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Form **990-PF**

**Return of Private Foundation**

OMB No 1545-0052

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

**2013**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation VESPER SOCIETY		<b>A Employer identification number</b> 94-6122250						
Number and street (or P O box number if mail is not delivered to street address) Room/suite 115 SANSOME STREET NO 1250		<b>B Telephone number</b> (see instructions) (415) 291-0901						
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94104		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>						
<b>G</b> Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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	<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<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							
<b>H</b> Check type of organization: <table border="0"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>		<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	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>			
<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						
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 31,598,228	<b>J</b> Accounting method: <table border="0"> <tr> <td><input type="checkbox"/> Cash</td> <td><input checked="" type="checkbox"/> Accrual</td> </tr> <tr> <td colspan="2"><input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)</td> </tr> </table>	<input type="checkbox"/> Cash	<input checked="" type="checkbox"/> Accrual	<input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		
<input type="checkbox"/> Cash	<input checked="" type="checkbox"/> Accrual							
<input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)								

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	8,211			
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	1,002,755	1,002,755	1,002,755	
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	896,149			
	<b>b</b> Gross sales price for all assets on line 6a 3,269,354				
	<b>7</b> Capital gain net income (from Part IV, line 2)		896,149		
	<b>8</b> Net short-term capital gain			8,475	
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	2,022	0	2,022		
<b>12 Total.</b> Add lines 1 through 11	1,909,137	1,898,904	1,013,252		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	161,530	0	0	154,501
	<b>14</b> Other employee salaries and wages	68,790	0	0	68,289
	<b>15</b> Pension plans, employee benefits	45,813	0	0	48,029
	<b>16a</b> Legal fees (attach schedule)	1,712	0	0	1,975
	<b>b</b> Accounting fees (attach schedule)	73,484	0	0	73,446
	<b>c</b> Other professional fees (attach schedule)	499,927	130,474	130,474	689,949
	<b>17</b> Interest	671	0	0	671
	<b>18</b> Taxes (attach schedule) (see instructions)	125,609	0	0	0
	<b>19</b> Depreciation (attach schedule) and depletion	3,097	0	0	
	<b>20</b> Occupancy	49,957	0	0	50,494
	<b>21</b> Travel, conferences, and meetings	81,341	0	0	80,224
	<b>22</b> Printing and publications	2,609	0	0	2,609
	<b>23</b> Other expenses (attach schedule)	36,833	0	0	37,425
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	1,151,373	130,474	130,474	1,207,612
<b>25</b> Contributions, gifts, grants paid	39,575			39,575	
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,190,948	130,474	130,474	1,247,187	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	718,189				
<b>b Net investment income</b> (if negative, enter -0-)		1,768,430			
<b>c Adjusted net income</b> (if negative, enter -0-)			882,778		

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

<b>Part II Balance Sheets</b>		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	18,924	16,093	16,093	
	<b>2</b> Savings and temporary cash investments . . . . .	72,730	54,200	54,200	
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>4</b> Pledges receivable ▶ _____ 1,600 Less allowance for doubtful accounts ▶ _____	6,900	1,600	1,600	
	<b>5</b> Grants receivable . . . . .				
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>8</b> Inventories for sale or use . . . . .				
	<b>9</b> Prepaid expenses and deferred charges . . . . .	20,412	12,316	12,316	
	<b>10a</b> Investments—U S and state government obligations (attach schedule)				
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .				
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .				
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	<b>12</b> Investments—mortgage loans . . . . .				
	<b>13</b> Investments—other (attach schedule) . . . . .	27,842,760	30,939,960	30,939,960	
	<b>14</b> Land, buildings, and equipment basis ▶ _____ 54,811 Less accumulated depreciation (attach schedule) ▶ _____ 48,064	3,707	6,747	6,747	
<b>15</b> Other assets (describe ▶ _____)	245,830	567,312	567,312		
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	28,211,263	31,598,228	31,598,228		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	47,941	67,527		
	<b>18</b> Grants payable . . . . .				
	<b>19</b> Deferred revenue . . . . .				
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons				
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b> Other liabilities (describe ▶ _____)	29,944	115,285		
<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	77,885	182,812			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b> Unrestricted . . . . .	28,133,378	31,415,416		
	<b>25</b> Temporarily restricted . . . . .				
	<b>26</b> Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	<b>27</b> Capital stock, trust principal, or current funds . . . . .				
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund				
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	28,133,378	31,415,416			
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	28,211,263	31,598,228			

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	28,133,378
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	718,189
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	2,563,849
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	31,415,416
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	31,415,416

**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)
<b>1 a</b>	PUBLICLY TRADED SECURITIES (LONG TERM)	P		
<b>b</b>	PUBLICLY TRADED SECURITIES (SHORT TERM)	P		
<b>c</b>				
<b>d</b>				
<b>e</b>				

	(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)
<b>a</b>	3,207,616		2,319,942	887,674
<b>b</b>	61,738		53,263	8,475
<b>c</b>				
<b>d</b>				
<b>e</b>				

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			887,674
<b>b</b>			8,475
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b>	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 }	<b>2</b>	896,149
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	8,475

**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 page 18 of 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	1,295,169	26,464,487	0.048940
2011	1,331,690	26,615,732	0.050034
2010	1,180,993	24,870,603	0.047485
2009	1,238,628	21,619,989	0.057291
2008	1,527,762	26,694,262	0.057232

<b>2</b>	<b>Total</b> of line 1, column (d).	<b>2</b>	0.260982
<b>3</b>	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	<b>3</b>	0.052196
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	<b>4</b>	29,168,493
<b>5</b>	Multiply line 4 by line 3.	<b>5</b>	1,522,479
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	17,684
<b>7</b>	Add lines 5 and 6.	<b>7</b>	1,540,163
<b>8</b>	Enter qualifying distributions from Part XII, line 4.	<b>8</b>	1,247,187

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 page 18 of the instructions)

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes amounts like 35,369, 27,266, and 8,103.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for questions regarding political activities, tax returns, and substantial contributors. Includes Yes/No columns.

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>WWW VESPER ORG</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>DZH PHILLIPS LLC</b> Telephone no <b>(510) 834-6542</b> Located at <b>1330 BROADWAY SUITE 630 OAKLAND CA</b> ZIP +4 <b>94612</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. <b>15</b>			
<b>16</b>	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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country <b>▶</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.			<b>Yes</b>	<b>No</b>
<b>1a</b>	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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?	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	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>▶ 20___, 20___, 20___, 20___</b>			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions).	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>▶ 20___, 20___, 20___, 20___</b>			
<b>3a</b>	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>b</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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> )	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>		
	<b>6b</b>		<b>No</b>
	<b>7b</b>		

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAROL MCKEVITT 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	EXECUTIVE ASSISTANT 40 00	68,289	18,025	0
<b>Total</b> number of other employees paid over \$50,000. <input type="checkbox"/>				0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GHAFFARI ACCOUNTANCY INC 1330 BROADWAY SUITE 630 OAKLAND, CA 94612	ACCOUNTING SERVICES	55,000
<b>Total</b> number of others receiving over \$50,000 for professional services. . . . .		0

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
<p><b>1</b> PROVISION OF HEALTH SERVICES TO THE UNDERSERVED TELEHEALTH BEHAVIORAL SERVICES WITH CONNECTING TO CARE, TO RURAL NORTHERN CALIFORNIA CLIENTS TELEHEALTH SERVICES WITH SURPRISE VALLEY HEALTH CARE DISTRICT, MODOC COUNTY, CALIFORNIA CHRONIC DISEASE PROGRAM WITH CLINIC BY THE BAY, SAN FRANCISCO, CALIFORNIA BEHAVIORAL HEALTH SERVICES WITH LA CLINICA DE LA RAZA IN OAKLEY, CALIFORNIA HEALTH CARE ACCESS WITH OPERATION ACCESS TO PROVIDE SPECIALTY HEALTH CARE SERVICES AND DONATED SURGERIES IN EAST CONTRA COSTA COUNTY, CALIFORNIA DENTAL SERVICES FOR YOUTH WITH JOHN MUIR HEALTH FOUNDATION'S MOBILE DENTAL CLINIC IN CONTRA COSTA COUNTY, CALIFORNIA ASTHMA PROGRAM WITH CLINICAS DE SALUD DEL PUEBLO THROUGHOUT IMPERIAL AND RIVERSIDE COUNTIES, CALIFORNIA</p>	588,883
<p><b>2</b> YOUTH SERVICES OPPORTUNITIES FOR HAYWARD COMMUNITY SCHOOL STUDENTS THE SOCIETY IS WORKING ALAMEDA COUNTY OFFICE OF EDUCATION HAYWARD COMMUNITY SCHOOL IN HAYWARD, CALIFORNIA, TO PROVIDE NEW LEARNING OPPORTUNITIES FOR STUDENTS INCLUDING FIELD TRIPS TO THE MUSEUM AND SCIENCE CENTER TO ENCOURAGE THEM ON A SUCCESSFUL PATHWAY BACK TO THEIR HOME SCHOOLS YOUTH EMPOWERMENT THE SOCIETY IS WORKING WITH THE CITY OF OAKLEY, CALIFORNIA, TO DEVELOP AND IMPLEMENT ACTIVITIES FOR YOUTH AND FAMILIES THROUGH THE OAKLEY YOUTH ADVISORY COUNCIL THESE PROGRAMS INSTILL A SENSE OF COMPETENCE, VALUES, BELONGING, AND WORTH THAT STRENGTHEN POSITIVE CIVIC PARTICIPATION EXPANDING CAREER OPPORTUNITIES FOR YOUTH THE SOCIETY IS WORKING WITH THE IMPERIAL VALLEY REGIONAL OCCUPATIONAL PROGRAM (IVROP) IN EL CENTRO, CALIFORNIA, TO DEVELOP AND PROVIDE QUALITY TRAINING, CAREER, TECHNOLOGICAL, AND EDUCATION SERVICES TO EMPOWER STUDENTS TO BECOME SUCCESSFUL CONTRIBUTING MEMBERS OF A GLOBAL SOCIETY</p>	274,188
<p><b>3</b> DIALOGUE CUMMINGS INTERNS THE SOCIETY IS WORKING WITH CALIFORNIA LUTHERAN UNIVERSITY (CLU) IN THOUSAND OAKS, CALIFORNIA, TO PROVIDE OPPORTUNITIES FOR CLU STUDENTS TO WORK ON INTERFAITH ISSUES AND SERVICE LEARNING THE ACTIVITIES WILL ENABLE US TO BUILD A BASE OF KNOWLEDGE THAT WILL CONTRIBUTE TO THE LARGER FIELD OF INTERFAITH STUDIES SOCIAL JUSTICE MINISTRY THE SOCIETY IS WORKING WITH FIRST UNITED METHODIST CHURCH IN EL CENTRO, CALIFORNIA, TO EXPLORE THE CREATION OF A SOCIAL JUSTICE MINISTRY TO TACKLE ISSUES OF HUNGER IN THE IMPERIAL VALLEY, WHERE ONE-THIRD OF IMPERIAL COUNTY RESIDENTS ARE FOOD INSECURE, HALF OF THOSE ARE CHILDREN</p>	114,947
<p><b>4</b></p>	0

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
<p><b>1</b></p>		
<p><b>2</b></p>		
<p>All other program-related investments See page 24 of the instructions</p>		
<p><b>3</b></p>		
<b>Total.</b> Add lines 1 through 3 . . . . .		0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	29,552,224
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	60,459
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	29,612,683
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	29,612,683
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	444,190
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	29,168,493
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	1,458,425

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	1,247,187
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,247,187
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	1,247,187

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ _____				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2013 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a. . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> Excess from 2013. . . . .				

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

**1a** 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 organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
	882,778	1,057,432	613,694	747,063	3,300,967
<b>b</b> 85% of line 2a . . . . .	750,361	898,817	521,640	635,004	2,805,822
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	1,247,187	1,295,169	1,343,492	1,180,993	5,066,841
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .	39,575	12,100	38,000	65,000	154,675
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .	1,207,612	1,283,069	1,305,492	1,115,993	4,912,166

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

**a** "Assets" alternative test—enter

(1) Value of all assets . . . . . 0

(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . . 0

**b** "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . . 972,283 882,149 887,191 829,020 3,570,643

**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) . . . . . 0

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . . 0

(3) Largest amount of support from an exempt organization . . . . . 0

(4) Gross investment income . . . . . 0

**Part XV Supplementary Information (Complete this part only if the organization 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) )
- 
- 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
- 
- 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 of the person to whom applications should be addressed
- 
- b** The form in which applications should be submitted and information and materials they should include
- 
- c** Any submission deadlines
- 
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV** **Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>3a</b> 39,575
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b> 0



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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [ ] Yes [x] No

b If "Yes," complete the following schedule
Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here
Signature of officer or trustee: \*\*\*\*\*
Date: 2014-05-06
Title: \*\*\*\*\*
May the IRS discuss this return with the preparer shown below (see instr.)? [x] Yes [ ] No

Paid Preparer Use Only
Table with 5 columns: Print/Type preparer's name, Preparer's Signature, Date, Check if self-employed, PTIN.
Firm's name: DZH PHILLIPS LLP
Firm's EIN: 26-4677183
Firm's address: 1330 BROADWAY SUITE 630 OAKLAND, CA 94612
Phone no: (510) 834-6542

**Form 990PF Part VIII Line 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
R GUY ERWIN 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	CHAIR (JAN-AUG 2013) 2 00	0	0	0
RODRIC A LORIMER 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	CHAIR (SEPT-DEC 2013) 2 00	0	0	0
ERIC REYNOLDS 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	VICE CHAIR 1 00	0	0	0
BERNICE LEDBETTER 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	SECRETARY 2 00	0	0	0
RANDY SCHIEBER 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	CFO 2 00	0	0	0
MIYOKO OSHIMA 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	PRESIDENT 40 00	148,779	12,751	0
MELVIN D GEORGE 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0
LUTHER S LUEDTKE 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0
TOMAS MAGANA 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0
MICHAEL A MATA 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0
LAURA MITCHELL 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0
ROBERT SKARE 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0
GEORGE SPINDT 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 0 00	0	0	0
BARBARA VARENHORST 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0
ANITA WOTIZ 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0
ROBERT BRORBY 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	CORPORATE MEMBER 1 00	0	0	0

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
826LA 1714 WSUNSET BLVD LOS ANGELES,CA 90026		PC	GENERAL SUPPORT	1,000
BRESEE FOUNDATION 184 SOUTH BIMINI PLACE LOS ANGELES,CA 90004		PC	GENERAL SUPPORT	2,000
BRIGHT STARS OF BETHLEHEM PO BOX 185 MOUNT MORRIS,IL 61054		PC	BRIGHT STARS OF BETHLEHEM SPONSORSHIP	2,575
BRIGHT STARS OF BETHLEHEM PO BOX 185 MOUNT MORRIS,IL 61054		PC	GENERAL SUPPORT	2,000
FIRST GRADUATE PRESIDIO OF SAN FRANCISCO PO BOX 29415 SAN FRANCISCO,CA 94129		PC	GENERAL SUPPORT	1,000
HEALTH MINISTRIES ASSOCIATION INC PO BOX 60042 DAYTON,OH 45406		PC	HEALTH MINSTIRES ASSOCIATION	2,000
INTERFAITH YOUTH CORE ATTN DR EBOO PATEL 325 N LASALLE ST SUITE 775 CHICAGO,IL 60654		PC	SPONSORSHIP 2014 LA INTERFAITH LEADERSHIP INSTITUTE	20,000
LUTHERAN RETREATS CAMPS & CONFERENCES 11900 FRONTIER ROAD FRAZIER PARK,CA 93225		PC	GENERAL SUPPORT	1,000
MILLER-DWAN FOUNDATION 502 EAST SECOND STREET DULUTH,MN 55805		PC	AMBERWING CENTER FOR YOUTH AND FAMILY WELL BEING	1,000
OPERATION BOOTSTRAP AFRICA 625 4TH AVENUE SOUTH SUITE 110 MINNEAPOLIS,MN 55415		PC	GENERAL SUPPORT	1,000
REACH ASHLAND YOUTH CENTER 16335 E 14TH ST SAN LEANDRO,CA 94578		PC	GENERAL SUPPORT	1,000
SEEDS OF LEARNING PO BOX 2107 SONOMA,CA 95476		PC	GENERAL SUPPORT	1,000
THE ELLINGTON FUND 3500 R STREET NW ROOM 100 WASHINGTON,DC 20007		PC	DUKE ELLINGTON SCHOOL OF THE ARTS COLLEGE SUMMIT FU	1,000
UC REGENTS UCLA DOWNTOWN LABOR CENTER 675 S PARK VIEW ST LOS ANGELES,CA 90057		PC	DREAM RESOURCE CENTER	1,000
YMCAPROJECT CORNERSTONE 80 SARATOGA AVE SANTA CLARA,CA 95051		PC	GENERAL SUPPORT	1,000
<b>Total . . . . .</b>				<b>3a</b> 39,575

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
YOUTH ENRICHMENT STRATEGIES 3029 MACDONALD AVE RICHMOND, CA 94804		PC	GENERAL SUPPORT	1,000
<b>Total . . . . .</b>				<b>39,575</b>

**3a**

## TY 2013 Accounting Fees Schedule

**Name:** VESPER SOCIETY

**EIN:** 94-6122250

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GHAFFARI ACCOUNTANCY, INC (ACCOUNTING)	55,000	0	0	54,962
ARMANINO MCKENNA (AUDIT)	18,484	0	0	18,484

**TY 2013 Investments - Other Schedule****Name:** VESPER SOCIETY**EIN:** 94-6122250

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
DFA INTERM GOVT BOND PORTFOLIO	FMV	2,951,443	2,951,443
DFA U.S. SMALL CAP VALUE FUND	FMV	905,979	905,979
VANGUARD SMALL CAP INDEX FUND SIGNAL	FMV	1,682,925	1,682,925
DFA EMERGING MARKETS PORTFOLIO	FMV	1,489,179	1,489,179
DFA U.S. LARGE CAP VALUE PORTFOLIO	FMV	744,590	744,590
DFA U.S. LARGE COMPANY PORTFOLIO	FMV	2,870,824	2,870,824
DODGE & COX STOCK	FMV	2,011,207	2,011,207
MUTUAL SERIES QUEST Z	FMV	1,583,876	1,583,876
T ROWE PRICE GROWTH STOCK FUND	FMV	1,943,152	1,943,152
GMO INTL INTRINSIC VALUE III	FMV	1,458,773	1,458,773
HARBOR INT INST	FMV	1,488,112	1,488,112
MORGAN STANLEY INST INTL EQUITY I	FMV	1,494,442	1,494,442
COHEN & STEER INST REALTY SHARES	FMV	2,353,768	2,353,768
COHEN & STEER INTER REALTY FUND I	FMV	1,507,828	1,507,828
LOOMIS SAYLES BOND FUND INST'L	FMV	1,365,220	1,365,220
PIMCO TOTAL RETURN FUND INST	FMV	2,145,872	2,145,872
FNMA CMO SERIES G29	FMV	1,407	1,407
FNMA CMO SERIES 92-G012	FMV	2,788	2,788
FNMA CMO SERIES 2G024	FMV	2,100	2,100
PIMCO FOREIGN BOND INST'L	FMV	1,553,998	1,553,998
PIMCO HIGH YIELD INST'L	FMV	593,181	593,181
VESPER SERVICE NETWORK, INC	FMV	0	0
DFA INT'L SMALL CAP VALUE PORTFOLIO	FMV	789,296	789,296

# TY 2013 Legal Fees Schedule

**Name:** VESPER SOCIETY

**EIN:** 94-6122250

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADLER & COLVIN	1,712	0	0	1,975

# TY 2013 Other Assets Schedule

**Name:** VESPER SOCIETY

**EIN:** 94-6122250

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSITS	3,119	3,119	3,119
PROJECT ADVANCES	242,711	564,193	564,193

## TY 2013 Other Expenses Schedule

**Name:** VESPER SOCIETY

**EIN:** 94-6122250

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELECOMMUNICATIONS	8,291	0	0	7,853
EQUIPMENT LEASE AND RENTAL	571	0	0	571
INSURANCE	12,474	0	0	12,022
POSTAGE	931	0	0	1,426
DUES AND SUBSCRIPTION	2,558	0	0	2,555
BANK CHARGES	293	0	0	318
SUPPLIES	8,963	0	0	9,896
OTHER EXPENSES	2,752	0	0	2,784

## TY 2013 Other Income Schedule

**Name:** VESPER SOCIETY

**EIN:** 94-6122250

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS RECEIPTS	2,022		2,022

## TY 2013 Other Increases Schedule

**Name:** VESPER SOCIETY

**EIN:** 94-6122250

Description	Amount
UNREALIZED GAIN FROM INVESTMENTS	2,563,849

## TY 2013 Other Liabilities Schedule

**Name:** VESPER SOCIETY

**EIN:** 94-6122250

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAX	29,944	111,187
LONG-TERM LEASE PAYABLE	0	4,098

## TY 2013 Other Professional Fees Schedule

**Name:** VESPER SOCIETY

**EIN:** 94-6122250

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KASPICK & COMPANY	130,474	130,474	130,474	0
MARY HELGESEN-GABEL	1,609	0	0	1,478
THE SIGNAL HILL COMPANY, LLC	1,000	0	0	1,000
FITZPATRICK CONSULTING GROUP	4,112	0	0	4,256
HARDER + COMPANY	20,800	0	0	20,800
LORETTA VAN SCHALWYK	26,301	0	0	26,301
MISSION-MINDED	15,000	0	0	15,000
COMMUNITY IMPACT	13,451	0	0	7,451
ST ROSE HOSPITAL	10,561	0	0	0
CITY OF OAKLEY	28,242	0	0	10,000
CONNECTING TO CARE	123,821	0	0	124,876
OPERATION ACCESS	75,500	0	0	75,000
LA CLINICA DE LA RAZA	6,122	0	0	54,787
CLINIC BY THE BAY	12,500	0	0	25,000
CALIFORNIA LUTHERAN UNIVERSITY	3,082	0	0	10,000
CLINICAS DE SALUD DEL PUEBLO	9,018	0	0	104,000
ALAMEDA COUNTY OFFICE OF EDUCATION	4,038	0	0	0
IMPERIAL VALLEY REGIONAL OCCUP PROGRAM	14,296	0	0	120,000
SURPRISE VALLEY HEALTH CARE DISTRICT	0	0	0	70,000
JOHN MUIR HEALTH FOUNDATION	0	0	0	10,000
FIRST UNITED METHODIST CHURCH	0	0	0	10,000

# TY 2013 Taxes Schedule

**Name:** VESPER SOCIETY

**EIN:** 94-6122250

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	125,609	0	0	0