Foundation				0
Ed Roberts Campus				0
Exploratorium				0
Foundation Center	2,500			2,500
Hoover Institution at Stanford				0
Husson College				0
Jazzschool	11,000			11,000
Litquake	5,000			5,000
Maine College of Art				0
Maine Public Broadcasting				0
Merritt College				0
Northern California Grantmakers				0
Oakland Public Library	5,000			5,000
Pacific Film Archive	150,000 00			150,000
Pierre Monteaux School	7,000 00			7,000
San Domenico School	7,000 00			7,000
San Francisco Botanical Garden	6,000 00			6,000
San Francisco Public Library				0
San Francisco Zoological Society				0
Summer Search	75,000 00			75,000
The Grabhorn Institute	10,000 00			10,000
	<u>1,457,500 00</u>	<u>0 00</u>	<u>0 00</u>	<u>1,457,500</u>
Total Education	8,267,499 90	0 00	0 00	<u>\$8,267,500</u>

The Bernard Osher Foundation
OLLI Grants
December 31, 2013

	Per Books	Adjustments DR CR	Accrual Basis Adjusted Balance
Osher Lifelong Learning Insts.			
Aquinas College			\$0
American University			0
Arizona State University			0
Auburn University			0
Berkshire Community College			0
Boise State University			\$0
Bradley University	50,000		\$50,000
Brandeis University			0
Cal Poly			0
Carnegie Mellon University			\$0
Casper College			0
Clemson University	25,000		25,000
Coastal Carolina University			0
Colorado State University			0
CSU Bakersfield			0
CSU Channel Islands			0
CSU Chico	50,000		50,000
CSU Dominguez Hills			0
CSU East Bay			0
CSU Fresno			0
CSU Fullerton			0
CSU Humboldt			0
CSU Long Beach			0
CSU Monterey Bay			0
CSU San Bernardino			0
CSU San Diego			0
CSU San Marcos			0
Dartmouth College	2,000,000		2,000,000
Dominican University			0
Eckerd College			0
Emory University			0
Florida International University			0
Florida State University			0
Furman University			0
George Mason University			0

The Bernard Osher Foundation
OLLI Grants
December 31, 2013

	<u>Per Books</u>	<u>Adjustments</u>	<u>Accrual Basis</u>
		<u>DR</u> <u>CR</u>	<u>Adjusted Balance</u>
Granite State College			0
Hampton University			0
Indiana State University			0
Iowa State University			0
Johns Hopkins University	50,000		50,000
Kansas University			0
Louisiana State University			0
Middle Tennessee State University			0
New York University			0
North Carolina State University	1,050,000		1,050,000
Northwestern University			0
Oklahoma State University	25,000		25,000
Pennsylvania State University			0
Rochester Institute of Tech.			0
Rutgers University			0
Saginaw Valley State University			0
San Francisco State University			0
San Jose State University			0
Santa Clara University			0
Sierra College			0
Sonoma State University			0
Southern Oregon University			0
Stony Brook (SUNY)			0
Temple University	50,000		50,000
Texas Tech University			0
Towson University			0
Tufts University			0
U of North Carolina Wilmington			0
U of Southern Maine - OLLI Conf	0		0
U of Texas Medical Branch			0
U. of So. Maine NRC	0		0
UC Berkeley			0
UC Davis			0
UC Los Angeles	25,000		25,000
UC San Diego			0
UC Santa Barbara			0

The Bernard Osher Foundation
OLLI Grants
December 31, 2013

	<u>Per Books</u>	<u>Adjustments</u>	<u>Accrual Basis</u>
		<u>DR</u>	<u>CR</u>
			<u>Adjusted Balance</u>
UC Santa Cruz			0
Univ. of Southern Mississippi			0
University of Alabama			0
University of Alaska			0
University of Arizona			0
University of Arkansas			0
University of Cincinnati			0
University of Connecticut			0
University of Delaware			0
University of Denver	50,000		50,000
University of Georgia	25,000		25,000
University of Hawaii-Hilo			0
University of Illinois Urbana			0
University of Iowa			0
University of Kansas			0
University of Kentucky			0
University of Maryland			0
University of Massachusetts			0
University of Miami	1,050,000		1,050,000
University of Michigan			0
University of Minnesota			0
University of Missouri			0
University of Montana			0
University of Nebraska	50,000		50,000
University of Nevada, Las Vegas			0
University of Nevada, Reno	50,000		50,000
University of New Hampshire			0
University of New Mexico			0
University of North Carolina, Asheville			0
University of North Dakota			0
University of North Florida			0
University of Oklahoma			0
University of Oregon			0
University of Pittsburgh	50,000		50,000
University of Rhode Island			0
University of Richmond			0

The Bernard Osher Foundation

OLLI Grants

December 31, 2013

	Per Books	Adjustments		Accrual Basis
		DR	CR	Adjusted Balance
University of South Carolina				0
University of South Dakota				0
University of South Florida				0
University of Southern Maine				0
University of Southern Mississippi				0
University of Texas at Austin	25,000			25,000
University of Texas at El Paso				0
University of Texas Medical Branch				0
University of the Pacific				0
University of Utah				0
University of Vermont				0
University of Virginia	1,000,000			1,000,000
University of Washington				0
University of Wisconsin				0
University of Wyoming				0
Vanderbilt University				0
West Virginia University				0
Widener University				0
Yavapai College				0
Total	5,625,000	0	0	\$5,625,000

The Bernard Osher Foundation
Reentry Scholarships
December 31, 2013

	Per Books	Adjustments		Accrual Basis
		DR	CR	Adjusted Balance
Boise State University	50,000.00			\$50,000
Brown University	50,000.00			50,000
Delaware State University	50,000.00			50,000
Eckerd College				0
George Mason University				0
Georgetown University				0
Granite State College				0
Hampton University				0
Howard University				0
Indiana University				0
Iowa State University	50,000.00			50,000
Kennesaw State University				0
Loyola University Chicago				0
Menlo College				0
Middle Tennessee State	50,000.00			50,000
North Dakota State	50,000.00			50,000
Texas State - San Marcos	50,000.00			50,000
University of Arkansas, Little Rock	50,000.00			50,000
University of Louisville	50,000.00			50,000
University of Michigan	50,000.00			50,000
University of Mississippi	50,000.00			50,000
University of Montana	50,000.00			50,000
University of New Mexico	50,000.00			50,000
University of South Dakota	50,000.00			50,000
University of Washington	50,000.00			50,000
University of Wyoming	50,000.00			50,000
West Virginia University	50,000.00			50,000
Wichita State University	50,000.00			50,000
Yale University	50,000.00			50,000
Total	950,000.00	0.00	0.00	\$950,000

The Bernard Osher Foundation
Arts and Humanities Grants
December 31, 2013

	Per Books	Adjustments		Accrual Basis Adjusted Balance
		DR	CR	
Adorno Ensemble				0
Alonzo King's Lines Ballet				0
American Bach Soloists				0
American Conservatory Theater	150,000.00			\$150,000
Asian Art Museum	200,000.00			200,000
Aurora Theatre	12,000.00			12,000
AXIS Dance Company	2,500.00			2,500
Berkeley Opera				0
Berkeley Repertory Theater	125,000.00			125,000
Berkeley Symphony	10,000.00			10,000
Berkeley West Edge Opera	4,000.00			4,000
California Bach Society	3,000.00			3,000
California Film Institute	100,000.00			100,000
California Revels	3,000.00			3,000
California Shakespeare Theater	7,500.00			7,500
Campo Santo				0
Cazadero Performing Arts Camp	5,000.00			5,000
Central Works Theater Ensemble	3,000.00			3,000
Chamber Music San Francisco	4,000.00			4,000
Chanticleer	8,000.00			8,000
Children's Museum of Maine	1,000.00			1,000
Cinematheque				0
City Arts & Lectures				0
Commonwealth Good Lit Series				0
Community Music Center	17,500.00			17,500
Composers, Inc.	3,500.00			3,500
Creative Growth Art Center				0
Crowded Fire Theatre	3,000.00			3,000
Crowden Music Center	6,000.00			6,000
Cypress Performing Arts	3,000.00			3,000
Dancers Group	9,000.00			9,000
Earplay				0
Eastenders Repertory				0
Encore Theatre				0
Epiphany	3,000.00			3,000
Exit Theatre	4,000.00			4,000
Festival Opera Association	5,000.00			5,000
Film Arts Foundations				0
Fine Arts Museums of San Francisco	300,000.00			300,000
foolsFURY Theater	2,500.00			2,500
Freight & Salvage	5,000.00			5,000
Friends of SF Public Library				0
Galeria de la Raza				0
Golden Gate Opera	6,500.00			6,500
Headlands Center for the Arts	11,000.00			11,000
Intersection for the Arts	4,500.00			4,500

The Bernard Osher Foundation
Arts and Humanities Grants
December 31, 2013

Joe Goode Performance	5,500.00	5,500
Kala Institute	17,000.00	17,000
KALW	25,000.00	25,000
KDFC	30,000.00	30,000
KQED	100,000.00	100,000
Kronos Quartet	8,000.00	8,000
Lamplighters Music Theatre	4,000.00	4,000
Left Coast Chamber Ensemble	2,500.00	2,500
Magic Theatre	20,000.00	20,000
Magnificat!		0
Maine Public Broadcasting		0
Margaret Jenkins Dance Co.	40,000.00	40,000
Marin Symphony	8,000.00	8,000
Marin Theater Company	13,500.00	13,500
Merola Opera Program	22,000.00	22,000
Mill Valley Philharmonic	5,000.00	5,000
Museo Italo Americano	15,600.00	15,600
Museum of Craft & Folk Art		0
Museum of Craft & Design		0
Narrative Magazine	5,000.00	5,000
New Century Chamber Orchestra	7,000.00	7,000
New Conservatory Theatre	5,500.00	5,500
Next Arts		0
Noe Valley Chamber Music	7,500.00	7,500
Oakland East Bay Symphony	25,000.00	25,000
Oakland Museum	40,000.00	40,000
Oakland Symphony Chorus	4,500.00	4,500
Oakland Youth Chorus	5,500.00	5,500
Oakland Youth Orchestra	15,000.00	15,000
Oberlin Dance Company	10,000.00	10,000
Old First Concerts	8,500.00	8,500
Opera Parallele	5,000.00	5,000
Oregon Shakespeare Festival		0
Other Minds	6,000.00	6,000
Pacific Chamber Symphony	5,500.00	5,500
Pacific Mozart Ensemble	5,000.00	5,000
Paul Drescher Ensemble	12,000.00	12,000
Peninsula Youth Orchestra	5,000.00	5,000
Performing Arts Workshop	5,000.00	5,000
Philharmonia Baroque	32,500.00	32,500
Pickleberry Pie		0
Piedmont Choir	3,500.00	3,500
Playground	6,500.00	6,500
Playwrights Foundation	4,500.00	4,500
Pocket Opera	8,000.00	8,000
Prescott-Joseph Center		0
Randall Museum	4,500.00	4,500
San Francisco Ballet	100,000.00	100,000
San Francisco Boys Chorus	7,500.00	7,500
San Francisco Camerawork		0

The Bernard Osher Foundation
Arts and Humanities Grants
 December 31, 2013

San Francisco Chamber Orchestra	11,000.00			11,000
San Francisco Chamber Singers				0
San Francisco Choral Society	3,500.00			3,500
San Francisco Contemporary Music	6,000.00			6,000
San Francisco Early Music Society				0
San Francisco Friends of Chamber Music				0
San Francisco Girls Chorus	12,000.00			12,000
San Francisco Hip Hop Dance				0
SF Jazz	25,000.00			25,000
San Francisco International Arts Festival	3,500.00			3,500
San Francisco Lyric Opera				0
San Francisco Mime Troupe	5,000.00			5,000
San Francisco MOMA	0.00			0
San Francisco Performances	35,000.00			35,000
San Francisco Playhouse	10,000.00			10,000
San Francisco Sinfonietta Orchestra				0
San Francisco Symphony	115,000.00			115,000
San Francisco Theater Festival				0
San Francisco Renaissance Voices	3,500.00			3,500
SF Museum of Craft + Design				0
San Francisco Shakespeare Festival	22,500.00			22,500
Shotgun Players	4,000.00			4,000
Smuin Ballet	30,000.00			30,000
Stagebridge	8,000.00			8,000
Stern Grove Festival	30,000.00			30,000
Sunset Youth Orchestra	5,000.00			5,000
Theatre Flamenco				0
Threepenny Review	7,500.00			7,500
Volti	3,000.00			3,000
World Arts West	5,000.00			5,000
Yerba Buena Arts & Events	10,000.00			10,000
Yerba Buena Center	30,000.00			30,000
Young Audiences	10,000.00			10,000
Young Peoples Symphony				0
Z Space	3,500.00			3,500
Total	2,079,600.00	0.00	0.00	<u>\$2,079,600</u>

The Bernard Osher Foundation
Integrative Medicine and Miscellaneous Grants
December 31, 2013

	Per Books	Adjustments		Accrual Basis
		DR	CR	Adjusted Balance
Integrative Medicine				
Bingham & Women's Hospital				\$0
Consortium of Centers for Integrative Medicine	60,000 00			\$60,000
Harvard Osher Institute				0
Karolinska Osher Center				\$0
UCSF Osher Center for Integrative Medicine	100,000 00			100,000
UCSF Integrative Medicine				0
Community Care Fund	75,000 00			75,000
Symposium at UCSF				0
National Institutes of Health	(0 10)			(0)
University of Arizona-PIM				0
Total Integrative Medicine	234,999 90	\$0	\$0	\$235,000
Miscellaneous				
Coyote Point Museum				\$0
Earth Island Institute	5,000 00			\$5,000
Environmental Traveling	25,000 00			25,000
Farallon Marine Sanctuary				0
Lindsay Wildlife Museum				0
Marine Mammal Center	15,000 00			15,000
Marine Science Institute				0
Point Reyes Bird Observatory				0
Pt Reyes National Seashore				0
Regional Parks Foundation	5,000 00			5,000
Save San Francisco Bay	5,000 00			5,000
Seacology	12,000 00			12,000
Slide Ranch	9,000 00			9,000
Strybing Arboretum				0
Environmental Education	76,000 00	0 00	0 00	76,000
Alameda Food Bank	11,000 00			11,000
Center for Independent Living	25,000 00			25,000
CumOdyssey	10,000 00			10,000
Food Runners				0
Dorothy Day House	5,000 00			5,000
Glide Foundation				0
Goodwill				0
Groceries for Seniors	8,000 00			8,000
Institute on Aging				0
Laguna Honda Hospital Volunteers	8,000 00			8,000
Northern California Grantmakers				0
NCG Summer Youth Program				0
On Lok	16,000 00			16,000
Outward Bound/Urban Youth	8,000 00			8,000
Pickleberry Pie				0
Pickleweed Park, San Rafael				0
UCSF Proctor Foundation (That Man May See)				0
Raphael House	10,000 00			10,000
Salvation Army				0
St. Vincent de Paul	16,500 00			16,500
San Francisco Food Bank	50,000 00			50,000
San Francisco Free Clinic				0
Season of Sharing	50,000 00			50,000
Social Services	217,500 00	0 00	0 00	217,500
Bread and Roses	25,000 00			25,000
Grant discount reversal (credit)				0
Human Rights Watch	50,000 00			50,000
Other	75,000 00	0	0	75,000
Total Miscellaneous	368,500 00	0 00	0 00	\$368,500

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CREDIT SUISSE #2674 - TAX EXEMPT	27,550.	0.	
EDGBASTON ASIAN EQUITY TRUST	32.	32.	
MADISON INTERNATIONAL REAL ESTATE	663.	663.	
THE GRESHAM A+ FUND LLC	760.	760.	
THE NORTHERN TRUST COMPANY	15.	15.	
WELLS FARGO BANK	2,206.	2,206.	
TOTAL TO PART I, LINE 3	31,226.	3,676.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CONIFER	61,343.	0.	61,343.	61,343.	
CREDIT SUISSE #2674	445,894.	8,962.	436,932.	436,932.	
EDGBASTON ASIAN EQUITY TRUST	24,451.	0.	24,451.	24,451.	
JOHCM INTERNATIONAL SELECT FUND	14,315.	0.	14,315.	14,315.	
MADISON INTERNATIONAL REAL ESTATE	34,728.	0.	34,728.	34,728.	
TO PART I, LINE 4	580,731.	8,962.	571,769.	571,769.	

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JOHCM INTERNATIONAL SELECT FUND	-1,358.	-1,358.	
FCOI II PFIC	1,003.	0.	
BLACKSTONE PFIC STATEMENT	27,932.	0.	
MIRELF III EXEMPTS PFIC	196,444.	0.	
BLACKSTONE/GSO SECURED TRUT	2,549.	0.	
MISCELLANEOUS	30.	30.	
TOTAL TO FORM 990-PF, PART I, LINE 11	226,600.	-1,328.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,496.	0.		3,496.
TO FM 990-PF, PG 1, LN 16A	3,496.	0.		3,496.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	36,830.	5,000.		31,830.
TO FORM 990-PF, PG 1, LN 16B	36,830.	5,000.		31,830.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL SERVICE FEES	3,893.	0.		3,893.
INVESTMENT MANAGEMENT FEES				
- K-1	55,159.	55,159.		0.
OTHER INVESTMENT EXPENSES	15,277.	15,277.		0.
TO FORM 990-PF, PG 1, LN 16C	74,329.	70,436.		3,893.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	43,197.	14,177.		29,020.
OTHER TAXES	906.	0.		906.
FEDERAL EXCISE TAX	148,844.	0.		0.
FOREIGN TAXES PAID	16,484.	16,484.		0.
TO FORM 990-PF, PG 1, LN 18	209,431.	30,661.		29,926.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WORKERS COMP INSURANCE	4,140.	1,359.		2,781.
OFFICE EXPENSE	14,252.	0.		14,252.
DUES AND SUBSCRIPTIONS	1,975.	0.		1,975.
MEALS AND ENTERTAINMENT	271.	0.		271.
BOARD MEETINGS	12,830.	0.		12,830.
TRAVEL	5,509.	0.		5,509.
TO FORM 990-PF, PG 1, LN 23	38,977.	1,359.		37,618.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CONIFER SECURITIES	FMV	974,250.	974,250.
CREDIT SUISSE	FMV	15,756,276.	15,756,276.
FARALLON(FCOI II)	FMV	329,172.	329,172.
MADISON INTL RE LIQUIDITY FUND	FMV	3,034,246.	3,034,246.
EI FUND IV	FMV	147,306.	147,306.
GT OFFSHORE FUND	FMV	3,190,442.	3,190,442.
JOHCM INTERNATIONAL SELECT FUND	FMV	1,236,272.	1,236,272.
EDGBASTON ASIAN EQUITY FUND	FMV	824,594.	824,594.
BLACKSTONE GSO	FMV	1,249,885.	1,249,885.
TOTAL TO FORM 990-PF, PART II, LINE 13		26,742,443.	26,742,443.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
4 FILE CABINETS	2,037.	2,037.	0.
TABLE, CHAIR & RUG	8,786.	8,786.	0.
2 FILE CABINETS	742.	742.	0.
GLASS TOP DESK	295.	295.	0.
COMPUTER	561.	561.	0.
PRINTER	444.	444.	0.
FILE CABINET	674.	674.	0.
OFFICE FURNITURE	2,711.	2,711.	0.
L/H IMPROVEMENT	68,367.	12,106.	56,261.
OFFICE FURNITURE	3,350.	3,350.	0.
PRINTER	786.	786.	0.
PRINTER AND MONITORS	3,573.	3,573.	0.
MONITOR AND SOFTWARE	3,883.	3,883.	0.
CONFERENCE TABLE	980.	980.	0.
FILE CABINET	788.	772.	16.
5 DRAWER FILE CABINET	944.	809.	135.
PRINTER	647.	647.	0.
LAPTOP COMPUTER	3,783.	3,783.	0.
COMPUTER	618.	443.	175.
COMPUTER	1,472.	907.	565.
MONITOR	274.	160.	114.
COMPUTER	773.	359.	414.
TOM'S STANDING DESK	977.	198.	779.
2 COMPUTERS - JEANIE & DAVID	2,015.	370.	1,645.
COMPUTER - TOM	1,201.	140.	1,061.
TOTAL TO FM 990-PF, PART II, LN 14	110,681.	49,516.	61,165.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST AND DIVIDEND RECEIVABLE	36,252.	17,782.	17,782.
TO FORM 990-PF, PART II, LINE 15	36,252.	17,782.	17,782.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BARBRO OSHER ONE FERRY BUILDING, SUITE 255 SAN FRANCISCO, CA 94111	CHAIRMAN 1.00	0.	0.	0.
MARY BITTERMAN ONE FERRY BUILDING, SUITE 255 SAN FRANCISCO, CA 94111	PRESIDENT 37.50	275,000.	23,000.	0.
THOMAS MOFFETT ONE FERRY BUILDING, SUITE 255 SAN FRANCISCO, CA 94111	CFO 37.50	282,993.	51,700.	0.
BERNARD OSHER ONE FERRY BUILDING, SUITE 255 SAN FRANCISCO, CA 94111	TREASURER 15.00	0.	0.	0.
JEANIE HIROKANE ONE FERRY BUILDING, SUITE 255 SAN FRANCISCO, CA 94111	SECRETARY 37.50	80,522.	20,810.	0.
DAVID AGGER ONE FERRY BUILDING, SUITE 255 SAN FRANCISCO, CA 94111	DIRECTOR 1.00	800.	0.	0.
PHYLLIS COOK ONE FERRY BUILDING, SUITE 255 SAN FRANCISCO, CA 94111	DIRECTOR 1.00	800.	0.	0.
ROBERT FRIEND ONE FERRY BUILDING, SUITE 255 SAN FRANCISCO, CA 94111	DIRECTOR 1.00	800.	0.	0.

THE BERNARD OSHER FOUNDATION

94-2506257

JOHN GALLO
ONE FERRY BUILDING, SUITE 255
SAN FRANCISCO, CA 94111

DIRECTOR
1.00

800.

0.

0.

JOHN PRITZKER
ONE FERRY BUILDING, SUITE 255
SAN FRANCISCO, CA 94111

DIRECTOR
1.00

800.

0.

0.

LAURA LAUDER
ONE FERRY BUILDING, SUITE 255
SAN FRANCISCO, CA 94111

DIRECTOR
1.00

400.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

642,915.

95,510.

0.

FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JEANIE HIROKANE
ONE FERRY BUILDING, SUITE 255
SAN FRANCISCO, CA 94111

FORM AND CONTENT OF APPLICATIONS

THERE IS NO REQUIRED FORMAT, HOWEVER, THE APPLICANT MUST SHOW FINANCIAL
NEED AND INDICATE THAT THEY ARE A QUALIFIED NON-PROFIT ORGANIZATION.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	FURNITURE & FIXTURES											
14	FILE CABINETS	013189	SL	7.00	16	2,037.			2,037.	2,037.		0.
2	TABLE, CHAIR & RUG	022889	SL	7.00	16	8,786.			8,786.	8,786.		0.
32	FILE CABINETS	061589	SL	7.00	16	742.			742.	742.		0.
4	GLASS TOP DESK	083189	SL	7.00	16	295.			295.	295.		0.
8	FILE CABINET	011298	SL	7.00	16	674.			674.	674.		0.
10	OFFICE FURNITURE	063004	SL	7.00	16	2,711.			2,711.	2,711.		0.
13	OFFICE FURNITURE	110906	SL	7.00	16	3,350.			3,350.	2,952.		398.
19	CONFERENCE TABLE	012207	SL	7.00	16	980.			980.	840.		140.
20	FILE CABINET	031607	SL	7.00	16	788.			788.	659.		113.
5	DRAWER FILE											
21	CABINET	060607	SL	7.00	16	944.			944.	674.		135.
38	TOM'S STANDING DESK	082912	SL	7.00	16	977.			977.	58.		140.
	* 990-PF PG 1 TOTAL					22,284.		0.	22,284.	20,428.	0.	926.
	FURNITURE & FIXTURES											
	MACHINERY & EQUIPMENT											
6	COMPUTER	020596	SL	5.00	16	561.			561.	561.		0.
7	PRINTER	122796	SL	5.00	16	444.			444.	444.		0.
11	(D) COMPUTERS	100104	SL	5.00	16	9,341.			9,341.	9,341.		0.
14	(D) COMPUTER	101006	SL	5.00	16	4,218.			4,218.	4,218.		0.

328102
05-01-13

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction in Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
15	PRINTER	091406	SL	5.00	16	786.			786.	786.		0.
16	(D) COMPUTER PRINTER AND	110806	SL	5.00	16	5,652.			5,652.	5,652.		0.
17	MONITORS	120806	SL	5.00	16	3,573.			3,573.	3,573.		0.
18	MONITOR AND SOFTWARE	121506	SL	5.00	16	3,883.			3,883.	3,883.		0.
22	PRINTER	070907	SL	5.00	16	647.			647.	647.		0.
23	LAPTOP COMPUTER	081208	SL	5.00	16	3,783.			3,783.	3,406.		377.
24	COMPUTER	060410	SL	5.00	16	618.			618.	319.		124.
25	COMPUTER	120110	SL	5.00	16	1,472.			1,472.	613.		294.
36	MONITOR	021111	SL	5.00	16	274.			274.	105.		55.
37	COMPUTER	091611	SL	5.00	16	773.			773.	204.		155.
39	2 COMPUTERS - JEANIE & DAVID	021513	SL	5.00	16	2,015.			2,015.			370.
40	COMPUTER - TOM	063013	SL	5.00	16	1,201.			1,201.			140.
	* 990-PF PG 1 TOTAL MACHINERY & EQUIPM					39,241.		0.	39,241.	33,752.	0.	1,515.
	OTHER											
12	L/H IMPROVEMENT	112006	SL	40.00	16	68,367.			68,367.	10,397.		1,709.
	* 990-PF PG 1 TOTAL OTHER					68,367.		0.	68,367.	10,397.	0.	1,709.
	* GRAND TOTAL 990-PF PG 1 DEPR					129,892.		0.	129,892.	64,577.	0.	4,150.

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 SEE CREDIT SUISSE STATEMENT		P		
b SEE CONIFER STATEMENT		P		
c SEE CONIFER STATEMENT		P		
d MADISON INTERNATIONAL REAL ESTATE		P		
e JOHCM INTERNATIONAL SELECT FUND		P		
f JOHCM INTERNATIONAL SELECT FUND		P		
g EDGBASTON ASIAN EQUITY TRUST		P		
h EDGBASTON ASIAN EQUITY TRUST		P		
i THE GRESHAM A+ FUND LLC		P		
j THE GRESHAM A+ FUND LLC		P		
k MIRELF III EASTBRIDGE EXEMPTS LLC		P		
l CAPITAL GAINS DIVIDENDS				
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 7,342,736.		6,949,356.	393,380.
b 67,472.		56,516.	10,956.
c 6,709,334.		3,051,698.	3,657,636.
d 784.			784.
e		3,787.	-3,787.
f 28,493.			28,493.
g 2,494.			2,494.
h 1,584.			1,584.
i		35,217.	-35,217.
j		36,817.	-36,817.
k 3,114.			3,114.
l 8,962.			8,962.
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			393,380.
b			10,956.
c			3,657,636.
d			784.
e			-3,787.
f			28,493.
g			2,494.
h			1,584.
i			-35,217.
j			-36,817.
k			3,114.
l			8,962.
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	4,031,582.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Bernard Osher Foundation
Realized Gains and Losses - Conifer
2013

Date Purchased	Date Sold	Shares	Description	Sales Price	Basis	Gain or (loss)	ST Proceeds	ST cost	
7/26/2007	1/25/2013	2,000	EFA	117,622.96	158,478.40	(40,855.44)			t
4/27/2010	1/25/2013	2,500	VIG	158,061.45	124,682.25	33,379.20			t
7/26/2007	1/29/2013	1,000	EFA	58,973.67	79,239.20	(20,265.53)			t
4/27/2010	1/29/2013	1,500	VIG	95,057.81	74,809.35	20,248.46			t
7/26/2007	2/19/2013	1,500	EFA	88,585.46	118,858.80	(30,273.34)			t
6/16/2008	2/19/2013	1,000	VWO	44,484.00	48,693.45	(4,209.45)			t
4/27/2010	2/19/2013	700	VIG	44,893.98	34,911.03	9,982.95			t
10/15/2010	2/19/2013	1,500	OEI	103,507.72	79,488.75	24,018.97			t
4/27/2010	2/25/2013	100	VIG	6,408.85	4,987.29	1,421.56			t
10/16/2010	2/25/2013	500	OEI	34,524.22	25,938.33	8,585.89			t
4/27/2010	2/28/2013	2,400	VIG	153,969.50	119,694.96	34,274.54			t
10/16/2010	2/28/2013	500	OEI	34,499.22	25,798.85	8,700.37			t
10/16/2010	3/5/2013	2,500	OEI	173,866.10	128,994.24	44,871.86			t
4/27/2010	3/5/2013	500	VIG	32,234.27	24,936.45	7,297.82			t
7/26/2007	3/5/2013	1,500	EFA	88,360.46	118,858.80	(30,498.34)			t
7/26/2007	3/6/2013	100	EFA	5,909.86	7,923.92	(2,014.06)			t
7/26/2007	3/7/2013	500	EFA	29,621.33	39,619.60	(9,998.27)			t
7/26/2007	3/8/2013	900	EFA	53,384.82	71,315.28	(17,930.46)			t
7/26/2007	3/11/2013	900	EFA	53,505.78	71,315.28	(17,809.50)			t
10/18/2010	3/13/2013	1,500	OEI	105,317.58	79,005.62	26,311.96			t
10/18/2010	3/14/2013	1,500	OEI	105,737.57	80,078.33	25,659.24			t
7/26/2007	3/14/2013	1,600	EFA	95,156.90	126,782.72	(31,625.82)			t
6/16/2008	3/14/2013	600	VWO	26,136.43	29,216.07	(3,079.64)			t
6/16/2008	4/1/2013	1,400	VWO	59,837.59	68,170.83	(8,333.24)			t
10/19/2010	4/1/2013	600	OEI	42,312.07	31,861.63	10,450.44			t
5/12/2012	4/1/2013	600	HYG	56,315.75	53,814.16	2,501.59			t
10/19/2010	4/2/2013	400	OEI	28,279.36	21,127.95	7,151.41			t
6/16/2008	4/2/2013	500	VWO	21,319.52	24,346.73	(3,027.21)			t
4/9/2013	4/3/2013	10	IV APR 154 puts	1,709.58	530.38	1,179.20			t
4/9/2013	4/4/2013	10	VIG APR 66 puts	279.61	740.38	(460.77)			t
4/10/2013	4/4/2013	10	VIG APR 65 puts	1,009.59	270.38	739.21			t
6/16/2008	4/9/2013	1,000	VWO	42,624.04	48,693.45	(6,069.41)			t
6/16/2008	4/10/2013	3,500	VWO	150,171.48	170,427.08	(20,255.60)			t
							56,315.75	53,814.16	t
							1,709.58	530.38	t
							279.61	740.38	t
							1,009.59	270.38	t

Bernard Osher Foundation
Realized Gains and Losses - Conifer
2013

Date Purchased	Date Sold	Shares	Description	Sales Price	Basis	Gain or (loss)	ST Proceeds	ST cost
7/1/1971	4/12/2014	50,000	WFC	1,854,558.40	5,616.00	1,848,942.40		
7/1/1971	4/19/2014	50,000	WFC	1,857,458.33	5,616.00	1,851,842.33		
4/20/2013	4/22/2013	10	IVV APR 153 puts	1,409.58	0.00	1,409.58	1,409.58	0.00
4/20/2013	4/22/2013	10	IVV APR 155 puts	2,109.57	0.00	2,109.57	2,109.57	0.00
6/16/2008	4/25/2013	2,000	VVO	86,248.06	97,386.90	(11,138.84)		t
5/14/2013	5/31/2013	20	IVV MAY 156 puts	3,119.15	120.75	2,998.40	3,119.15	120.75
7/26/2007	10/10/2013	4,700	EFA	300,204.92	372,424.24	(72,219.32)		t
6/12/2012	10/10/2013	1,000	HYG	91,948.39	88,873.08	3,075.31		t
6/16/2012	11/6/2013	5,000	HYG	464,551.91	443,526.40	21,025.51		t
4/16/2013	11/5/2013	5	AMJ NOV 46 puts	259.81	0.00	259.81	259.81	0.00
12/16/2013	12/16/2013	10	AMJ DEC 45 puts	1,259.62	1,040.35	219.27	1,259.62	1,040.35
				6,776,806.27	3,108,213.64	3,668,592.63	67,472	56,516

Recipient's Name and Address
BERNARD OSHER FOUNDATION
ONE FERRY BUILDING

Account Number: 219-652674

Recipient's Identification
Number: 94-2506257

**2013 TAX and
YEAR-END STATEMENT
As of 02/11/2014**

IMPORTANT MESSAGE: We send tax statements when information is finalized by securities issuers. If information is pending from issuers, you and members of your household may receive tax statement(s) at different times. Tax statement mailings will occur by January 31, February 18, February 28 and March 17, depending on when final information for your account is received from issuers. If you have any questions, please visit mytaxhandbook.com.

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715
(For individuals report details on Form 1040, Schedule D, line 1h, 2, 8b or 9)

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments Wash Sale Loss (Box 5) 0-Option Premium (Loss)
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Long-Term Transactions for Which Basis is Not Reported to the IRS - Report on Form 8949, Part II, with Box E checked.

Noncovered (Box 6a)

Description (Box 8): DODGE & COX INTERNATIONAL FUND

CUSIP: 256206103							
SELL	FIRST IN FIRST OUT	2,749.519	05/09/2006	02/19/2013	100,000.00	115,773.84	(15,773.84)
SELL	FIRST IN FIRST OUT	4,188.774	05/09/2006	04/01/2013	150,000.00	176,376.47	(26,376.47)
SECURITY TOTAL					250,000.00	292,150.31	(42,150.31)

Description (Box 8): EASTRIDGE CMNTY FACS DIST ARIZ SPL ASSMT LIEN 7.250% 07/01/

CUSIP: 27779MAA1							
REDEMPTION	FIRST IN FIRST OUT	15,000	09/25/2003	01/02/2013	15,150.00	15,150.00	0.00
Original Cost Basis: 14,996.00							
REDEMPTION	FIRST IN FIRST OUT	40,000	09/25/2003	07/01/2013	40,000.00	40,000.00	0.00
Original Cost Basis: 39,997.00							
SECURITY TOTAL					55,150.00	55,150.00	0.00

Description (Box 8): METROPOLITAN WEST TO TAL RETURN BOND FUND CLASS I

CUSIP: 592905509							
SELL	FIRST IN FIRST OUT	9,191.176	12/18/2009	02/19/2013	100,000.00	91,819.85	8,180.15
SELL	FIRST IN FIRST OUT	22,977.941	12/18/2009	02/21/2013	250,000.00	229,549.63	20,450.37

Recipient's Name and Address

BERNARD OSHER FOUNDATION
ONE FERRY BUILDING

Account Number: 219-652674

Recipient's Identification
Number: 94-2506257

**2013 TAX and
YEAR-END STATEMENT**
As of 02/11/2014

2013 Form 1099-B

Proceeds From Broker and Barter Exchange Transactions

OMB No. 1545-0715 (Continued)

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 3b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium (Loss)	Realized Gain or (Loss)
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Long-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part II, with Box E checked.

Noncovered (Box 6a) (continued)

Description (Box 8): METROPOLITAN WEST TO TAL RETURN BOND FUND CLASS I

CUSIP: 592905509 (continued)

SELL	FIRST IN FIRST OUT	9,182.736	12/18/2009	02/22/2013	100,000.00	91,735.53		8,264.47
SELL	FIRST IN FIRST OUT	23,020.258	12/18/2009	03/08/2013	250,000.00	229,972.38		20,027.62
SELL	FIRST IN FIRST OUT	27,624.309	12/18/2009	03/11/2013	300,000.00	275,966.85		24,033.15
SELL	FIRST IN FIRST OUT	18,382.353	12/18/2009	03/12/2013	200,000.00	183,639.71		16,360.29
SELL	FIRST IN FIRST OUT	18,382.353	12/18/2009	03/14/2013	200,000.00	183,639.70		16,360.30
SELL	FIRST IN FIRST OUT	18,348.624	12/18/2009	03/15/2013	200,000.00	183,302.75		16,697.25
SELL	FIRST IN FIRST OUT	18,315.018	12/18/2009	03/19/2013	200,000.00	182,967.03		17,032.97
SELL	FIRST IN FIRST OUT	22,872.827	12/18/2009	04/01/2013	250,000.00	228,499.54		21,500.46
SELL	FIRST IN FIRST OUT	23,696.682	12/18/2009	12/19/2013	250,000.00	236,729.85		13,270.15
SECURITY TOTAL					2,300,000.00	2,117,822.82		182,177.18

Description (Box 8): SCOUT CORE PLUS BOND FUND CLASS I

CUSIP: 81063U818

SELL	FIRST IN FIRST OUT	3,066.544	12/17/2009	02/19/2013	100,000.00	96,412.14		3,587.86
SELL	FIRST IN FIRST OUT	7,652.280	12/17/2009	02/21/2013	250,000.00	240,587.68		9,412.32
SELL	FIRST IN FIRST OUT	3,059.976	12/17/2009	02/22/2013	100,000.00	96,205.65		3,794.35
SELL	FIRST IN FIRST OUT	6,142.506	12/17/2009	03/08/2013	200,000.00	193,120.39		6,879.61
SELL	FIRST IN FIRST OUT	9,210.930	12/17/2009	03/11/2013	300,000.00	289,591.64		10,408.36
SELL	FIRST IN FIRST OUT	6,134.969	12/17/2009	03/12/2013	200,000.00	192,883.43		7,116.57



Recipient's Name and Address
BERNARD OSHER FOUNDATION
ONE FERRY BUILDING

Account Number: 219-652674

Recipient's Identification
Number: 94-2506257

**2013 TAX and
YEAR-END STATEMENT**
As of 02/11/2014

2013 Form 1099-B

Proceeds From Broker and Barter Exchange Transactions

OMB No. 1545-0715 (Continued)

(For individuals report details on Form 1040 Schedule D, line 1b, 2, 8b or 9.)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1c)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments Wash Sale Loss (Box 5) 0-Option Premium	Realized Gain or Loss
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Long-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part II, with Box E checked.

Noncovered (Box 6a) (continued)

Description (Box 8): SCOUT CORE PLUS BOND FUND CLASS I

CUSIP: 81063U818 (continued)

SELL	FIRST IN FIRST OUT	6,138.735	12/17/2009	03/14/2013	200,000.00	193,001.83		6,998.17
SELL	FIRST IN FIRST OUT	6,133.088	12/17/2009	03/15/2013	200,000.00	192,824.29		7,175.71
SELL	FIRST IN FIRST OUT	6,129.329	12/17/2009	03/19/2013	200,000.00	192,706.10		7,293.90
SELL	FIRST IN FIRST OUT	6,133.088	12/17/2009	04/01/2013	200,000.00	192,824.29		7,175.71
SELL	FIRST IN FIRST OUT	35,284.935	12/17/2009	11/06/2013	1,137,586.30	1,109,358.36		28,227.94
SECURITY TOTAL					3,087,586.30	2,989,515.80		98,070.50

Description (Box 8): TEMPLETON GLOBAL TOTAL RETURN FUND ADVIS OR CLASS

CUSIP: 880208855

SELL	FIRST IN FIRST OUT	3,588.294	03/18/2010	02/19/2013	49,626.11	44,710.14		4,915.97
SELL	FIRST IN FIRST OUT	3,642.364	03/19/2010	02/19/2013	50,373.89	45,311.01		5,062.88
SALE DATE TOTAL		7,230.658	VARIOUS	02/19/2013	100,000.00	90,021.15		9,978.85
SELL	FIRST IN FIRST OUT	7,272.727	03/19/2010	02/21/2013	100,000.00	90,472.72		9,527.28
SELL	FIRST IN FIRST OUT	18,142.235	03/19/2010	02/22/2013	250,000.00	225,689.41		24,310.59
SELL	FIRST IN FIRST OUT	10,791.367	03/19/2010	03/08/2013	150,000.00	134,244.60		15,755.40
SELL	FIRST IN FIRST OUT	344.233	03/19/2010	03/11/2013	4,781.40	4,282.26		499.14
SELL	FIRST IN FIRST OUT	6,855.191	03/23/2010	03/11/2013	95,218.60	85,415.68		9,802.92
SALE DATE TOTAL		7,199.424	VARIOUS	03/11/2013	100,000.00	89,697.94		10,302.06

Recipient's Name and Address
BERNARD OSHER FOUNDATION
ONE FERRY BUILDING

Account Number: 219-652674

Recipient's Identification
Number: 94-2506257

2013 TAX and
YEAR-END STATEMENT
As of 02/11/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions (For individuals report details on Form 1040 Schedule D line 1b, 2, 8b or 9)

OMB No. 1545-0045 (Continued)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1c)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments: Wash Sale Loss (Box 5) 0-Option Premiums	Realized Gain or (Loss)
Long-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part II, with Box E checked.								
Noncovered (Box 6a) (continued)								
Description (Box 8): TEMPLETON GLOBAL TOTAL RETURN FUND ADVISOR CLASS								
SELL	FIRST IN FIRST OUT	7,194.245	03/23/2010	03/12/2013	100,000.00	89,640.29		10,359.71
SELL	FIRST IN FIRST OUT	7,215.007	03/23/2010	03/14/2013	100,000.00	89,898.99		10,101.01
SELL	FIRST IN FIRST OUT	7,246.377	03/23/2010	03/15/2013	100,000.00	90,289.86		9,710.14
SELL	FIRST IN FIRST OUT	11,617.591	03/23/2010	04/01/2013	159,741.88	144,755.18		14,986.70
SELL	FIRST IN FIRST OUT	17,473.318	03/24/2010	04/01/2013	240,258.12	217,717.54		22,540.58
SALE DATE TOTAL		29,090.909	VARIOUS	04/01/2013	400,000.00	362,472.72		37,527.28
SELL	FIRST IN FIRST OUT	18,642.804	03/24/2010	12/19/2013	250,000.00	232,289.34		17,710.66
SECURITY TOTAL					1,650,000.00	1,494,717.02		155,282.98
Long-Term Noncovered Total					7,342,736.30	6,949,355.95		393,380.35
Noncovered Total					7,342,736.30	6,949,355.95		393,380.35
Total					7,342,736.30	6,949,355.95		393,380.35

IRS Form 1099-B - Proceeds from Broker and Barter Exchange Transactions

The amounts in this section of your Tax Information Statement reflect proceeds from securities transactions such as sales, redemptions, tender offers, return of principal distributions, the option premium portion of reverse convertibles and bond maturities. Short-term and long-term transactions are segregated in your 1099-B form in a format comparable to IRS Form 8949, for dispositions of covered and noncovered securities. Since your financial organization subscribes to our premium Tax and Year-End Statement, the date of acquisition, cost or other basis, type of gain or loss (long-term or short-term) and whether any loss is disallowed due to a wash sale for both covered and noncovered securities transactions will be displayed when available. Please note that such detail for noncovered transactions is not reported to the IRS.

Type of Gain or (Loss) (Box 1c). The section headings within the 1099-B indicate the type of gain or (loss) for the transactions, short-term or long-term.

Covered (b) or Noncovered (a) Security (Box 6). The section headings within the 1099-B indicate whether your security transaction is or is not a covered security under the IRS cost basis reporting program.

Description (Box 8). Shows a brief description of the item or service for which the proceeds are being reported.

CUSIP. Broker transactions may show the Committee on Uniform Security Identification Procedures (CUSIP) number of the item reported.

Disposition Transaction. This column will denote the type of transaction, for example "SELL."

Disposition Method. The method used to select the lot will be displayed as, for example, "first-in first-out (FIFO)." Please refer to the Client Service Information Section in your brokerage account statement for your account's existing tax-lot disposition method.

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE BERNARD OSHER FOUNDATION	94-2506257
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	ONE FERRY BUILDING, NO. 255	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	SAN FRANCISCO, CA 94111	

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

04

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

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

THOMAS MOFFETT

- The books are in the care of **ONE FERRY BUILDING, SUITE 255 - SAN FRANCISCO, CA 94111**

Telephone No. **(415) 677-5922**

Fax No. **(415) 677-5868**

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

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

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

5 For calendar year **2013**, or other tax year beginning _____, and ending _____

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

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	11,357.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature

Title **CPA**

Date

Form 8868 (Rev. 1-2014)