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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

Name of foundation K/T Foundation				A Employer identification number 94-3354182
Number and street (or P O box number if mail is not delivered to street address) 127 University Avenue		Room/suite		B Telephone number (see the instructions) (510) 841-4123
City or town, state or province, country, and ZIP or foreign postal code Berkeley CA 94710				C If exemption application is pending, check here. ► <input type="checkbox"/>
G Check all that apply		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	D 1 Foreign organizations, check here ► <input type="checkbox"/>
		<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
		<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
H Check type of organization		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Other taxable private foundation	
		<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation	
I Fair market value of all assets at end of year (from Part II, column (c), line 16)		J Accounting method	<input type="checkbox"/> Cash	<input checked="" type="checkbox"/> Accrual
			<input type="checkbox"/> Other (specify)	
► \$ 652,988.		(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)	102,815.			
	2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	108.	108.		
	4 Dividends and interest from securities	25,315.	25,315.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	59,991.			
	b Gross sales price for all assets on line 6a	881,974.			
	7 Capital gain net income (from Part IV, line 2)		59,991.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				NOV 24 2014
OPERATING AND EXPENSES	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				OCG
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11.	188,229.	85,414.		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule). I-16a Stmt.	2,494.			4,147.
	b Accounting fees (attach sch). I-16b Stmt.	3,373.			3,373.
	c Other prof fees (attach sch). I-16c Stmt.	18,564.	1,635.		15,698.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) Excise Tax on Investments	262.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	See Line 23 Stmt	874.			1,004.
	24 Total operating and administrative expenses. Add lines 13 through 23	25,567.	1,635.		24,222.
	25 Contributions, gifts, grants paid				
	26 Total expenses and disbursements. Add lines 24 and 25	25,567.	1,635.		24,222.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	162,662.			
	b Net investment income (if negative, enter -0-)		83,779.		
	c Adjusted net income (if negative, enter -0-)				

BAA For Paperwork Reduction Act Notice, see instructions.

TEEA0301 10/18/13

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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
A S S E T S	1	Cash – non-interest-bearing	13,299.	11,891.	11,891.
	2	Savings and temporary cash investments	231,797.	42,580.	42,580.
	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		4,869.	4,869.
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)	97,695.		
	c	Investments – corporate bonds (attach schedule)			
L I A B I L I T I E S	11	Investments – land, buildings, and equipment: basis			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)	264,587.	593,648.	593,648.
	14	Land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	607,378.	652,988.	652,988.
	17	Accounts payable and accrued expenses	1,653.	1,231.	
	18	Grants payable			
N F E U T N D A S B S A E T A S N C O E R S	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	1,653.	1,231.	
		Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	605,725.	651,757.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	605,725.	651,757.	
	31	Total liabilities and net assets/fund balances (see instructions)	607,378.	652,988.	

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	605,725.
2	Enter amount from Part I, line 27a	2	162,662.
3	Other increases not included in line 2 (itemize) ► <u>Unrealized losses on investments</u>	3	-116,630.
4	Add lines 1, 2, and 3	4	651,757.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	651,757.

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 Publicly traded bonds, equities and funds			P	various	various
b Mutual fund capital gain distributions			P	various	various
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 880,754.			821,983.		58,771.
b 1,220.			0.		1,220.
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 0.		0.	0.		58,771.
b 0.		0.	0.		1,220.
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	59,991.
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	59,991.

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	103,072.	585,516.	0.176036
2011	101,441.	550,442.	0.184290
2010	100,988.	530,749.	0.190275
2009	112,888.	511,230.	0.220816
2008	160,000.	445,566.	0.359094
2 Total of line 1, column (d)			2 1.130511
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 0.226102
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 627,654.
5 Multiply line 4 by line 3			5 141,914.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 838.
7 Add lines 5 and 6			7 142,752.
8 Enter qualifying distributions from Part XII, line 4			8 24,222.

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	1	1,676.
Date of ruling or determination letter (attach copy of letter if necessary – see instrs)		2	0.
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	3	1,676.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	4	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	1,676.
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2013 estimated tax prnts and 2012 overpayment credited to 2013	6 a	4,738.
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	0.
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	4,738.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,062.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ► 3,062. Refunded ► 11		

Part VII-A Statements Regarding Activities

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?	Yes	No
1 a		X	
1 b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes	No
1 b		X	
1 c	Did the foundation file Form 1120-POL for this year?	Yes	No
1 c		X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
(1)	On the foundation . . . ► \$	(2)	On foundation managers . . . ► \$
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . ► \$		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	Yes	No
2		X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	Yes	No
3		X	
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4 a		X	
b	If 'Yes,' has it filed a tax return on Form 990-T for this year?	Yes	No
4 b			
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes	No
5		X	
If 'Yes,' attach the statement required by General Instruction T			
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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV.	Yes	No
7		X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
CA - California			
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	Yes	No
8 b		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	Yes	No
9		X	
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	Yes	No
10		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?	13	X
Website address ► N/A			
14	The books are in care of ► Leventhal Kline Management Inc. Telephone no ► (510) 841-4123 Located at ► 127 University Avenue Berkeley CA ZIP + 4 ► 94710		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year		
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?	16	X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

Yes	No

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.

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? Yes No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes 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)? Yes 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.) Yes No

Yes	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	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?

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? Yes No

If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __

2 a	

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 __ , 20 __ , 20 __ , 20 __

2 b	

3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No

3 a	

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	

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

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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)?

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? 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?

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?

5 b

6 b

7 b

X

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
Grace Kase 127 University Avenue Berkeley CA 94710	President, Dir 1.00	0.	0.	0.
Mark Tsujuiimoto 127 University Avenue Berkeley CA 94710	Secty/Treas, Dir 1.00	0.	0.	0.
Pauline Nagata 127 University Avenue Berkeley CA 94710	Director 0.50	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		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

None

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		None

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	-----	
-----	-----	
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	-----	
-----	-----	
2	-----	
-----	-----	

All other program-related investments. See instructions.

3	-----	
-----	-----	

Total. Add lines 1 through 3

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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	1 a	444,444.
b	Average of monthly cash balances	1 b	187,900.
c	Fair market value of all other assets (see instructions)	1 c	4,868.
d	Total (add lines 1a, b, and c)	1 d	637,212.
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	637,212.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	9,558.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	627,654.
6	Minimum investment return. Enter 5% of line 5	6	31,383.

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	31,383.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	1,676.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	1,676.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	29,707.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	29,707.
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	29,707.

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	24,222.
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	24,222.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	24,222.

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				29,707.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008	138,209.			
b From 2009	87,550.			
c From 2010	74,573.			
d From 2011	74,109.			
e From 2012	74,058.			
f Total of lines 3a through e	448,499.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 24,222.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2013 distributable amount				24,222.
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))	5,485.			5,485.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	443,014.			
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				
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	132,724.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	310,290.			
10 Analysis of line 9:				
a Excess from 2009	87,550.			
b Excess from 2010	74,573.			
c Excess from 2011	74,109.			
d Excess from 2012	74,058.			
e Excess from 2013	0.			

BAA

Form 990-PF (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	<input type="checkbox"/> 4942(j)(3) or		4942(j)(5)	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year			Prior 3 years
b 85% of line 2a	(a) 2013	(b) 2012	(c) 2011	(d) 2010
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))

Grace Kase

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:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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)				
<i>a Paid during the year</i>				
Total				► 3a
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies . . .					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	108.	
4 Dividends and interest from securities			14	25,315.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory . . .			18	59,991.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				85,414.	
13 Total. Add line 12, columns (b), (d), and (e)				13	85,414.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
(2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign
Here**


Signature of officer or trustee

11/11/14

Secretary/Treasurer

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Jeffrey R Leighton, CPA		11/9/14	P01788945	
	Firm's name	▶ Leventhal/Kline Management Inc.			Firm's EIN ▶ 94-3292172
	Firm's address	▶ 127 University Avenue Berkeley			CA 94710

BAA

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

2013

► Attach to Form 990, Form 990-EZ, or Form 990-PF

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

Name of the organization

K/T Foundation

Employer identification number

94-3354182

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

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

Check if your organization is covered by the **General Rule** or a **Special Rule** .

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use **exclusively** for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use **exclusively** for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an **exclusively** religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

K/T Foundation

Employer identification number

94-3354182

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Grace Kase c/o LKMI 127 University Ave Berkeley CA 94710	\$ 102,815	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	-	\$ -	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	-	\$ -	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	-	\$ -	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	-	\$ -	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	-	\$ -	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)

Name K/T Foundation	Employer Identification Number 94-3354182
Asset Information:	
Description of Property..... <u>Publicly Traded Securities and mutual funds</u>	
Date Acquired: <u>Various</u>	How Acquired: ... <u>Purchased</u>
Date Sold <u>various</u>	Name of Buyer: ...
Sales Price: ... <u>864,543.</u>	Cost or other basis (do not reduce by depreciation) ... <u>818,628.</u>
Sales Expense ..	Valuation Method: ...
Total Gain (Loss): ... <u>45,915.</u>	Accumulation Depreciation: ...
Description of Property..... <u>Mutual Fund Capital Gain distributions</u>	
Date Acquired: <u>Various</u>	How Acquired: ... <u>Purchased</u>
Date Sold <u>Various</u>	Name of Buyer: ...
Sales Price: ... <u>1,220.</u>	Cost or other basis (do not reduce by depreciation) ...
Sales Expense ..	Valuation Method: ...
Total Gain (Loss): ... <u>1,220.</u>	Accumulation Depreciation: ...
Description of Property..... <u>Alternative investments in Real Property</u>	
Date Acquired: <u>various</u>	How Acquired ... <u>Purchased</u>
Date Sold. ... <u>various</u>	Name of Buyer ...
Sales Price: ... <u>16,211.</u>	Cost or other basis (do not reduce by depreciation) ... <u>3,355.</u>
Sales Expense ..	Valuation Method: ...
Total Gain (Loss) ... <u>12,856.</u>	Accumulation Depreciation: ...
Description of Property.....	
Date Acquired: ..	How Acquired ...
Date Sold: ...	Name of Buyer: ...
Sales Price: ...	Cost or other basis (do not reduce by depreciation) ...
Sales Expense ..	Valuation Method: ...
Total Gain (Loss) ...	Accumulation Depreciation: ...
Description of Property.....	
Date Acquired: ..	How Acquired ...
Date Sold. ...	Name of Buyer ...
Sales Price: ...	Cost or other basis (do not reduce by depreciation) ...
Sales Expense ..	Valuation Method: ...
Total Gain (Loss): ...	Accumulation Depreciation: ...
Description of Property.....	
Date Acquired ..	How Acquired ...
Date Sold ...	Name of Buyer: ...
Sales Price: ...	Cost or other basis (do not reduce by depreciation) ...
Sales Expense ..	Valuation Method: ...
Total Gain (Loss): ...	Accumulation Depreciation ...
Description of Property:.....	
Date Acquired: ..	How Acquired ...
Date Sold: ...	Name of Buyer: ...
Sales Price: ...	Cost or other basis (do not reduce by depreciation) ...
Sales Expense.. .	Valuation Method: ...
Total Gain (Loss): ...	Accumulation Depreciation: ...
Description of Property.....	
Date Acquired: ..	How Acquired. ...
Date Sold: ...	Name of Buyer ...
Sales Price: ...	Cost or other basis (do not reduce by depreciation) ...
Sales Expense ..	Valuation Method: ...
Total Gain (Loss): ...	Accumulation Depreciation ...

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Filing Fees	50.			50.
Bank Charges	0.			0.
Insurance	650.			780.
Postage and supplies	174.			174.
Total	874.			1,004.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person... <input checked="" type="checkbox"/> Business . <input type="checkbox"/> David Fujita 127 University Avenue Berkeley CA 94710	Director 0.50	0.	0.	0.
Person... <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Dick Yamamoto 127 University Avenue Berkeley CA 94710	Director 0.50	0.	0.	0.
Person... <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Elaine Yamamoto 127 University Avenue Berkeley CA 94710	Asst. Secty 0.50	0.	0.	0.
Person... <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Harald Leventhal 127 University Avenue Berkeley CA 94710	Asst. Treas. 0.50	0.	0.	0.
Person... <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Benita Kline 127 University Avenue Berkeley CA 94710	Asst Secty 0.50	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NEO Law Group	Legal Services	2,494.			4,147.

Form 990-PF, Page 1, Part I
Line 16a - Legal Fees

Continued

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total		<u>2,494.</u>			<u>4,147.</u>

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Oto Bailey Fukumoto & Mishima	accounting review	850.			850.
Leventhal Kline Management Inc	Tax & accounting	<u>2,523.</u>			<u>2,523.</u>
Total		<u>3,373.</u>			<u>3,373.</u>

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Leventhal Kline Management Inc	Administration	16,929.			15,698.
Wells Fargo Bank	Investment	1,635.	1,635.		0.
Total		<u>18,564.</u>	<u>1,635.</u>		<u>15,698.</u>

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
Ishares Core S&P 500 EFT	11,138.	11,138.
Vanguard Emerging Markets EFT	20,200.	20,200.
Artisan Mid Cap Fund Class INS	24,899.	24,899.
Diamond Hill Long-Short Fund Class 1	12,314.	12,314.
Harbor Capital Appreciation Fund	41,657.	41,657.
JP Morgan Mid Cap Value Fund CL 1	16,045.	16,045.
Kalmar Growth w Value Small Cap Inst.	11,667.	11,667.
Keeley Small Cap Value Fund CL1	11,751.	11,751.
MFS Value Fund CL1	28,063.	28,063.
Artisan International Fund	28,210.	28,210.
Dodge & Cox International Stock fund	27,917.	27,917.
Oppenheimer Developing Markets Y	20,472.	20,472.
Dodge and Cox Income Fund	42,387.	42,387.
Pimco Total Return Fund	42,447.	42,447.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Continued

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Ridgeworth SEIX High Yield Bond Fund	30,531.	30,531.
T Rowe Price Short Term Bond Fund	30,480.	30,480.
Dreyfus Emerging Markets Debt Local	21,139.	21,139.
Fidelity Advisors Emerging Markets	9,130.	9,130.
Laudus Mondrian International Fixed Income	12,139.	12,139.
Pimco Foreign Bond Fund	12,177.	12,177.
Credit Suisse Commodity Return	24,298.	24,298.
SPDR DJ Wilshire International Real Estate EFT	21,589.	21,589.
Vanguard REIT Viper	20,853.	20,853.
ASG Global Alternatives Fund Class Y	17,607.	17,607.
Dreihaus Active Income Fund	30,509.	30,509.
Eaton Vance Global Macro Absolute Return Fund	6,092.	6,092.
Merger Fund SH Ben Int	17,937.	17,937.
Total	593,648.	593,648.