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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
ASSETS	1 Cash – non-interest-bearing				
	2 Savings and temporary cash investments	5,991,468.	3,468,759.	3,468,759.	
	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)	Stm 6	288.	201.	201.
	7 Other notes and loans receivable (attach sch)				
	Less allowance for doubtful accounts				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U.S. and state government obligations (attach schedule)				
	b Investments – corporate stock (attach schedule) Statement 7		1,951,685.	3,353,061.	3,353,061.
	c Investments – corporate bonds (attach schedule)				
	11 Investments – land, buildings, and equipment, basis				
Less: accumulated depreciation (attach schedule)					
12 Investments – mortgage loans					
13 Investments – other (attach schedule) Statement 8		3,000,400.	4,150,164.	4,150,164.	
14 Land, buildings, and equipment: basis					
Less: accumulated depreciation (attach schedule)					
15 Other assets (describe)		2,000.			
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		10,945,841.	10,972,185.	10,972,185.	
LIABILITIES	17 Accounts payable and accrued expenses				
	18 Grants payable				
	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)		0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input checked="" type="checkbox"/>			
	24 Unrestricted		195,841.	222,185.	
	25 Temporarily restricted				
	26 Permanently restricted		10,750,000.	10,750,000.	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input type="checkbox"/>			
	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)		10,945,841.	10,972,185.	
31 Total liabilities and net assets/fund balances (see instructions)		10,945,841.	10,972,185.		

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	10,945,841.
2 Enter amount from Part I, line 27a	2	-300,754.
3 Other increases not included in line 2 (itemize) ▶ See Statement 9	3	327,098.
4 Add lines 1, 2, and 3	4	10,972,185.
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	10,972,185.

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 Sales of Publicly Traded Securities		P	Various	Various
b Capital Gain Distribution		P	Various	Various
c Asset Disposal		P	Various	Various
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 3,229,990.			3,136,634.	93,356.
b 31,811.				31,811.
c				0.
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a				93,356.
b				31,811.
c				0.
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		2 125,167.
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 0.

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	218,473.	8,091,927.	0.026999
2011	667,121.	1,117,057.	0.597213
2010	249,468.	603,992.	0.413032
2009	11,602.	240,176.	0.048306
2008	19,266.	330,643.	0.058268

2 Total of line 1, column (d)

2 1.143818

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 0.228764

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 10,991,080.

5 Multiply line 4 by line 3

5 2,514,363.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 3,071.

7 Add lines 5 and 6

7 2,517,434.

8 Enter qualifying distributions from Part XII, line 4

8 600,563.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	
Date of ruling or determination letter. (attach copy of letter if necessary – see instrs)	
1 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 6,142.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2 0.
3 Add lines 1 and 2	3 6,142.
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 6,142.
6 Credits/Payments:	
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a 5,354.
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 5,354.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	9 788.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ► 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 <input type="checkbox"/> No <input checked="" type="checkbox"/>
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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	
1 c Did the foundation file Form 1120-POL for this year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
1 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.
1 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	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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 <input type="checkbox"/> No <input checked="" type="checkbox"/>
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
4 b If 'Yes,' has it filed a tax return on Form 990-T for this year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA	
8 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 <input type="checkbox"/> No <input checked="" type="checkbox"/>
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	
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	

Part VII-A Statements Regarding Activities (continued)

11		X
12	See St 10	12 X
13		13 X
Website address ► <u>N/A</u>		
14	Telephone no. ► <u>415-391-1723</u>	
Located at ► <u>1361 S. Winchester Blvd, Ste 210 San Jose CA ZIP + 4 ► 95128</u>		
15	<input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here.	N/A ► <input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> N/A		
16	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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? ► <u>16</u> 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 ►		

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? <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 checked="" type="checkbox"/> Stmt 11 & Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Stmt 13 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)?	1 b <input checked="" type="checkbox"/> X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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? <input type="checkbox"/>	1 c <input checked="" type="checkbox"/> 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)): <input type="checkbox"/>	
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes,' list the years ► <u>20 ___, 20 ___, 20 ___, 20 ___</u>		
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) <input type="checkbox"/>	2 b <input checked="" type="checkbox"/> N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>20 ___, 20 ___, 20 ___, 20 ___</u>	
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) <input type="checkbox"/>	3 b <input checked="" type="checkbox"/> N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4 a <input checked="" type="checkbox"/> 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? <input type="checkbox"/>	4 b <input checked="" type="checkbox"/> X

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

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

 Yes No

(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)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here. ► N/A Yes No

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

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

N/A

7b

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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
See Statement 11		48,750.	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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	<u>N/A</u>	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0

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	6,975,021.
b Average of monthly cash balances	1b	4,183,436.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	11,158,457.
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	11,158,457.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	167,377.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,991,080.
6 Minimum investment return. Enter 5% of line 5	6	549,554.

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	549,554.
2a Tax on investment income for 2013 from Part VI, line 5	2a	6,142.
b Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	6,142.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	543,412.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	543,412.
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	543,412.

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	600,563.
b Program-related investments – total from Part IX-B	1b	
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	600,563.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	600,563.

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				543,412.
2 Undistributed income, if any, as of the end of 2013:			116,930.	
a Enter amount for 2012 only		0.		
b Total for prior years: 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 600,563.			116,930.	
a Applied to 2012, but not more than line 2a				
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				483,633.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount – see instructions				0.
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				59,779.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XIV | Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

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

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

Part XV | Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

Mary L. Bianco

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 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
<i>a Paid during the year</i> See Statement 12				
Total				► 3a 520,000.
<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	8,063.	
4 Dividends and interest from securities			14	210,271.	
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	123,167.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a <u>Refunds/Reimbursements</u>					105.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				341,501.	105.
13 Total. Add line 12, columns (b), (d), and (e)				13	341,606.

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
11a	<u>Refunded and Reimbursed Expenses</u>

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

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)	X	
1 a (2)	X	
1 b (1)	X	
1 b (2)	X	
1 b (3)	X	
1 b (4)	X	
1 b (5)	X	
1 b (6)	X	
1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

Yes No

b If 'Yes,' complete the following schedule

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

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

Under penalties of perjury, I declare that
I have read, understood, and completed the Declaration of pre-
sumptive innocence and the Declaration of innocence.

V. Bias
Signature of officer or trustee

10

1

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

Signature of officer or trustee		Date	Date	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	PTIN
	Carol Duffield		<i>Carol Duffield</i>	Check <input type="checkbox"/> if self-employed
			<i>5/6/14</i>	P01257136
Firm's name	► Fontanello, Duffield & Otake, LLP			Firm's EIN ► 37-1420474
Firm's address	► 44 Montgomery Street, Suite 1305			Phone no (415) 983-0200
	San Francisco, CA 94104			

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Refunds/Reimbursements	\$ 105.		
Total	\$ 105.	\$ 0.	\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit Fees.	\$ 6,700.			\$ 6,700.
Tax Preparation	\$ 3,025.			\$ 3,025.
Total	\$ 9,725.	\$ 0.		\$ 9,725.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	\$ 35,961.	\$ 35,961.		
IT Consulting	\$ 198.			\$ 198.
Total	\$ 36,159.	\$ 35,961.		\$ 198.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	\$ 5,600.			
Foreign Tax Dividends	\$ 236.	\$ 236.		
Total	\$ 5,836.	\$ 236.		\$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bookkeeping Fees . . .	\$ 586.			\$ 586.
Dues & Subscriptions	300.			300.
Filing Fees . . .	235.			235.
Insurance . . .	750.			750.
Miscellaneous Expenses . . .	444.			444.
Office Equipment	1,795.			1,795.
Office Supplies	159.			159.
Other Administrative Expenses	119.			119.
Other Bank Fees	122.			122.
Postage & Delivery	44.			44.
Total	\$ 4,554.	\$ 0.		\$ 4,554.

Statement 6
Form 990-PF, Part II, Line 6
Receivables Due from Officers, Directors, Trustees, and Key Employees

<u>Receivables Reported Separately</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Borrower's Name: Mary Bianco		
Borrower's Title: President		
Purpose of Loan: Reimbursable Expenses		
Original Amount: \$ 288.		
Balance Due:	\$ 201.	\$ 201.
Total	\$ 201.	\$ 201.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
AT&T, 519 Sh	Mkt Val	\$ 18,248.	\$ 18,248.
Abbott Laboratories, 463 Sh	Mkt Val	17,747.	17,747.
American Water Works, 776 Sh	Mkt Val	32,794.	32,794.
Bank Montreal Quebec, 276 Sh	Mkt Val	18,398.	18,398.
Baxter International, 256 Sh	Mkt Val	17,805.	17,805.
CA Inc, 561 Sh	Mkt Val	18,878.	18,878.
CME Group Inc, 336 Sh	Mkt Val	26,363.	26,363.
General Electric Co, 1,614 Sh	Mkt Val	45,240.	45,240.
Glaxosmithkline PLC, 471 Sh	Mkt Val	25,147.	25,147.
Intel Corp, 1,607 Sh	Mkt Val	41,710.	41,710.
International Paper Co, 463 Sh	Mkt Val	22,701.	22,701.
Jonson & Johnson, 300 Sh	Mkt Val	27,477.	27,477.
Kinder Morgan Mgmt LLC, 1,307 Sh	Mkt Val	47,052.	47,052.

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Linnco LLC, 398 Sh	Mkt Val	\$ 12,262.	\$ 12,262.
Maxim Intergrated Prod, 503 Sh	Mkt Val	14,034.	14,034.
Merck & Co, 722 Sh	Mkt Val	36,136.	36,136.
Microchip Technologies Inc, 480 Sh	Mkt Val	21,480.	21,480.
National Grid PLC, 137 Sh	Mkt Val	8,949.	8,949.
Nisource Inc, 1,032 Sh	Mkt Val	33,932.	33,932.
Oneok Inc, 754 Sh	Mkt Val	46,884.	46,884.
Pembina Pipeline Corp, 306 Sh	Mkt Val	10,780.	10,780.
Pfizer Inc, 591 Sh	Mkt Val	18,102.	18,102.
Seadrill Ltd, 633 Sh	Mkt Val	26,004.	26,004.
Spectra Energy Corp, 715 Sh	Mkt Val	25,468.	25,468.
Total SA, 316 Sh	Mkt Val	19,361.	19,361.
Vodafone Group, 1,045 Sh	Mkt Val	41,079.	41,079.
Williams Companies, 984 Sh	Mkt Val	37,953.	37,953.
Digital Realty Trust Inc, 399 Sh	Mkt Val	19,599.	19,599.
HCP Inc, 346 Sh	Mkt Val	12,567.	12,567.
Hospitality Ppty's Trust, 701 Sh	Mkt Val	18,948.	18,948.
Omega Healthcare Invs Inc, 572 Sh	Mkt Val	17,046.	17,046.
Senior Housing Ppty's, 399 Sh	Mkt Val	8,870.	8,870.
Stag Indl Inc, 14,500 Sh	Mkt Val	295,655.	295,655.
Realty Income Corp, 12,837 Sh	Mkt Val	479,205.	479,205.
ADT Corp, 266 Sh	Mkt Val	10,765.	10,765.
American Intl Group Inc, 451 Sh	Mkt Val	23,024.	23,024.
Archer Daniels Midland, 442 Sh	Mkt Val	19,183.	19,183.
AT&T Inc, 522 Sh	Mkt Val	18,354.	18,354.
Bank of New York Mellon, 658 Sh	Mkt Val	22,991.	22,991.
Chevron Corp, 93 Sh	Mkt Val	11,617.	11,617.
Chubb Corp, 131 Sh	Mkt Val	12,659.	12,659.
Covidien PLC, 236 Sh	Mkt Val	16,072.	16,072.
Devon Energy Corp, 281 Sh	Mkt Val	17,385.	17,385.
Gannett Company Inc, 446 Sh	Mkt Val	13,193.	13,193.
General Electric Co, 708 Sh	Mkt Val	19,845.	19,845.
Great Lakes Dredge & Dock, 1,356 Sh	Mkt Val	12,475.	12,475.
Johnson & Johnson, 360 Sh	Mkt Val	32,972.	32,972.
Kroger Co, 532 Sh	Mkt Val	21,029.	21,029.
Merck & Co, 485 Sh	Mkt Val	24,274.	24,274.
Nestle SA, 189 Sh	Mkt Val	13,877.	13,877.
Packaging Corp, 287 Sh	Mkt Val	18,161.	18,161.
Pepsi Co, 244 Sh	Mkt Val	20,237.	20,237.
Procter & Gamble Co, 288 Sh	Mkt Val	23,446.	23,446.
Raytheon Co, 188 Sh	Mkt Val	17,052.	17,052.
Republic Svcs Inc, 454 Sh	Mkt Val	15,073.	15,073.
Suncor Energy Inc, 405 Sh	Mkt Val	14,195.	14,195.
Wal Mart Stores Inc, 279 Sh	Mkt Val	21,955.	21,955.
American Rlty Cap Ppty's, 34,143 Sh	Mkt Val	438,772.	438,772.
Gladstone Coml Corp, 13,256 Sh	Mkt Val	238,210.	238,210.
Lexington Rlty, 24,805 Sh	Mkt Val	253,259.	253,259.
Select Income REIT, 9,084 Sh	Mkt Val	242,907.	242,907.
Corning Inc, 794 Sh	Mkt Val	14,149.	14,149.
Du Pont, 153 Sh	Mkt Val	9,940.	9,940.
Golar Lng Ltd, 302 Sh	Mkt Val	10,960.	10,960.
PNC Financial Svcs, 244 Sh	Mkt Val	18,930.	18,930.
Telephone & Data Sys Inc, 446 Sh	Mkt Val	11,498.	11,498.
Zimmer Hldgs Inc, 180 Sh	Mkt Val	16,774.	16,774.
Johnson Ctls Inc, 275 Sh	Mkt Val	14,108.	14,108.

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
BEC Inc, 188 Sh	Mkt Val	\$ 8,139.	\$ 8,139.
Cisco Systems Inc, 821 Sh	Mkt Val	18,415.	18,415.
EnSCO PLC, 253 Sh	Mkt Val	14,467.	14,467.
Golar Lng Ltd, 229 Sh	Mkt Val	8,310.	8,310.
Kinder Morgan Mgmt LLC, 0.1699 Sh	Mkt Val	13.	13.
Peoples United Finl Inc, 937 Sh	Mkt Val	14,166.	14,166.
Potash Corp, 562 Sh	Mkt Val	18,523.	18,523.
Ventas Inc, 311 Sh	Mkt Val	17,813.	17,813.
	Total	<u>\$ 3,353,061.</u>	<u>\$ 3,353,061.</u>

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Securities</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Doubleline Total Bd Fd, 3,256.113 Sh	Mkt Val	\$ 35,101.	\$ 35,101.
Driehaus Active Income Fd 3,164.614 Sh	Mkt Val	34,083.	34,083.
FPA New Income 2,187.304 Sh	Mkt Val	22,464.	22,464.
Riverpark Short Term Hi, 2,248.710 Sh	Mkt Val	22,487.	22,487.
Templeton Glbl Ttl Return, 2,700.294 Sh	Mkt Val	36,400.	36,400.
Aberdeen Emerging Mkts Fd, 7,970.655 Sh	Mkt Val	115,335.	115,335.
John Hancock Glbl, 3,974.614 Sh	Mkt Val	43,959.	43,959.
IVA International Fund 6,797.79 Sh	Mkt Val	117,262.	117,262.
Aberdeen Emerging Mkts Fd, 17,858.206 Sh	Mkt Val	258,408.	258,408.
Templeton Global Bond Fund 13,628.273 Sh	Mkt Val	179,348.	179,348.
ISHares TR Cohen & Steers, 2,634 Sh	Mkt Val	196,812.	196,812.
ISHares TR Barclays 1-3 Yr Bd, 4,009 Sh	Mkt Val	422,789.	422,789.
SPDR S&P 500, 2,063 Sh	Mkt Val	381,015.	381,015.
Eaton Vance Tax Managed, 1,994 Sh	Mkt Val	24,127.	24,127.
Aberdeen Emerging Mkts Fd, 4,420.78 Sh	Mkt Val	63,969.	63,969.
Edgewood Growth Fd Instit, 6,662.653 Sh	Mkt Val	124,858.	124,858.
Conestoga Sm Cap Fd, 1,686.082 Sh	Mkt Val	61,795.	61,795.
SPDR S&P 500, 1,472 Sh	Mkt Val	271,864.	271,864.
T Rowe Price Summit Muni, 1,990.60 Sh	Mkt Val	22,175.	22,175.
Grandeur Peak Intl, 18,058.314 Sh	Mkt Val	59,051.	59,051.
Vulcan Value Partners Sm, 3,631.414 Sh	Mkt Val	70,813.	70,813.
The Oakmark Intl Fd, 6,173.711 Sh	Mkt Val	162,492.	162,492.
Goodhaven Cap Mgmt, 5,287.968 Sh	Mkt Val	148,433.	148,433.
Thornburg Developing World, 2,326.325 Sh	Mkt Val	44,340.	44,340.
Wisdomtree Japan Hedged, 2,085 Sh	Mkt Val	106,001.	106,001.
Grandeur Peak Intl, 58,873.265 Sh	Mkt Val	192,516.	192,516.
The Oakmark Intl Fd, 21,293.283 Sh	Mkt Val	560,439.	560,439.
Thornburg Developing World, 5,683.338 Sh	Mkt Val	108,324.	108,324.
Wisdomtree Japan Hedged, 5,183 Sh	Mkt Val	263,504.	263,504.
	Total	<u>\$ 4,150,164.</u>	<u>\$ 4,150,164.</u>

Statement 9
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments	\$ 327,098.
Total	\$ <u>327,098.</u>

Statement 10
Form 990-PF, Part VII-A, Line 12
Explanation of Distribution to Donor Advised Fund

During 2013, the Foundation donated \$225,000, \$150,000, \$15,000 for a total of \$390,000 to the Schwab Charitable Fund to facilitate the processing of its smaller discretionary grants.

Statement 11
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contri-bution to EBP & DC	Expense Account/Other
Mary L. Bianco 1361 S. Winchester Blvd San Jose, CA 95128	President 8.00	\$ 35,000.	\$ 0.	\$ 0.
Rob Fletcher 1361 S. Winchester Blvd San Jose, CA 95128	Secretary 2.00	0.	0.	0.
Marc Vogl 1361 S. Winchester Blvd San Jose, CA 95128	Treasurer 2.00	0.	0.	0.
Lisa Deutsch 1361 S. Winchester Blvd San Jose, CA 95128	Trustee 2.00	0.	0.	0.
Claudia Looney 1361 S. Winchester Blvd San Jose, CA 95128	Trustee 2.00	0.	0.	0.
May van Scherrenburg 1361 S. Winchester Blvd San Jose, CA 95128	Secretary 5.00	13,750.	0.	0.
Total		\$ <u>48,750.</u>	\$ <u>0.</u>	\$ <u>0.</u>

Statement 12
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Schwab Charitable Fund 211 Main Street San Francisco, CA 94105	N/A	PC	Discretionary Grants	\$ 225,000.
Schwab Charitable Fund 211 Main Street San Francisco, CA 94105	N/A	PC	Discretionary Grants	150,000.
Community Music Center 544 Capp Street San Francisco, CA 94110	N/A	PC	General Support	20,000.
Yonkers Partners in Education 86 Main Street, #301 Yonkers, NY 10701	N/A	PC	General Support	15,000.
One World Children's Fund 1016 Lincoln Blvd. San Francisco, CA 94129	N/A	PC	General Support	10,000.
Los Angeles Free Clinic 8405 Beverly Blvd. Los Angeles, CA 90048	N/A	PC	General Support	20,000.
Coaching Corps 310 8th Street, #300 Oakland, CA 94607	N/A	PC	General Support	10,000.
Support for Families of Children w/Disab 1663 Mission Street, Ste 700 San Francisco, CA 94103	N/A	PC	General Support	15,000.
Lighthouse for the Blind & Visually Imp 214 Van Ness Avenue San Francisco, CA 94102	N/A	PC	General Support	40,000.
Schwab Charitable Fund 211 Main Street San Francisco, CA 94105	N/A	PC	Discretionary Grants	15,000.

Total \$ 520,000.

Statement 13
Form 990-PF

Part VII-B, Line 1a(4)

Statement Regarding Activities for Which Form 4720 May Be Required

The President, who is a disqualified person under Treasury Regulation Section 53.4941(d)-2(d) (3) in relation to the Foundation, was compensated \$35,000 as Executive Director of the Foundation. Compensation to a disqualified person for services which are necessary to carry out the exempt purpose of the Foundation if not excessive is not self dealing under Regulation 53.4941(d)-3(c).