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Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue ServiceDo 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.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation FREITAS FOUNDATION		A Employer identification number 94-6068174
Number and street (or P.O. box number if mail is not delivered to street address) 19 PALM AVENUE	Room/suite	B Telephone number (415) 453-9433
City or town, state or province, country, and ZIP or foreign postal code SAN RAFAEL, CA 94901		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,514,753.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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	4,350.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	13.	13.		STATEMENT 1
4 Dividends and interest from securities	49,020.	49,020.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	73,426.			
b Gross sales price for all assets on line 6a	852,038.			
7 Capital gain net income (from Part IV, line 2)		73,426.		
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				
12 Total Add lines 1 through 11	126,809.	122,459.		
13 Compensation of officers, directors, trustees, etc	2,100.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes STMT 3	6,530.	553.		5,147.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	500.	0.		500.
22 Printing and publications				
23 Other expenses STMT 4	36,104.	34,184.		1,920.
24 Total operating and administrative expenses Add lines 13 through 23	45,234.	34,737.		7,567.
25 Contributions, gifts, grants paid	423,200.			423,200.
26 Total expenses and disbursements. Add lines 24 and 25	468,434.	34,737.		430,767.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-341,625.			
b Net investment income (if negative, enter -0-)		87,722.		
c Adjusted net income (if negative, enter -0-)			N/A	

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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	278,572.	27,128.	27,128.
	2 Savings and temporary cash investments	114,001.	876,238.	876,238.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	2,217,861.	556,921.	887,345.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	177,846.	986,890.	1,246,643.
	14 Land, buildings, and equipment: basis ▶ STMT 7	477,399.		
	Less: accumulated depreciation ▶	477,399.	477,399.	477,399.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	3,265,679.	2,924,576.	3,514,753.
	17 Accounts payable and accrued expenses		522.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	522.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	3,021,014.	2,915,042.	
	25 Temporarily restricted	244,665.	9,012.	
	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, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	3,265,679.	2,924,054.	
	31 Total liabilities and net assets/fund balances	3,265,679.	2,924,576.	

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	3,265,679.
2 Enter amount from Part I, line 27a	2	-341,625.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,924,054.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,924,054.

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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 MORGAN STANLEY A/C # 528-106987-502 LT SALES	P	VARIOUS	VARIOUS
b MORGAN STANLEY A/C # 528-106987-502 ST SALES	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 73,484.		65,237.	8,247.
b 778,394.		713,375.	65,019.
c 160.			160.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			8,247.
b			65,019.
c			160.
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	73,426.
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

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	107,336.	2,813,992.	.038144
2011	135,311.	2,909,630.	.046505
2010	131,035.	2,878,313.	.045525
2009	102,200.	2,520,524.	.040547
2008	170,552.	3,358,620.	.050780

2 Total of line 1, column (d)	2	.221501
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	.044300
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,009,992.
5 Multiply line 4 by line 3	5	133,343.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	877.
7 Add lines 5 and 6	7	134,220.
8 Enter qualifying distributions from Part XII, line 4	8	430,767.

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)		1	877.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	877.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	877.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	307.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2013 estimated tax payments and 2012 overpayment credited to 2013		6d	
b Exempt foreign organizations - tax withheld at source		7	307.
c Tax paid with application for extension of time to file (Form 8868)		8	5.
d Backup withholding erroneously withheld		9	575.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>			

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
b 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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>N/A</u>	13	X	
14	The books are in care of ► <u>DAVID FREITAS</u> Telephone no. ► <u>(415) 453-9433</u> Located at ► <u>19 PALM DRIVE, SAN RAFAEL, CA</u> ZIP+4 ► <u>94901</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 <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

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

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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 8		2,100.	0.	0.

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

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

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

0

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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	2,082,304.
b	Average of monthly cash balances	1b	884,838.
c	Fair market value of all other assets	1c	88,687.
d	Total (add lines 1a, b, and c)	1d	3,055,829.
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	3,055,829.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,837.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,009,992.
6	Minimum investment return Enter 5% of line 5	6	150,500.

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	150,500.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	877.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	877.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	149,623.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	149,623.
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	149,623.

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	430,767.
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	430,767.
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	877.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	429,890.

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.

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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				149,623.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			140,058.	
b Total for prior years:				
2011 , _____		10,848.		
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: ► \$ 430,767.				
a Applied to 2012, but not more than line 2a			140,058.	
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				149,623.
e Remaining amount distributed out of corpus	141,086.			
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	141,086.			
b Prior years' undistributed income. Subtract line 4b from line 2b		10,848.		
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		10,848.		
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	141,086.			
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	141,086.			

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BEYOND HUNGER PO BOX 151148 SAN RAFAEL, CA 94901	NONE	PUBLIC CHARITY	FREEDOM FROM THE OBSESSION WITH FOOD AND WEIGHT	5,000.
BOLINAS COMMUNITY CENTER P.O. BOX 122 BOLINAS, CA 94924	NONE	PUBLIC CHARITY	COMMUNITY SUPPORT	5,000.
CASA ALLEGRA 35 MITCHELL BLVD STE 8 SAN RAFAEL, CA 94903	NONE	PUBLIC CHARITY	COMMUNITY SUPPORT	10,000.
COMMUNITY INSTITUTE OF PSYCHOTHERAPY 1330 LINCOLN AVE SAN RAFAEL, CA 94901	NONE	PUBLIC CHARITY	MEDICAL HELP FOR THE NEEDY	15,000.
MARIN FOOD BANK 75 DIGITAL DR. NOVATO, CA 94949	NONE	PUBLIC CHARITY	FOOD FOR THE NEEDY	7,500.
Total			SEE CONTINUATION SHEET(S)	423,200.
b Approved for future payment				
NONE				
Total				0.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MARIN WALDORF SCHOOL 755 IDYLBERRY ROAD SAN RAFAEL, CA 94903	NONE	PUBLIC CHARITY	EDUCATION PROGRAMS	3,000.
NORTHGATE ATHLETIC BOOSTERS 425 CASTLE ROCK ROAD WALNUT CREEK, CA 94598	NONE	PUBLIC CHARITY	EDUCATION PROGRAMS	5,000.
SAN GERONIMO VALLEY COMMUNITY CENTER PO BOX 996 WOODACRE, CA 94901	NONE	PUBLIC CHARITY	COMMUNITY GYM FOR CHILDREN	7,500.
ST. MARY'S COLLEGE 1928 SAINT MARY'S ROAD MORAGA, CA 94556	NONE	PUBLIC CHARITY	EDUCATION PROGRAMS	2,000.
ST. PHILIP'S FOOD 5038 HYLAND AVE SAN JOSE, CA 95127	NONE	PUBLIC CHARITY	COMMUNITY SUPPORT	15,000.
ST. RAPHAEL'S CHURCH 1100 FIFTH AVE SAN RAFAEL, CA 94901	NONE	PUBLIC CHARITY	COMMUNITY SUPPORT	1,200.
ST. RAPHAEL'S SCHOOL 1100 FIFTH AVE SAN RAFAEL, CA 94901	NONE	PUBLIC CHARITY	EDUCATION PROGRAMS	314,000.
USF LAW SCHOOL 2130 FULTON ST SAN FRANCISCO, CA 94117	NONE	PUBLIC CHARITY	EDUCATION PROGRAMS	5,000.
WEST MARIN COMMUNITY SERVICES 555 NORTHGATE DRIVE SAN RAFAEL, CA 94903	NONE	PUBLIC CHARITY	COMMUNITY SUPPORT	15,000.
MARIN LITERACY PROGRAM P.O. BOX 151080 SAN RAFAEL, CA 94915	NONE	PUBLIC CHARITY	EDUCATION PROGRAM	1,500.
Total from continuation sheets				380,700.

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Morgan Stanley

Corporate Tax Statement Tax Year 2013

FREITAS FOUNDATION
DAVID P FREITAS
19 PALM AVENUE
SAN RAFAEL CA 94901-2221

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004

Identification Number: 26-4310632

Taxpayer ID Number: 94-6088174

Account Number: 528 106987 502

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
FINISH LINE INC CL A	28.000	12/12/12	03/05/13	\$505.94	\$527.09	\$0.00	(\$21.15)	\$0.00
	1,535.000	12/12/12	03/25/13	\$27,400.51	\$28,895.61	\$0.00	(\$1,495.10)	\$0.00
	1,563.000			\$27,906.45	\$29,422.70	\$0.00	(\$1,516.25)	\$0.00
Securities Subtotal				\$27,906.45	\$29,422.70	\$0.00	(\$1,516.25)	\$0.00
Total Short Term Covered Securities								

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities * (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 9849 Part I with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1c)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
EATON CORP PLC SHS		CUSIP: G29183103	Symbol (Box 1d): ETN					
	251.000	12/03/12	03/05/13	\$15,788.59	\$12,965.41	\$0.00	\$2,803.18	\$0.00
	444.000	12/03/12	08/13/13	\$29,683.50	\$22,735.94	\$0.00	\$6,947.56	\$0.00
Security Subtotal	695.000			\$45,472.09	\$35,701.35	\$0.00	\$9,770.74	\$0.00
TELEFONICA SA ADR		CUSIP: 879362208	Symbol (Box 1d): TEF					
	9.000	05/17/12	03/05/13	\$125.27	\$112.50	\$0.00	\$12.77	\$0.00
Total Short Term Noncovered Securities				\$45,577.36	\$35,813.85	\$0.00	\$9,763.51	\$0.00
Total Short Term Covered and Noncovered Securities				\$73,483.81	\$65,236.55	\$0.00	\$8,247.26	\$0.00

Morgan Stanley

Corporate Tax Statement Tax Year 2013

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities * (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 9949 Part II with box E checked.)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AMERICAN EXPRESS CO	CUSIP: 025816109	Symbol (Box 1d): AXP						
	302.000	01/10/11	03/05/13	\$19,374.34	\$13,435.10	\$0.00	\$5,939.24	\$0.00
APPLE INC	CUSIP: 037833100	Symbol (Box 1d): AAPL						
	18.000	02/02/10	03/05/13	\$7,757.46	\$3,523.18	\$0.00	\$4,234.28	\$0.00
AT&T INC	CUSIP: 00206R102	Symbol (Box 1d): T						
	319.000	11/23/10	03/05/13	\$11,883.81	\$8,933.25	\$0.00	\$2,730.56	\$0.00
AVNET INC	CUSIP: 053807103	Symbol (Box 1d): AVT						
	207.000	04/04/11	03/05/13	\$7,189.77	\$6,931.89	\$0.00	\$257.88	\$0.00
BANK OF AMERICA CORP	CUSIP: 060505104	Symbol (Box 1d): BAC						
	2,368.000	11/18/10	03/05/13	\$27,557.72	\$27,737.44	\$0.00	(\$179.72)	\$0.00
CELGENE CORP	CUSIP: 151020104	Symbol (Box 1d): CELG						
	225.000	03/31/10	03/05/13	\$24,188.95	\$14,044.50	\$0.00	\$10,142.45	\$0.00
CENTURYLINK INC	CUSIP: 156700106	Symbol (Box 1d): CTL						
	89.000	04/29/11	03/05/13	\$3,156.75	\$3,636.24	\$0.00	(\$479.49)	\$0.00
CHEVRON CORP	CUSIP: 166784100	Symbol (Box 1d): CVX						
	102.000	11/23/10	03/05/13	\$12,046.44	\$8,310.94	\$0.00	\$3,735.50	\$0.00
CONS DISCRET SEL SECT SPDR FD	CUSIP: 81369Y407	Symbol (Box 1d): XLY						
	773.000	11/23/10	03/05/13	\$40,113.24	\$27,751.40	\$0.00	\$12,361.84	\$0.00
CONS STAPLES SEL SECT SPDR FD	CUSIP: 81369Y308	Symbol (Box 1d): XLP						
	1,346.000	04/29/11	03/05/13	\$51,987.50	\$42,422.56	\$0.00	\$9,574.94	\$0.00

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Morgan Stanley

Corporate Tax Statement Tax Year 2013

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities * (Consider Box 8a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 9949 Part II with box E checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE OF SALE (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2e)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CSX CORP	CUSIP: 126408103	Symbol (Box 1d): CSX						
	510.000	01/29/11	03/05/13	\$12,036.75	\$11,877.83	\$0.00	\$158.92	\$0.00
CVS CAREMARK CORP	CUSIP: 126650100	Symbol (Box 1d): CVS						
	289.000	11/23/10	03/05/13	\$15,052.08	\$9,862.88	\$0.00	\$6,189.20	\$0.00
DOW CHEMICAL CO	CUSIP: 260543103	Symbol (Box 1d): DOW						
	200.000	08/23/11	03/05/13	\$9,484.51	\$5,145.92	\$0.00	\$1,338.59	\$0.00
ENERGY SEL SECT SPDR FD	CUSIP: 81369Y506	Symbol (Box 1d): XLE						
	151.000	11/23/10	03/05/13	\$11,618.85	\$9,346.48	\$0.00	\$2,472.37	\$0.00
FEDEX CORP	CUSIP: 31429X106	Symbol (Box 1d): FDX						
	117.000	01/29/11	03/05/13	\$12,688.36	\$10,794.77	\$0.00	\$1,953.59	\$0.00
GOLDMAN SACHS GRP INC	CUSIP: 38141G104	Symbol (Box 1d): GS						
	160.000	04/16/10	03/05/13	\$24,733.86	\$26,614.40	\$0.00	(\$1,880.54)	\$0.00
HEALTH CARE SEL SECT SPDR FD	CUSIP: 81369Y209	Symbol (Box 1d): XLV						
	399.000	11/23/10	03/05/13	\$17,720.99	\$12,243.03	\$0.00	\$5,477.96	\$0.00
HOME DEPOT INC	CUSIP: 437076102	Symbol (Box 1d): HD						
	378.000	11/23/10	03/05/13	\$26,540.03	\$11,698.72	\$0.00	\$14,841.31	\$0.00
HONEYWELL INTERNATIONAL INC	CUSIP: 438516106	Symbol (Box 1d): HON						
	16.000	04/09/08	03/05/13	\$1,129.78	\$943.33	\$0.00	\$186.45	\$0.00
	194.000	07/21/08	03/05/13	\$13,688.61	\$9,792.73	\$0.00	\$3,895.88	\$0.00
Security Subtotal	210.000			\$14,828.39	\$10,736.06	\$0.00	\$4,092.33	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities * (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
INDUSTRIAL SEL SEC SPDR FD	286,000	CUSIP: 81369Y704	Symbol (Box 1d): XLI	\$11,657.95	\$9,215.21	\$0.00	\$2,642.74	\$0.00
INTL BUSINESS MACHINES CORP	51,000	CUSIP: 459200101	Symbol (Box 1d): IBM	\$10,572.06	\$6,377.35	\$0.00	\$4,194.71	\$0.00
ISHARES MSCI EAFE FUND	569,000	CUSIP: 464287465	Symbol (Box 1d): EFA	\$33,538.67	\$28,183.94	\$0.00	\$5,354.73	\$0.00
	388,000	12/30/11	03/05/13	\$23,459.38	\$18,713.90	\$0.00	\$3,745.48	\$0.00
Security Subtotal	967,000			\$56,998.05	\$47,897.84	\$0.00	\$9,100.21	\$0.00
ISHARES MSCI EMERGING MKTS FD	152,000	CUSIP: 464287234	Symbol (Box 1d): EEM	\$6,612.20	\$5,799.18	\$0.00	\$823.02	\$0.00
	154,000	12/30/11	03/05/13	\$6,689.20	\$5,885.35	\$0.00	\$803.85	\$0.00
Security Subtotal	306,000			\$13,311.40	\$11,684.53	\$0.00	\$1,626.87	\$0.00
ISHARES NASDAQ BIOTECH FUND	94,000	CUSIP: 464287556	Symbol (Box 1d): IBB	\$14,382.87	\$8,288.17	\$0.00	\$6,074.70	\$0.00
JPMORGAN CHASE & CO	474,000	CUSIP: 46825H100	Symbol (Box 1d): JPM	\$23,657.90	\$17,933.93	\$0.00	\$5,723.97	\$0.00
MACY'S INC	142,000	CUSIP: 55618P104	Symbol (Box 1d): M	\$5,931.92	\$3,676.10	\$0.00	\$2,255.82	\$0.00
	157,000	04/29/11	03/05/13	\$6,558.63	\$3,752.05	\$0.00	\$2,806.48	\$0.00
Security Subtotal	298,000			\$12,490.45	\$7,428.15	\$0.00	\$5,062.30	\$0.00
MARATHON OIL CO	197,000	CUSIP: 565849106	Symbol (Box 1d): MRO	\$6,430.38	\$6,449.09	\$0.00	(\$18.71)	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor

FREITAS FOUNDATION
DAVID P FREITAS
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities * (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 9549 Part II with box E checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE OF SALE (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
MARATHON PETROLEUM CORP	CUSIP: 56555A102	Symbol (Box 1d): MPC						
	258,000	02/28/08	03/05/13	\$22,692.29	\$11,426.55	\$0.00	\$11,265.74	\$0.00
MATERIALS SEL SECT SPDR FD	CUSIP: 81369Y100	Symbol (Box 1d): XLB						
	438,000	11/23/10	03/05/13	\$17,109.86	\$15,222.56	\$0.00	\$1,887.30	\$0.00
MORGAN STANLEY	CUSIP: 617446448	Symbol (Box 1d): MS						
	300,000	11/30/06	03/05/13	\$8,872.88	\$19,116.77	\$0.00	(\$12,245.89)	\$0.00
	1,000,000	11/30/06	03/05/13	\$22,809.58	\$84,223.37	\$0.00	(\$41,313.79)	\$0.00
	700,000	01/10/07	03/05/13	\$16,036.71	\$47,155.59	\$0.00	(\$31,118.88)	\$0.00
	500,000	05/31/07	03/05/13	\$11,454.79	\$35,779.86	\$0.00	(\$24,325.07)	\$0.00
Security Subtotal	2,500,000			\$57,273.96	\$188,277.59	\$0.00	(\$109,003.63)	\$0.00
MYLAN INC	CUSIP: 626530107	Symbol (Box 1d): MYL						
	1,367,000	08/29/10	02/28/13	\$41,253.35	\$26,071.43	\$0.00	\$15,181.92	\$0.00
	100,000	08/24/11	02/28/13	\$3,017.80	\$2,285.30	\$0.00	\$732.50	\$0.00
Security Subtotal	1,467,000			\$44,271.15	\$28,356.73	\$0.00	\$15,914.42	\$0.00
NATIONAL OILWELL VARCO INC	CUSIP: 637071101	Symbol (Box 1d): NOV						
	2,000	08/03/08	03/05/13	\$134.59	\$125.43	\$0.00	\$9.16	\$0.00
OCCIDENTAL PETROLEUM CORP DE	CUSIP: 674599105	Symbol (Box 1d): OXY						
	9,000	11/23/10	03/05/13	\$744.10	\$786.44	\$0.00	(\$42.34)	\$0.00
PARKER HANNIFIN CORP	CUSIP: 701084104	Symbol (Box 1d): PH						
	107,000	04/29/11	03/05/13	\$10,313.49	\$10,108.08	\$0.00	\$205.41	\$0.00
	229,000	04/29/11	08/13/13	\$24,267.19	\$21,633.17	\$0.00	\$2,634.02	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2013

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities * (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8948 Part II with box E checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PARKER HANFIFIN CORP	11,000	05/10/11	08/13/13	\$1,165.67	\$987.47	\$0.00	\$178.20	\$0.00
Security Subtotal	58,000	06/24/11	08/13/13	\$6,146.28	\$4,858.87	\$0.00	\$1,187.41	\$0.00
STATE STREET CORP	405,000			\$41,892.63	\$37,687.59	\$0.00	\$4,205.04	\$0.00
		CUSIP: 857477103	Symbol (Box 1d): STT					
	527,000	11/23/10	03/05/13	\$30,430.45	\$22,214.89	\$0.00	\$8,215.56	\$0.00
THE FINANCIAL SEL SECT SPDR FD		CUSIP: 81369Y605	Symbol (Box 1d): XLF					
	1,177,000	11/23/10	03/05/13	\$21,214.36	\$17,017.18	\$0.00	\$4,197.18	\$0.00
THE TECHNOLOGY SEL SEC SPDR FD		CUSIP: 81369Y803	Symbol (Box 1d): XLK					
	75,000	04/29/11	03/05/13	\$2,282.69	\$2,003.06	\$0.00	\$259.63	\$0.00
UNION PACIFIC CORP		CUSIP: 907818108	Symbol (Box 1d): UNP					
	108,000	09/19/11	03/05/13	\$15,062.42	\$9,645.26	\$0.00	\$5,417.16	\$0.00
UTILITIES SEL SECT SPDR FUND		CUSIP: 81369Y886	Symbol (Box 1d): XLU					
	535,000	04/29/11	03/05/13	\$20,400.05	\$17,701.33	\$0.00	\$2,698.72	\$0.00

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Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities * (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 9849 Part II with box E checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY ACQUIRED (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1g)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 6)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VERIZON COMMUNICATIONS	175,000	11/23/10	03/05/13	\$8,278.19	\$5,679.07	\$0.00	\$2,597.12	\$0.00
CUSIP: 92343V104 Symbol (Box 1d): VZ								
Total Long Term Noncovered Securities				\$778,393.60	\$713,374.54	\$0.00	\$65,019.06	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$851,877.41	\$778,511.09	\$0.00	\$73,266.32	\$0.00
Form 1099-B Total Reportable Amounts								
Total Sales Price (Box 2a)				\$851,877.41				
Total Cost or Other Basis (Box 3)					\$29,422.70			
Total Wash Sale Loss Disallowed (Box 6)						\$0.00		
Total Fed Tax Withheld (Box 4)								\$0.00

* Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

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
WELLS FARGO BANK	13.	13.	
TOTAL TO PART I, LINE 3	13.	13.	

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
MORGAN STANLEY A/C # 528-106987-502	49,020.	0.	49,020.	49,020.	
MORGAN STANLEY A/C # 528-106987-502	160.	160.	0.	0.	
TO PART I, LINE 4	49,180.	160.	49,020.	49,020.	

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	553.	553.		0.
CALIFORNIA FTB	10.	0.		10.
FEDERAL EXCISE TAX	830.	0.		0.
PROPERTY TAX	4,923.	0.		4,923.
PAYROLL TAX	214.	0.		214.
TO FORM 990-PF, PG 1, LN 18	6,530.	553.		5,147.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK/INVESTMENT FEES	34,184.	34,184.		0.
SALARY	1,920.	0.		1,920.
TO FORM 990-PF, PG 1, LN 23	36,104.	34,184.		1,920.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY - 106987	556,921.	887,345.
TOTAL TO FORM 990-PF, PART II, LINE 10B	556,921.	887,345.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HENNESSY MICRO CAP GROWTH FUND LLC	COST	0.	0.
MORGAN STANLEY - 106987	COST	986,890.	1,246,643.
TOTAL TO FORM 990-PF, PART II, LINE 13		986,890.	1,246,643.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	7
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND	477,399.	0.	477,399.
TOTAL TO FM 990-PF, PART II, LN 14	477,399.	0.	477,399.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 8
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH G WRIGHT 19 PALM AVENUE SAN RAFAEL, CA 94901	BOARD MEMBER 4.00	1,700.	0.	0.
DAVID P. FREITAS 19 PALM AVENUE SAN RAFAEL, CA 94901	PRESIDENT 5.00	100.	0.	0.
NANCY FREITAS LAMBERT 19 PALM AVENUE SAN RAFAEL, CA 94901	BOARD MEMBER 1.00	100.	0.	0.
REV RAY G DECKER 19 PALM AVENUE SAN RAFAEL, CA 94901	BOARD MEMBER 1.00	100.	0.	0.
MEGAN FREITAS NEALE 19 PALM AVENUE SAN RAFAEL, CA 94901	SECRETARY/TREASURER 3.00	100.	0.	0.
DIANE FREITAS PHILLIPS 19 PALM AVENUE SAN RAFAEL, CA 94901	BOARD MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		2,100.	0.	0.

