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Return of Private Foundation

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

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation		A Employer identification number		
THE WILLIAM G. IRWIN CHARITY FOUNDATION		94-6069873		
Number and street (or P O box number if mail is not delivered to street address)		Room/suite		
235 MONTGOMERY STREET		711		
City or town, state or province, country, and ZIP or foreign postal code				
SAN FRANCISCO, CA 94104-2910				
G Check all that apply:		<input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		
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		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
► \$ 109,211,032.		<i>(Part I, column (d) must be on cash basis)</i>		
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
1 Contributions, gifts, grants, etc., received				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		125.	125.	STATEMENT 1
4 Dividends and interest from securities		3,446,712.	3,354,862.	STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10		982,234.		
b Gross sales price for all assets on line 6a		16,487,550.		
7 Capital gain net income (from Part IV, line 2)			982,234.	
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		4,429,071.	4,337,221.	
13 Compensation of officers, directors, trustees, etc		154,700.	61,880.	92,820.
14 Other employee salaries and wages		51,704.	20,682.	31,022.
15 Pension plans, employee benefits		41,412.	16,565.	24,847.
16a Legal fees		STMT 3	12,489.	4,308.
b Accounting fees		STMT 4	34,935.	13,974.
c Other professional fees		STMT 5	235,878.	235,878.
17 Interest				
18 Taxes		STMT 6	96,063.	62,380.
19 Depreciation and depletion				RECEIVED
20 Occupancy			50,043.	20,017.
21 Travel, conferences, and meetings				30,026.
22 Printing and publications				
23 Other expenses		STMT 7	135,104.	97,589.
24 Total operating and administrative expenses. Add lines 13 through 23			812,328.	533,273.
25 Contributions, gifts, grants paid			4,589,471.	4,589,471.
26 Total expenses and disbursements. Add lines 24 and 25			5,401,799.	533,273.
27 Subtract line 26 from line 12:			<972,728.>	
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)			3,803,948.	
c Adjusted net income (if negative, enter -0-)				N/A

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
1	Cash - non-interest-bearing		27,682.	35,313.
2	Savings and temporary cash investments		2,484,030.	2,957,512.
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	STMT 8	10,097,329.	12,642,904.
b	Investments - corporate stock	STMT 9	37,724,881.	41,876,723.
c	Investments - corporate bonds	STMT 10	35,516,086.	26,463,635.
11	Investments - land, buildings, and equipment basis ►	13,978.		
	Less accumulated depreciation ►		13,978.	13,978.
12	Investments - mortgage loans			
13	Investments - other	STMT 11	0.	923,753.
14	Land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ► PURCHASED INTEREST)		35,840.	13,280.
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		85,899,826.	84,927,098.
17	Accounts payable and accrued expenses			
18	Grants payable			
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.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	85,899,826.	84,927,098.
	25	Temporarily restricted		
	26	Permanently restricted		
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances		85,899,826.	84,927,098.
31	Total liabilities and net assets/fund balances		85,899,826.	84,927,098.

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	85,899,826.
2	Enter amount from Part I, line 27a	2	<972,728.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	84,927,098.
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	84,927,098.

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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					
b	SEE ATTACHED STATEMENT				
c					
d					
e	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	16,487,550.		15,505,316.	982,234.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				982,234.	
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	982,234.
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	4,853,823.	97,365,512.	.049852
2011	4,822,001.	98,528,177.	.048940
2010	4,114,881.	95,768,407.	.042967
2009	3,010,942.	86,385,697.	.034855
2008	5,777,761.	97,892,020.	.059022

2 Total of line 1, column (d)

2 .235636

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 .047127

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

4 103,593,379.

5 Multiply line 4 by line 3

5 4,882,045.

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

6 38,039.

7 Add lines 5 and 6

7 4,920,084.

8 Enter qualifying distributions from Part XII, line 4

8 4,842,926.

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.	(attach copy of letter if necessary-see instructions)	1	76,079.
Date of ruling or determination letter:				
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			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.	
3	Add lines 1 and 2	3	76,079.	
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	76,079.	
6 Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	61,259.	
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	61,259.	
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	14,820.	
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 ►	11	Refunded	

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	X	
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>DIANNA DEELEY</u> Telephone no. ► <u>(415) 362-6954</u>	
Located at ► <u>235 MONTGOMERY ST., SUITE 711, SAN FRANCISCO, CA</u> ZIP+4 ► <u>94104</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 ► <u>15</u> <u>N/A</u>	
16	Yes	No
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 ►		

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

	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 ►		
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?		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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

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

If "Yes" to 6b, file Form 8870

6b

X

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		154,700.	15,450.	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
LAUREL BEYL - 235 MONTGOMERY ST., STE 711, SAN FRANCISCO, CA	OFFICE ASSISTANT 40.00	51,704.	0.	0.

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

>

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
RAND & ASSOCIATES LLC - 650 CALIFORNIA		
STREET, 24TH FLOOR, SAN FRANCISCO, CA 94108	INVESTMENT COUNSEL	235,878.
WELLS FARGO - 464 CALIFORNIA STREET, SAN		
FRANCISCO, CA 94104	ASSET CUSTODIAN	81,780.

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

0

Part IX-A Summary of Direct Charitable Activities

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

Number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	
1	N/A
2	
3	
4	

Part IX-B | Summary of Program-Related Investments

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

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.

Total. Add lines 1 through 3 ► 0.

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	105,137,898.
b	Average of monthly cash balances	1b	33,045.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	105,170,943.
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	105,170,943.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,577,564.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	103,593,379.
6	Minimum investment return Enter 5% of line 5	6	5,179,669.

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	5,179,669.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	76,079.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	76,079.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,103,590.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,103,590.
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	5,103,590.

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	4,842,926.
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	4,842,926.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,842,926.

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				5,103,590.
2 Undistributed income, if any, as of the end of 2013			4,464,224.	
a Enter amount for 2012 only		0.		
b Total for prior years: , ,	0.			
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 4,842,926.			4,464,224.	
a Applied to 2012, but not more than line 2a			4,464,224.	
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			378,702.	
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				4,724,888.
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	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

- (1) Value of all assets
- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
- (3) Largest amount of support from an exempt organization
- (4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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 address of the person to whom applications should be addressed:

SEE STATEMENT 16

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

SEE STATEMENT 16

6. Any submission deadlines:

EE STATEMENT 16

Any restrictions or limitations on the use of the software.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 17				4,589,471.
Total			► 3a	4,589,471.
<i>b Approved for future payment</i>				
SEE STATEMENT 18				2,678,000.
Total			► 3b	2,678,000.

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
	(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					
4 Dividends and interest from securities			14	125.	
5 Net rental income or (loss) from real estate:			14	3,446,712.	
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	982,234.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		4,429,071.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	4,429,071.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

THE WILLIAM G. IRWIN CHARITY FOUNDATION

94-6069873

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
SUNDRY INTEREST	125.	125.	
TOTAL TO PART I, LINE 3	125.	125.	

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
2013 INTEREST REPORTED IN 2012	487.	0.	487.	487.	
2014 INTEREST REPORTED IN 2013	<411.00>	0.	<411.00>	<411.00>	
BOND ACCRETION	<40,786.00>	0.	<40,786.00>	<40,786.00>	
WELLS FARGO BANK	3,487,422.	0.	3,487,422.	3,395,572.	
TO PART I, LINE 4	3,446,712.	0.	3,446,712.	3,354,862.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	12,489.	4,308.		8,181.
TO FM 990-PF, PG 1, LN 16A	12,489.	4,308.		8,181.

THE WILLIAM G. IRWIN CHARITY FOUNDATION

94-6069873

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	34,935.	13,974.		20,961.
TO FORM 990-PF, PG 1, LN 16B	34,935.	13,974.		20,961.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	235,878.	235,878.		0.
TO FORM 990-PF, PG 1, LN 16C	235,878.	235,878.		0.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	13,472.	5,389.		8,083.
FEDERAL EXCISE TAX	25,600.	0.		0.
TAX WITHHELD ON FOREIGN INCOME	56,991.	56,991.		0.
TO FORM 990-PF, PG 1, LN 18	96,063.	62,380.		8,083.

THE WILLIAM G. IRWIN CHARITY FOUNDATION

94-6069873

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MAINTENANCE - PAUL I. FAGAN				
MEMORIAL PARK	3,850.	0.		3,850.
SUBSCRIPTIONS & MEMBERSHIP	12,393.	589.		11,804.
TELEPHONE	2,884.	1,154.		1,730.
INSURANCE	17,017.	6,807.		10,210.
STATIONERY & SUPPLIES	1,584.	634.		950.
EQUIPMENT & REPAIR SERVICES	13,749.	5,500.		8,249.
POSTAGE	569.	228.		341.
WATER SERVICE	275.	110.		165.
WELLS FARGO BANK FEES	81,780.	81,780.		0.
MISCELLANEOUS	360.	144.		216.
POOLED INVESTMENT EXPENSES	343.	343.		0.
CANON ADR FEES	300.	300.		0.
TO FORM 990-PF, PG 1, LN 23	135,104.	97,589.		37,515.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 12	X		6,862,995.	6,350,491.
SEE STATEMENT 12		X	5,779,909.	5,577,466.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,862,995.	6,350,491.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			5,779,909.	5,577,466.
TOTAL TO FORM 990-PF, PART II, LINE 10A			12,642,904.	11,927,957.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 13	41,876,723.	67,044,124.
TOTAL TO FORM 990-PF, PART II, LINE 10B	41,876,723.	67,044,124.

THE WILLIAM G. IRWIN CHARITY FOUNDATION

94-6069873

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET
		VALUE
SEE STATEMENT 14	26,463,635.	26,285,618.
TOTAL TO FORM 990-PF, PART II, LINE 10C	26,463,635.	26,285,618.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET
			VALUE
25,000 SHS. REALTY INCOME CORP.	COST	923,753.	933,250.
TOTAL TO FORM 990-PF, PART II, LINE 13		923,753.	933,250.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE	
			BEN PLAN	EXPENSE
WILLIAM LEE OLDS, JR. 235 MONTGOMERY ST., STE 711 SAN FRANCISCO, CA 94104-2996	PRESIDENT 12.50	0.	0.	0.
JANE OLDS BOGART 235 MONTGOMERY ST., STE 711 SAN FRANCISCO, CA 94104-2996	VICE PRESIDENT & TRUSTEE 12.50	0.	0.	0.
WILLIAM L. OLDS III 235 MONTGOMERY ST., STE 711 SAN FRANCISCO, CA 94104-2996	TRUSTEE 12.50	0.	0.	0.
ANTHONY O. ZANZE 235 MONTGOMERY ST., STE 711 SAN FRANCISCO, CA 94104-2996	TRUSTEE 12.50	0.	0.	0.
JAMES F. ZANZE 235 MONTGOMERY ST., STE 711 SAN FRANCISCO, CA 94104-2996	TRUSTEE 12.50	0.	0.	0.

THE WILLIAM G. IRWIN CHARITY FOUNDATION

94-6069873

DIANNA M. DEELEY
235 MONTGOMERY ST., STE 711
SAN FRANCISCO, CA 94104-2996

SECRETARY/GRANTS ADMIN. & OFFICE MNGR.
40.00 154,700. 15,450. 0.

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

154,700. 15,450. 0.

Name, Interest Rate & Year of Maturity	Beginning of Year		End of Year		Market Value	Unrealized Gain/Loss
	Face Value	Cost	Face Value	Cost		
FD HOME LN MTG CORP 5.625% 11/23/35	500,000	569,880	500,000	569,880	528,575	(41,305)
FED FARM CREDIT BK 1.690% 8/28/19	500,000	499,875	500,000	499,875	479,725	(20,150)
FED FARM CREDIT BK 1.890% 8/20/20	-	-	500,000	495,000	473,025	(21,975)
FED FARM CREDIT BK 2.390% 3/6/2023	-	-	500,000	499,750	451,485	(48,295)
FED FARM CREDIT BK 2.940% 11/05/26	500,000	501,250	500,000	501,250	450,865	(50,385)
FED HOME LN BK 1.875% 10/02/20	500,000	499,900	454,545	454,455	429,968	(24,486)
FED HOME LN BK 2.250% 10/11/22	500,000	499,875	500,000	499,875	455,560	(44,315)
FED HOME LN BK 3.000% 11/08/27	500,000	499,875	500,000	499,875	435,870	(64,005)
FED HOME LN BK 4.145% 12/16/30	500,000	519,435	500,000	519,435	479,540	(39,895)
Fed Home Ln Mtg Corp 1.850% 7/24/20	500,000	505,055	500,000	505,055	469,570	(35,485)
FED NATL MTG ASSN 2.000% 7/16/21	500,000	499,775	500,000	499,775	463,595	(36,180)
FED NATL MTG ASSN 2.050% 9/12/2018	-	-	500,000	501,640	500,315	(1,325)
FED NATL MTG ASSN 2.750% 10/29/27	500,000	497,800	500,000	497,800	415,995	(81,805)
VR FED NATL MTG ASSN 1.250% 5/24/27	500,000	499,875	-	-	0	-
US Government Obligations	5,500,000	5,592,595	6,454,545	6,543,665	6,034,088	(509,576)
Federal Nat'l Mortgage Assn. 6.0% - 16	18,430	18,408	9,780	9,769	10,096	327
Federal Nat'l Mortgage Assn. 7.5% - 26	51,604	51,339	49,453	49,198	52,950	3,751
Federal Nat'l Mortgage Assn. 7.0% - 31	6,102	6,171	4,743	4,797	5,363	566
Government Nat'l Mtg Assn. 9.5% - 19	1,199	1,214	223	225	223	(2)
Impac Sec'd Assets Corp. Var.% - 32	342,447	341,887	255,759	255,341	247,772	(7,629)
Mortgage-Backed Obligations	419,782	419,019	319,958	319,330	316,403	(2,987)
Total U.S. Government Obligations	5,919,782	6,011,614	6,774,504	6,862,995	6,350,491	(512,563)
COWLITZ CNTY WASH PU 5.000% 9/1/17	610,000	658,201	610,000	645,519	671,085	25,566
DAYTON OH 6.200% 12/01/2024	500,000	552,735	500,000	552,735	556,935	4,200
GRANT CNTY VA PUBLIC UTIL DIST	-	-	250,000	251,328	248,963	(2,365)
HARRIS CNTY TX 4.000% 10/01/2019	-	-	300,000	342,900	321,870	(21,030)
IPS MULTI-SCH BLDG CORP 4.170% 01/15/2018	500,000	553,805	500,000	553,805	520,275	(33,530)
KENTUCKY ST ASSET/LI 3.928% 4/01/16	300,000	326,877	300,000	326,877	316,734	(10,143)
MICHENRY CNTY IL CMNT 4.160% 2/01/18	500,000	565,000	500,000	565,000	523,720	(41,280)
MILLBRAE CA SCH DIST 5.400% 7/01/2020	-	-	500,000	585,885	537,940	(47,945)
Mt DIABLO CALIF UNI SCH DIST 4.348% 3/01/2018	-	-	500,000	545,940	526,635	(19,305)
OCEANSIDE CA UNIF SC 4.500% 5/01/16	350,000	386,365	350,000	386,365	372,459	(13,906)
PUERTO RICO COMWLTH 5.000% 12/1/13	525,000	538,741	-	-	0	-
SAN MATEO CA UNION HIGH SCH DI 2.720% 9/91/2021	-	-	500,000	519,565	468,495	(51,070)
STRATFORD CN 2.305% 8/1/15	500,000	503,990	500,000	503,990	512,355	8,365
Total State and Muni Government Obligations	3,785,000	4,085,715	5,310,000	5,779,909	5,577,465	(202,443)
Total to Form 990-PF, Part II, Line 10A	9,704,782	10,097,329	12,084,504	12,642,904	11,927,957	(715,006)

Security	Beginning of Year			End of Year			Market Value	Unrealized Gain/Loss
	Shares	Cost Basis	Shares	Cost Basis	Market Value			
3M COMPANY	15,000	1,104,510	10,000	736,340	1,402,500	666,160		
ABBOTT LABS	25,000	1,199,951	25,000	575,678	958,250	382,572		
ABBVIE INC	-	-	25,000	624,274	1,320,250	695,976		
AIR PRODUCTS AND CHEMICALS	12,000	715,438	12,000	715,438	1,341,360	625,922		
ALERIAN MLP ETF	62,500	979,375	62,500	947,725	1,111,875	164,150		
AMERICAN EXPRESS CO	30,000	889,686	20,000	593,124	1,814,600	1,221,476		
APPLE INC	-	-	2,500	1,141,758	1,402,550	260,792		
AT&T INC	30,000	937,476	30,000	937,476	1,054,800	117,324		
BANK OF AMERICA CORP	62,000	1,285,885	62,000	1,285,885	965,340	(320,545)		
BCE INC	25,000	1,028,150	25,000	1,028,150	1,082,250	54,100		
BED, BATH & BEYOND, INC.	20,000	750,800	20,000	750,800	1,606,000	855,200		
BERKSHIRE HATHAWAY INC DEL	13	1,102,413	13	1,102,413	2,312,700	1,210,287		
CANON INC - ADR	30,000	1,064,578	-	-	-	-		
CATERPILLAR INC	14,000	427,584	14,000	427,584	1,271,340	843,756		
CHEVRON CORP	24,000	629,483	24,000	629,483	2,997,840	2,368,358		
CLOROX CO.	17,500	1,110,373	17,500	1,110,373	1,623,300	512,927		
COMCAST CORP.	45,000	909,387	45,000	909,387	2,338,425	1,429,038		
CONOCOPHILLIPS	30,000	986,949	30,000	986,949	2,119,500	1,132,551		
DU PONT E I DE NEMOURS & CO	20,000	925,360	20,000	925,360	1,299,400	374,040		
FREEPORT-MCMORAN	15,000	322,575	30,000	794,567	1,132,200	337,634		
Escrow GM Corp SR	1,500,000	1,132,927	1,500,000	1,132,927	11,250	(1,121,677)		
GENERAL MILLS INC.	30,000	1,074,027	30,000	1,074,027	1,497,300	423,273		
GENERAL ELECTRIC CO.	130,000	2,899,406	130,000	2,899,406	3,643,900	744,494		
GM LIQUIDATION	1,541	20,033	1,541	20,033	49,543	29,510		
GENERAL MOTORS CO (GM)	-	-	20,326	804,644	830,721	26,077		
GENERAL MOTORS CO (GM)TOW	-	-	296	-	9,227	9,227		
GENERAL MOTORS CO (GM)TW	-	-	296	-	6,850	6,850		
GOOGLE INC	1,250	561,548	1,250	561,548	1,400,888	839,340		
HEWLETT PACKARD CO	40,000	1,816,681	40,000	1,816,681	1,119,200	(697,481)		
INTEL CORPORATION	50,000	1,003,990	50,000	1,003,990	1,297,750	293,760		
IBM CORP	7,500	802,280	7,500	802,280	1,406,775	604,495		
JOHNSON & JOHNSON	15,000	959,478	15,000	959,478	1,373,850	414,372		

Security	Shares	Cost Basis	Shares	Beginning of Year		End of Year		Market Value	Gain/Loss
				Cost Basis	Shares	Cost Basis	Shares		
JPMORGAN CHASE & CO	25,000	1,149,250	25,000	1,149,250		1,462,000		312,750	
MONSANTO CO	14,000	1,193,223	14,000	1,193,223		1,631,700		438,477	
NOVARTIS AG - ADR	15,000	577,105	15,000	577,105		1,205,700		628,595	
ORACLE CORP	37,500	517,500							
PEPSICO INC.	20,000	1,169,177	20,000	1,169,176		1,658,800		489,624	
PROCTER & GAMBLE CO	16,000	39,380	16,000	39,380		1,302,560		1,263,180	
QUALCOMM INC	-	-	10,000	636,400		742,500		106,100	
SAP AG-ADR	-	-	10,000	822,347		871,400		49,053	
STAPLES INC	80,000	714,272	80,000	714,272		1,271,200		556,928	
TEVA PHARMACEUTICAL - ADR	15,000	954,338							
TOTALS.A. ADR	20,000	1,158,134	30,000	1,727,740		1,838,100		110,360	
UNITED TECHNOLOGIES CORP	28,000	712,802	28,000	712,802		3,186,400		2,473,598	
VANGUARD FTSE EMERGING MKT	-	-	20,000	855,011		822,800		(32,211)	
VANGUARD INTL EQUITY INDEX	-	-	20,000	953,219		1,014,600		61,381	
VERIZON COMMUNICATIONS	17,500	615,500	17,500	615,500		859,950		244,451	
VISA INC-CLASS A SHRS	-	-	6,000	1,129,664		1,336,080		206,416	
WALGREEN CO.	30,000	994,989	30,000	994,989		1,723,200		728,211	
WELLS FARGO & CO	54,000	20,960	54,000	20,960		2,451,600		2,430,640	
ZIMMER HOLDINGS INC.	20,000	1,267,908	20,000	1,267,908		1,863,800		595,892	
TOTAL		37,724,881		41,876,723		67,044,124		25,167,400	

Name, Interest Rate & Year of Maturity	Beginning of Year		End of Year		Market Value	Unrealized Gain/Loss
	Face Value	Cost	Face Value	Cost		
AEGON NV 4.750% 6/1/13	500,000	509,775	-	-	514,945	518,175
ALRGAS INC 2.950% 6/15/16	500,000	514,945	500,000	514,945	-	3,230
AMEX CENTURION BK 1.500% 10/11/17	249,000	247,213	249,000	247,212	249,351	2,139
ARCELORMITTAL 9.000% 2/15/15	500,000	599,945	500,000	599,945	543,125	(56,820)
ARROW ELECTRONICS 3.375% 11/14/15	500,000	504,905	500,000	504,905	517,440	12,535
AUTOZONE INC 4.375% 6/1/13	500,000	524,090	-	-	-	-
AVON PRODUCTS INC 6.500% 3/1/19	500,000	591,700	500,000	591,700	545,895	(45,805)
BARCLAYS BANK PLC 3.750% 7/28/20	500,000	497,000	500,000	497,000	516,750	19,750
BARCLAYS BANK PLC 5.000% 9/22/16	500,000	543,275	500,000	543,275	550,470	7,195
BEST BUY CO INC 3.750% 3/15/16	500,000	492,355	500,000	492,355	518,750	26,395
BOARDWALK PIPELINES 5.500% 2/1/17	500,000	539,000	500,000	539,000	544,375	5,375
BOSTON SCIENTIFIC 6.250% 11/15/15	525,000	594,048	525,000	594,048	573,442	(20,606)
BP CAPITAL MARKETS 5.250% 11/7/13	500,000	551,540	-	-	-	-
BURLINGTON NORTHERN 8.125% 4/15/20	250,000	327,750	250,000	327,750	312,358	(15,393)
CITIGROUP INC. 6.000% 12/13/13	500,000	523,670	-	-	-	-
CONSTELLATION ENERGY 5.150% 12/1/20	500,000	494,275	500,000	494,275	532,050	37,775
COVENTRY HEALTH CARE 6.125% 1/15/15	500,000	549,970	500,000	549,970	528,020	(21,950)
DEUTSCHE BK FINL LLC 5.375% 3/02/15	500,000	516,405	500,000	516,405	523,075	6,670
DEUTSCHE TELEKOM 5.250% 7/22/13	500,000	528,180	-	-	-	-
DIRECTV HOLDINGS/FING 5.875% 10/01/19	-	-	500,000	585,310	566,390	(18,920)
DISCOVER BANK 1.050% 10/13/15	249,000	248,119	249,000	248,119	250,076	1,957
DOMINION RESOURCES 5.150% 7/15/15	500,000	560,550	500,000	560,550	532,020	(28,530)
DOW CHEMICAL CO. 7.600% 5/15/14	215,000	244,049	-	-	-	-
ENERGY TRANSFER PART 5.950% 2/01/15	500,000	552,175	500,000	552,175	526,775	(25,400)
EXPRESS SCRIPTS INC 7.250% 6/15/19	-	-	500,000	631,700	606,485	(25,215)
FORTUNE BRANDS INC. 6.375% 6/15/14	500,000	511,625	-	-	-	-
FREEPORT-MCMORAN COPPER & GOLD 2.150 3/1/17	500,000	497,905	500,000	497,905	503,260	5,355
GE CAPITAL FINANCIAL 2.000 9/30/16	249,000	253,980	249,000	253,980	253,992	12
GENERAL ELEC CAP COR 4.800% 5/1/13	1,000,000	961,990	-	-	-	-
HEALTH CARE PROPERTIES 5.650% 12/15/13	500,000	531,060	-	-	-	-
HESS CORP 8.125% 2/15/19	500,000	632,745	500,000	632,745	621,055	(11,690)
IBM CORPORATION 5.700% 9/14/2017	500,000	503,115	500,000	503,115	520,110	16,995
HOME DEPOT INC 5.250% 12/16/13	1,000,000	971,400	-	-	(3,040)	-
HSBC FINANCE CORP 5.050% 1/15/13	500,000	995,620	-	-	-	-
JOHNSON CONTROLS INC. 4.875% 9/15/13	500,000	507,595	-	-	-	-

Name, Interest Rate & Year of Maturity	Beginning of Year		End of Year		Market Value	Unrealized Gain/Loss
	Face Value	Cost	Face Value	Cost		
JPMORGAN CHASE & CO 3.450% 3/1/16	500,000	505,420	500,000	505,420	524,425	19,005
KIMCO RLTY CORP 5.584% 11/23/15	500,000	540,760	500,000	540,760	541,465	705
KLA INSTRUMENTS CORP 6.900% 5/01/18	500,000	578,645	500,000	578,645	585,070	6,425
KROGER CO. 6.400% 8/15/17	500,000	608,910	500,000	608,910	572,870	(36,040)
LIBERTY PROPERTY LP 5.500% 12/15/16	500,000	548,305	500,000	548,305	551,935	3,630
MAYTAG CORP 5.000% 5/15/15	500,000	533,150	500,000	533,150	524,035	(9,115)
MCKESSON HBOC INC. 5.250% 3/1/13	500,000	495,585	-	-	-	-
MEDCO HEALTH SOLUTION 2.750% 9/15/15	500,000	503,830	500,000	503,830	516,135	12,305
MORGAN STANLEY 5.300%	1,000,000	1,025,730	-	-	-	-
MORGAN STANLEY 4.750% 4/01/14	1,000,000	953,835	250,000	238,459	251,988	13,529
MORGAN STANLEY 4.000% 7/30/20	500,000	493,750	-	-	-	-
NATIONAL RETAIL PROPERTIES 6.150% 12/15/15	500,000	551,650	500,000	551,650	546,705	(4,945)
NATIONWIDE HLTH 6.000% 5/20/15	500,000	544,225	500,000	544,225	535,380	(8,845)
NORDSTROM INC. 6.750% 6/1/14	750,000	760,125	750,000	760,125	769,275	9,150
NORDSTROM INC. 6.250% 1/15/18	500,000	589,210	500,000	589,210	578,450	(10,760)
PUBLIC SERVICE OKLAHOMA 5.150% 12/01/19	-	-	250,000	285,945	276,965	(8,980)
ROYAL BK SCOTLND GRP 6.400% 10/21/19	500,000	555,295	500,000	555,295	576,160	20,865
RPM INTERNATIONAL INC 6.500% 2/15/18	500,000	563,380	500,000	563,380	566,525	3,145
SAFeway INC 3.400% 12/01/16	500,000	518,285	500,000	518,285	520,205	1,920
SAFeway INC 5.625% 8/15/14	500,000	539,835	500,000	539,835	512,810	(27,025)
SCOTTISH PWR PLC 5.375% 3/15/15	250,000	273,428	250,000	273,428	261,983	(11,445)
SENIOR HOUSING PROP 4.300% 1/15/16	500,000	499,785	500,000	499,785	520,825	21,040
SIMON PROPERTY GROUP 2.150% 9/15/17	500,000	500,900	500,000	500,900	506,900	6,000
SOUTHERN PWR CO. 4.875% 7/15/15	500,000	497,805	500,000	497,805	530,480	32,675
SYMANTEC CORP 2.750% 6/15/17	500,000	513,350	500,000	513,350	505,370	(7,980)
TOYOTA MOTOR CREDIT 3.200% 6/17/15	500,000	507,610	500,000	507,610	519,970	12,360
UBS AG JERSEY BR 3.000% 8/4/15	500,000	506,000	-	-	-	-
UDR INC 5.130% 1/15/14	500,000	524,945	500,000	524,945	500,695	(24,250)
VERIZON GLOBAL FDG 4.375% 6/1/13	500,000	535,560	-	-	-	-
WEINGARTEN REALTY INC 4.85% 1/15/14	500,000	521,400	500,000	521,400	500,695	(20,705)
WESTPAC BANKING CORP 4.200% 2/27/15	500,000	525,405	500,000	525,405	521,280	(4,125)
WHIRLPOOL CORP. 8.600% 5/1/14	500,000	549,575	500,000	549,575	513,100	(36,475)
WM WRIGLEY JR CO 4.650% 7/15/15	500,000	528,430	500,000	528,430	526,335	(2,095)
TOTAL		35,516,086		26,463,635	26,285,618	(178,017)

Shares	Security	Bought	Sold	Gross Proceeds	Cost Basis	Gain/Loss.
5,000	3M COMPANY	9/14/2005	12/11/2013	641,908	368,170	273,738
5,000	AEGON NV 4.750% 6/1/13	10/21/2009	6/3/2013	500,000	509,775	(9,775)
10,000	AMERICAN EXPRESS CO	3/5/2003	9/18/2013	751,351	296,562	454,789
5,000	AUTOZONE INC 4.375% 6/01/13	4/29/2010	6/6/2013	500,000	524,090	(24,090)
5,000	BP CAPITAL MARKETS 5.250% 11/7/13	2/2/2010	11/7/2013	500,000	551,540	(51,540)
30,000	CANON INC - ADR	3/23/2005	9/18/2013	956,077	1,064,578	(108,501)
5,000	CITIGROUP INC. 6.000% 12/13/13	1/20/2012	12/13/2013	500,000	523,670	(23,670)
5,000	DEUTSCHE TELEKOM 5.250% 7/22/13	3/14/2012	7/22/2013	500,000	528,180	(28,180)
2,150	DOW CHEMICAL COMPANY 7.600% 5/15/14	12/13/2011	3/25/2013	231,846	244,049	(12,203)
5,000	FORTUNE BRANDS INC. 6.375% 6/15/14	8/27/2009	7/5/2013	526,855	511,625	15,230
10,000	GENERAL ELEC CAP COR 4.800% 5/1/13	9/24/2008	5/1/2013	1,000,000	961,990	38,010
5,000	HEALTH CARE PROPERTIES 5.650% 12/15/13	9/30/2011	12/16/2013	500,000	531,060	(31,060)
10,000	HOME DEPOT INC 5.250% 12/16/13	4/17/2008	12/16/2013	1,000,000	971,400	28,600
10,000	HSBC FINANCE CORP 5.050% 1/15/13	1/17/2008	1/15/2013	1,000,000	995,620	4,380
5,000	JOHNSON CONTROLS INC. 4.875% 9/15/13	8/28/2009	9/16/2013	500,000	507,595	(7,595)
5,000	MCKESSON HBOC INC. 5.250% 3/1/13	3/12/2009	3/1/2013	500,000	495,585	4,415
2,500	MORGAN STANLEY 4.750% 4/01/14	8/27/2004	11/15/2013	253,250	238,459	14,791
5,000	MORGAN STANLEY 4.750% 4/01/14	8/27/2004	11/18/2013	506,500	476,918	29,583
10,000	MORGAN STANLEY 5.300%	3/14/2003	3/1/2013	1,000,000	1,025,730	(25,730)
5,000	MORGAN STANLEY 4.000% 7/30/20	7/30/2010	7/30/2013	500,000	493,750	6,250
37,500	ORACLE CORP	3/29/2006	12/11/2013	1,325,328	517,500	807,828
5,250	PUERTO RICO COMWLTH 5.000% 12/1/13	7/11/2011	12/2/2013	525,000	525,000	-
100	TEVA PHARMACEUTICAL INDUSTRIES - ADR	3/24/2010	12/11/2013	3,987	6,362	(2,375)
700	TEVA PHARMACEUTICAL INDUSTRIES - ADR	3/24/2010	12/11/2013	27,907	44,527	(16,620)
1,400	TEVA PHARMACEUTICAL INDUSTRIES - ADR	3/24/2010	12/11/2013	55,814	89,082	(33,268)
2,300	TEVA PHARMACEUTICAL INDUSTRIES - ADR	3/24/2010	12/11/2013	91,695	146,257	(54,562)
5,000	TEVA PHARMACEUTICAL INDUSTRIES - ADR	3/24/2010	12/11/2013	199,336	318,200	(118,864)
5,500	TEVA PHARMACEUTICAL INDUSTRIES - ADR	3/24/2010	12/11/2013	219,270	349,910	(130,640)
5,000	VERIZON GLOBAL FDG 4.375% 6/1/13	3/25/2011	6/3/2013	500,000	535,560	(35,560)
5,000	VR FED NATL MTG ASSN 1.250% 5/24/27	5/21/2012	5/24/2013	500,000	499,875	125
5,000	VR UBS AG JERSEY BRA 3.000% 8/4/15	8/4/2010	8/5/2013	500,000	506,000	(6,000)

Shares	Security	Bought	Sold	Gross Proceeds	Cost Basis	Gain/Loss
	FNMA #354006 7.500% 8/1/26	8/7/1996	Various	2,152	2,141	11
	FNMA #535915 7.000% 4/1/31	6/7/2001	Various	1,358	1,374	(15)
	FNMA #576386 6.000% 5/1/16	5/8/2001	Various	8,649	8,639	10
	GNMA #279915 9.500% 8/15/19	7/31/1989	Various	976	989	(13)
	VR IMPAC SECD ASSE 8/25/32	Various	Various	86,688	86,546	142
				16,415,947	15,458,306	957,641
Less: Sales in 2014						
	GNMA POOL 279915 09.5000	7/31/1989	1/15/2014	223	225	(3)
	FNMA POOL 576386 6.000%	5/8/2001	1/25/2014	407	407	0
	FNMA POOL 354006 7.500%	8/7/1996	1/25/2014	187	186	1
	FNMA POOL 535915 7.000%	6/7/2001	1/25/2014	249	251	(3)
				1,066	1,070	(4)
Add: 2013 sales reported on 2012 tax statement						
77.70	GNMA POOL 279915 09.5000081	7/31/1989	1/15/2013	78	79	(1)
172.62	FNMA POOL 354006 7.500% 81	8/7/1996	1/25/2013	173	172	1
2,262.35	FNMA POOL 576386 6.000% 51	5/8/2001	1/25/2013	2,262	2,260	3
124.04	FNMA POOL 535915 7.000% 41	6/7/2001	1/25/2013	124	125	(1)
				2,637	2,636	1
	TOTAL			16,417,518	15,459,871	957,647

THE WILLIAM G. IRWIN CHARITY FOUNDATION

Year 2013

Supplementary Information

Part XV – Line 2

Question 2a: Contact Person

Dianna Deeley
Grants Administrator & Office Manager
711 Russ Building
235 Montgomery Street
San Francisco, CA 94104
(415) 362-6954

Question 2b: Application Form and Included Information

- 1) Expression of Interest requires summary letter only
- 2) Complete Proposal: including current Financial Statements and Budget; List of Officers, Directors and/or Trustees; copies of Federal and State Tax Exemption Letters; and Complete Justification for Request, History of Organization, and a Description of its Activities.

Question 2c: Submission Deadlines

Approximately Four (4) to Six (6) weeks prior to meeting date. Meetings are held approximately every Two (2) months.

Question 2d: Restrictions or Limitations on Awards

- 1) Grants are restricted to charitable uses in the states of California and Hawaii.
- 2) It is not a Foundation policy to approve grants for individuals or scholarships.
- 3) A waiting period of Twelve (12) months is required between proposal submissions.

Community Projects

Boys & Girls Clubs Of San Francisco	Capital campaign	100,000	11/22/2013
Catholic Charities Of The East Bay	Building renovation	150,000	12/5/2013
Community Support Network, Santa Rosa	Roofing project	28,000	12/18/2013
Mercy Retirement And Care Center	Nurse call system	152,000	9/27/2013 10/17/2013 &
St. Anthony Dining Room	Annual grant	65,000	12/18/2013
Sunny Hills Services, San Anselmo	Roof repairs	20,000	8/2/2013
The Foundation Center, SF	Annual grant	7,500	9/20/2013
The Foundation Center, SF	Technology upgrades	50,000	12/5/2013
The Marianists	2 blood pressure monitors	6,000	12/13/2013
The Redwoods	Capital campaign	100,000	11/15/2013 10/17/2013 &
The Salvation Army, SF	Annual grant	55,000	12/18/2013
The Salvation Army, SF	Roofing project	150,000	11/15/2013
Women's Recovery Association	Residential facility renovation	<u>50,000</u>	3/22/2013
		933,500	

Cultural Projects

Bay Area Discovery Museum, Sausalito	Capital repairs	75,000	9/27/2013
California Academy Of Sciences	Animal Care Facility upgrade	150,000	4/5/2013
San Francisco Ballet	Annual grant	40,000	12/13/2013
San Francisco Opera	Annual grant	40,000	12/13/2013
San Francisco Symphony	Annual grant	<u>40,000</u>	12/13/2013
		345,000	

Education Projects

Bishop O'Dowd High School	Science classrooms	150,000	6/14/2013
SLS (St. Luke's School)	2nd half of grant payment; seismic upgrades	200,000	12/18/2013
St. Brendan School	Playground renovation	30,000	8/30/2013
St. Dunstan Catholic School	Flooring replacement	63,971	11/15/2013
St. Elizabeth Elementary, Oakland	Bathroom refurbishment	15,000	9/12/2013
St. Martin De Porres School	Two staircases	97,000	6/28/2013
St. Mary's College High School	Seismic upgrade and renovation	300,000	10/7/2013
Sterne School	Capital campaign	150,000	9/27/2013
The Marin School	Electrical and other infrastructure	500,000	3/29/2013
Town School For Boys	Construction project 3rd Installment	250,000	5/30/2013
University Of The Pacific Dental School	Endodontic Clinic equipment	<u>100,000</u>	11/15/2013
		1,855,971	

Medical Projects

Alameda Health System Foundation	Medical equipment	150,000	10/17/2013
California Pacific Medical Center	Mammography upgrade	348,000	11/15/2013
Mills-Peninsula Hospital	Digital breast tomosynthesis project	150,000	11/15/2013
San Francisco General Hospital Foundation	Capital campaign (over 2 years)	500,000	11/15/2013
University Of California, San Francisco	Three Aphoresis treatment rooms	<u>307,000</u>	11/15/2013
		1,455,000	
	Total Grants Paid in 2013		4,589,471

Booker T. Washington Community Service Center, SF	150,000
The Carey School, San Mateo	100,000
Church of St. Raphael, San Rafael	100,000
Our Lady of the Visitacion School, SF	15,000
Sacred Heart Cathedral Prep, SF	250,000
St. John the Baptist School, El Cerrito	270,000
St. Matthew's Episcopal Day School, San Mateo	250,000
Salesian Boys & Girls Club, SF	350,000
Society of St. Vincent de Paul, Alameda County	50,000
Spectrum Community Services, Hayward	50,000
Stanford University School of Medicine	1,000,000
Swords to Plowshares, SF	<hr/> 93,000
TOTAL	2,678,000

THE WILLIAM G. IRWIN CHARITY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
94-6069873 PAGE 1 OF 1

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT 15			P	VARIOUS	VARIOUS
b 45454.55 SHS. FED HOME LN BK 1.875% 10/02/20			P	09/25/12	05/13/13
c CLASS ACTION SETTLEMENT - ELECTRONIC DATA SYS			P		
d CLASS ACTION SETTLEMENT - CARDINAL HEALTH			P		
e CLASS ACTION SETTLEMENT - LEHMAN BROTHERS HOL CLA			P		
f CLASS ACTION SETTLEMENT - TYCO INTERNATIONAL CLAS			P		
g CLASS ACTION SETTLEMENT - WORLDCOM 4 CLASS ACTION			P		
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 16,417,518.		15,459,871.	957,647.		
b 45,455.		45,445.	10.		
c 3,263.			3,263.		
d 126.			126.		
e 19,443.			19,443.		
f 1,157.			1,157.		
g 588.			588.		
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(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			957,647.		
b			10.		
c			3,263.		
d			126.		
e			19,443.		
f			1,157.		
g			588.		
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }			2	982,234.	
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	

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