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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.

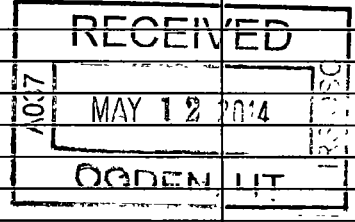
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

| | | | | | | | | |
|---|---|---|---|---|---|--|---|--------------------------------------|
| Name of foundation SAM FRANCIS FOUNDATION | | A Employer identification number 95-4336984 | | | | | | |
| Number and street (or P O box number if mail is not delivered to street address) | Room/suite | B Telephone number (see instructions) (818) 246-5455 | | | | | | |
| 1146 NORTH CENTRAL AVENUE, # 523 | | C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | | | | | | |
| City or town, state or province, country, and ZIP or foreign postal code GLENDALE, CA 91202 | | | | | | | | |
| G Check all that apply: <table border="1"> <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 |
| <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: <table border="1"> <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 | | | |
| <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) \$ 5,840,414. <table border="1"> <tr> <td>J Accounting method</td> <td><input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual</td> </tr> <tr> <td></td> <td><input type="checkbox"/> Other (specify) _____</td> </tr> </table> (Part I, column (d) must be on cash basis.) | | | J Accounting method | <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual | | <input type="checkbox"/> Other (specify) _____ | | |
| J Accounting method | <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual | | | | | | | |
| | <input type="checkbox"/> Other (specify) _____ | | | | | | | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc. received (attach schedule) | 2,000. | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 100,717. | 100,717. | | ATCH 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 100,688. | | | |
| | b Gross sales price for all assets on line 6a | 1,145,238. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 100,688. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10 a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) ATCH 2 | 66,806. | 66,806. | | | |
| 12 Total. Add lines 1 through 11 | 270,211. | 268,211. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 11,750. | 2,938. | | 8,812. |
| | 14 Other employee salaries and wages | 176,924. | | | 176,924. |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) ATCH 3 | 102,578. | | | 102,578. |
| | b Accounting fees (attach schedule) ATCH 4 | 2,625. | | | 2,625. |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) ATCH 5 | 24,234. | 11,434. | | 12,800. |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | 1,494. | | | 1,494. |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) ATCH 6 | 461,476. | 12,599. | | 448,877. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 781,081. | 26,971. | | 754,110. |
| | 25 Contributions, gifts, grants paid | 24,205. | | | 24,205. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 805,286. | 26,971. | 0 | 778,315. | |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | -535,075. | | | | |
| b Net investment income (if negative, enter -0-) | | 241,240. | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |



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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year | End of year | |
|-----------------------------|---|---|-------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | 211,356. | 140,012. | 140,012. |
| | 2 | Savings and temporary cash investments | | | |
| | 3 | Accounts receivable | | | |
| | | Less allowance for doubtful accounts | | | |
| | 4 | Pledges receivable | | | |
| | | Less allowance for doubtful accounts | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) | | | |
| | | Less allowance for doubtful accounts | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) | | | |
| | b | Investments - corporate stock (attach schedule) ATCH 7 | 3,996,214. | 3,556,688. | 4,082,406. |
| | c | Investments - corporate bonds (attach schedule) | | | |
| | 11 | Investments - land, buildings, and equipment basis | | | |
| | Less accumulated depreciation (attach schedule) | | | | |
| 12 | Investments - mortgage loans | | | | |
| 13 | Investments - other (attach schedule) | | | | |
| 14 | Land, buildings, and equipment basis | | | | |
| | Less accumulated depreciation (attach schedule) | | | | |
| 15 | Other assets (describe ATCH 8) | 1,552,055. | 1,527,850. | 1,527,850. | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 5,759,625. | 5,224,550. | 5,750,268. | |
| Liabilities | 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 (attach schedule) | | | |
| | 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 type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, <input checked="" type="checkbox"/> check here 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 | 5,759,625. | 5,224,550. | |
| 30 | Total net assets or fund balances (see instructions) | 5,759,625. | 5,224,550. | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 5,759,625. | 5,224,550. | | |

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 | 5,759,625. |
| 2 | Enter amount from Part I, line 27a | 2 | -535,075. |
| 3 | Other increases not included in line 2 (itemize) | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 5,224,550. |
| 5 | Decreases not included in line 2 (itemize) | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 5,224,550. |

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 PART IV SCHEDULE | | | | |
| b | | | | |
| 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 | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) | |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| 2 Capital gain net income or (net capital loss) | | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | 2 100,688. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | | { If gain, also enter in Part I, line 7 If (loss), enter -0- in } | | 3 0 |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|--|--|--|---|
| 2012 | 925,784. | 4,127,449. | 0.224299 |
| 2011 | 1,436,342. | 4,073,700. | 0.352589 |
| 2010 | 677,222. | 4,274,420. | 0.158436 |
| 2009 | 4,136,745. | 4,101,075. | 1.008698 |
| 2008 | 382,632. | 2,680,816. | 0.142730 |
| 2 Total of line 1, column (d) | | | 2 1.886752 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | | | 3 0.377350 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | | | 4 4,263,493. |
| 5 Multiply line 4 by line 3 | | | 5 1,608,829. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 2,412. |
| 7 Add lines 5 and 6 | | | 7 1,611,241. |
| 8 Enter qualifying distributions from Part XII, line 4 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. | | | 8 778,315. |

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

Table with 11 rows for excise tax calculations. Line 1: 4,825. Line 2: 0. Line 3: 4,825. Line 4: 0. Line 5: 4,825. Line 6a: 4,792. Line 7: 4,792. Line 9: 33. Line 11: Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Line 1a: No. Line 1b: No. Line 1c: No. Line 2: No. Line 3: No. Line 4a: No. Line 4b: No. Line 5: No. Line 6: Yes. Line 7: Yes. Line 8a: CA. Line 8b: Yes. Line 9: No. Line 10: No.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of SAM FRANCIS FOUNDATION Telephone no (818) 246-5455
Located at 1146 NORTH CENTRAL AVE. #523 GLENDALE, CA ZIP+4 91202
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes X 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)? 1b X
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? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X 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) 2b X
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? Yes X 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) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X

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)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| ATCH 9 | | 11,750. | 0 | 0 |
| | | | | |
| | | | | |
| | | | | |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| ATCH 10 | | 176,923. | 0 | 37,958. |
| | | | | |
| | | | | |
| | | | | |

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

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 |
|---|---------------------|------------------|
| ATCH 11 | | 58,203. |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |

Total number of others receiving over \$50,000 for professional services 1

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 N/A | |
| 2 | |
| 3 | |
| 4 | |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 NONE | |
| 2 | |
| All other program-related investments See instructions | |
| 3 NONE | |

Total. Add lines 1 through 3

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 | 4,126,933. |
| b | Average of monthly cash balances | 1b | 201,486. |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 4,328,419. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 4,328,419. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 64,926. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4. | 5 | 4,263,493. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 213,175. |

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 | 213,175. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 4,825. |
| b | Income tax for 2013 (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 4,825. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 208,350. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 208,350. |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. | 7 | 208,350. |

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 | 778,315. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4. | 4 | 778,315. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) | 5 | 0 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 778,315. |

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 | | | | 208,350. |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only | | | | |
| b Total for prior years 20 11 , 20 10 , 20 09 | | | | |
| 3 Excess distributions carryover, if any, to 2013 | | | | |
| a From 2008 | | | | 250,443. |
| b From 2009 | | | | 3,932,799. |
| c From 2010 | | | | 469,063. |
| d From 2011 | | | | 1,235,543. |
| e From 2012 | | | | 724,204. |
| f Total of lines 3a through e | 6,612,052. | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 778,315. | | | | |
| a Applied to 2012, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see instructions). | | | | |
| c Treated as distributions out of corpus (Election required - see instructions) | | | | |
| d Applied to 2013 distributable amount | | | | 208,350. |
| e Remaining amount distributed out of corpus | 569,965. | | | |
| 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: | 7,182,017. | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | | | |
| e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions | | | | |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) | 250,443. | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 6,931,574. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009 | | | | 3,932,799. |
| b Excess from 2010 | | | | 469,063. |
| c Excess from 2011 | | | | 1,235,543. |
| d Excess from 2012 | | | | 724,204. |
| e Excess from 2013 | | | | 569,965. |

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

NOT APPLICABLE

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 foundation 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

Table with columns: Tax year (a) 2013, Prior 3 years (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 2b, 2c, 2d, 2e, 3, 3a, 3b, 3c, 3d, 3e.

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)

N/A

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.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds

a The name, address, and telephone number or e-mail address 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 |
|--|--|--------------------------------------|-------------------------------------|---------|
| a <i>Paid during the year</i> ATCH 12 | | | | |
| Total ▶ 3a | | | | 24,205. |
| b <i>Approved for future payment</i> | | | | |
| Total ▶ 3b | | | | |

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... 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.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for all columns.

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. All rows are empty.

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

Sign Here

Debra Bushnell-Lere | 05/07/2014 | Director/Int. President

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only section containing fields for Print/Type preparer's name (Ward R. Nyhus, Jr.), Preparer's signature, Date (04/29/2014), Firm's name (WARD R. NYHUS, JR. & CO.), Firm's address (11661 SAN VICENTE BLVD., #310 LOS ANGELES, CA 90049), Firm's EIN (95-4320316), and Phone no (310-207-1186).

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold | |
|--|---------------------------------------|---------------------------|---|--------------------------------|------------------------------------|--------------|----------------------|------------------------|--|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | | |
| 1,000. | | 17.059 | CAPITAL INC BUILDER CL PROPERTY TYPE: SECURITIES 936. | | | P | 03/12/2013 | 10/29/2013 64. | |
| 1,000. | | 48.63 | CAPITAL WORLD BOND FD CL PROPERTY TYPE: SECURITIES 1,033. | | | P | 12/20/2012 | 10/29/2013 -33. | |
| 152,659. | | 11159.262 | INTERM BD FD OF AMER PROPERTY TYPE: SECURITIES 153,998. | | | P | 09/28/2012 | 03/12/2013 -1,339. | |
| 308,215. | | 7439.566 | CAP WORLD GRWTH&INC F PROPERTY TYPE: SECURITIES 265,506. | | | P | 12/16/2010 | VARIOUS 42,709. | |
| 156,000. | | 3273.271 | FUNDAMENTAL INV CL F2 PROPERTY TYPE: SECURITIES 121,421. | | | P | 12/16/2010 | VARIOUS 34,579. | |
| 485,341. | | 35547.656 | INTERMEDIATE BD FD PROPERTY TYPE: SECURITIES 475,628. | | | P | 12/16/2010 | VARIOUS 9,713. | |
| 28,000. | | 477.9214 | NEW WORLD FD CL F2 PROPERTY TYPE: SECURITIES 26,028. | | | P | 12/16/2010 | VARIOUS 1,972. | |
| 13,023. | | | CAPITAL GAIN DISTRIBUTIONS PROPERTY TYPE: SECURITIES | | | P | VARIOUS | 12/31/2013 13,023. | |
| TOTAL GAIN (LOSS) | | | | | | | | <u><u>100,688.</u></u> | |

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--|---|--------------------------------------|
| CG-DIVIDENDS | 50,430. | 50,430. |
| CG-US GOVT INTEREST REPORTED AS DIVIDEND | 5,556. | 5,556. |
| CG-FOREIGN DIVIDENDS | 44,731. | 44,731. |
| TOTAL | <u>100,717.</u> | <u>100,717.</u> |

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|------------------------|---|-----------------------------|
| REPRODUCTION ROYALTIES | 59,671. | 59,671. |
| DOCUMENTATION FEE | 2,150. | 2,150. |
| MERCHANDISE | 4,959. | 4,959. |
| OTHER INCOME | 26. | 26. |
| TOTALS | <u>66,806.</u> | <u>66,806.</u> |

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| LEGAL FEES | 102,578. | | | 102,578. |
| TOTALS | <u>102,578.</u> | | | <u>102,578.</u> |

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| ACCOUNTING FEES | 2,625. | | | 2,625. |
| TOTALS | <u>2,625.</u> | | | <u>2,625.</u> |

ATTACHMENT 5

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|--------------------------------------|--------------------------------|
| PAYROLL TAXES | 12,800. | | |
| FOREIGN TAXES | 3,284. | 3,284. | |
| STATE TAXES | 10. | 10. | |
| FEDERAL INCOME TAX | 8,140. | 8,140. | |
| TOTALS | <u>24,234.</u> | <u>11,434.</u> | <u>12,800.</u> |

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|-----------------------------|---|-----------------------------|------------------------|
| PAYROLL FEES | 2,261. | | 2,261. |
| EDUCATION PROGRAM | 331,315. | | 331,315. |
| UTILITIES | 10,249. | | 10,249. |
| INVESTMENT FEES | 12,599. | 12,599. | |
| BANK CHARGES | 46. | | 46. |
| ART PROCESSING | 4,613. | | 4,613. |
| HEALTH INSURANCE | 37,958. | | 37,958. |
| COMPUTER AND INTERNET | 2,590. | | 2,590. |
| ART SHIPPING | 4,864. | | 4,864. |
| ART STORAGE | 10,384. | | 10,384. |
| D & O INSURANCE | 18,556. | | 18,556. |
| OFFICE SUPPLIES & EQUIPMENT | 13,573. | | 13,573. |
| WORKER'S COMP INSURANCE | 6,084. | | 6,084. |
| CA FILING FEE | 20. | | 20. |
| DEPARTMENT OF JUSTICE | 50. | | 50. |
| OFFICE RENT | 5,400. | | 5,400. |
| POSTAGE & DELIVERY | 914. | | 914. |
| TOTALS | <u>461,476.</u> | <u>12,599.</u> | <u>448,877.</u> |

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|-------------------------------|---------------------------------|------------------------------|-----------------------|
| CG US EQUITY FUND & FIXED INC | 3,996,214. | 3,556,688. | 4,082,406. |
| TOTALS | <u>3,996,214.</u> | <u>3,556,688.</u> | <u>4,082,406.</u> |

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------|---------------------------------|------------------------------|-----------------------|
| ART WORK | 1,552,055. | 1,527,850. | 1,527,850. |
| TOTALS | <u>1,552,055.</u> | <u>1,527,850.</u> | <u>1,527,850.</u> |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> |
|---|---|---------------------|
| LUCILLE R. POLACHEK 10448 LINDBROOK DRIVE LOS ANGELES, CA 90024 | TREASURER | 1,750. |
| NANCY MOZUR 1211 BERKELEY STREET, #2 SANTA MONICA, CA 90404 | DIRECTOR | 1,750. |
| ELENA SERRANO 1924 11TH. AVE. OAKLAND, CA 94606 | DIRECTOR | 1,500. |
| DR. PAUL F. CUMMINS 3131 OLYMPIC BLVD. SANTA MONICA, CA 90404 | DIRECTOR | 500. |
| LOREE GOFFIGON 1631 N. GENESEE LOS ANGELES, CA 90034 | SECRETARY/DIRECTOR | 1,750. |
| ROBERT T. BUCK, JR. 74 WELLINGTON COURT BROOKLYN, NY 11230 | DIRECTOR | 1,750. |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9 (CONT'D)

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> |
|--|---|---------------------|
| BRUCE POLICHAR 10320 CRESTA DRIVE LOS ANGELES, CA 90064 | DIRECTOR | 1,750. |
| JOHN SEED 40530 CARLY COURT MURRIETA, CA 92562 | DIRECTOR | 1,000. |
| JESSICA TODD SMITH 1151 OXFORD ROAD SAN MARINO, CA 91108 | DIRECTOR | 0 |
| GRAND TOTALS | | <u>11,750.</u> |

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 10

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>EXPENSE ACCT AND OTHER ALLOWANCES</u> |
|---|---|---------------------|--|
| DEBRA BURCHETT-LERE 1146 N. CENTRAL AVENUE, #181 GLENDALE, CA 91202 | DIRECTOR 40.00 | 134,769. | 0 28,874. |
| BETH A. WHITTAKER 4136 CAMERO AVENUE LOS ANGELES, CA 90027 | PROJECT COORDINATOR 40.00 | 42,154. | 0 9,084. |
| <u>TOTAL COMPENSATION</u> | | <u>176,923.</u> | <u>37,958.</u> |

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

| <u>NAME AND ADDRESS</u> | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|--|------------------------|---------------------|
| MUSICK, PEELER & GARRETT, LLP ONE WILSHIRE BLVD., SUITE 2000 LOS ANGELES, CA 90017 | LEGAL FEES | 58,203. |
| | TOTAL COMPENSATION | <u>58,203.</u> |

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED STATEMENT

NONE
PUBLIC

CHARITABLE

24,205.

TOTAL CONTRIBUTIONS PAID

24,205.

Sam Francis Foundation
EIN: 95-4336984
Grants and Contributions Paid During the Year
Year Ended 12/31/2013

| Date | Recipient Name & Address | Recipient Status | Purpose of Grant | Art Work |
|----------|---|------------------|---------------------|-------------------------|
| 04/25/13 | Allen Memorial Art Museum 87 N. Main Street Oberlin, OH 44074 | 501(C)3 | Charitable | 900.00 |
| 05/23/13 | Kemper Museum of Contemporary Art 1 Brookings Drive St. Louis, MO 63112 | 501(C)3 | Charitable | 2,562.00 |
| 07/23/13 | Fred Johns Jr. Museum of Art 555 Elm Avenue Norman, OK 73019 | 501(C)3 | Charitable | 6,900.00 |
| 09/17/13 | University of New Mexico Center for the Arts 1 University Albuquerque, NM 87131 | 501(C)3 | Charitable | 3,678.00 |
| 09/17/13 | McNay Art Museum 6000 N. New Braunfels Avenue San Antonio, TX 78209 | 501(C)3 | Charitable | 600.00 |
| 11/12/13 | Cleveland Museum of Art 11150 East Blvd., Cleveland, OH 44106 | 501(C)3 | Charitable | 2,300.00 |
| 12/30/13 | Robert Hull Fleming Museum 61 Colchester Avenue Burlington, VT 05405 | 501(C)3 | Charitable | 7,265.00 |
| | | | Total Grants | <u><u>24,205.00</u></u> |

**SCHEDULE D
(Form 1041)**

Capital Gains and Losses

OMB No 1545-0092

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

2013

Name of estate or trust

SAM FRANCIS FOUNDATION

Employer identification number

95-4336984

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars

| | (d) Proceeds (sales price) | (e) Cost (or other basis) | (g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g) | (h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g) |
|--|----------------------------------|---------------------------------|---|---|
| 1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b | | | | |
| 1b Totals for all transactions reported on Form(s) 8949 with Box A checked | 152,659. | 153,998. | | -1,339. |
| 2 Totals for all transactions reported on Form(s) 8949 with Box B checked | 2,000. | 1,969. | | 31. |
| 3 Totals for all transactions reported on Form(s) 8949 with Box C checked | | | | |
| 4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | | | | 4 |
| 5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | | | | 5 |
| 6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet | | | | 6 () |
| 7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶ | | | | 7 -1,308. |

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

| | (d) Proceeds (sales price) | (e) Cost (or other basis) | (g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g) | (h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g) |
|---|----------------------------------|---------------------------------|--|---|
| 8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b | | | | |
| 8b Totals for all transactions reported on Form(s) 8949 with Box D checked | 977,556. | 888,583. | | 88,973. |
| 9 Totals for all transactions reported on Form(s) 8949 with Box E checked | | | | |
| 10 Totals for all transactions reported on Form(s) 8949 with Box F checked | 13,023. | | | 13,023. |
| 11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | | | | 11 |
| 12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | | | | 12 |
| 13 Capital gain distributions | | | | 13 |
| 14 Gain from Form 4797, Part I | | | | 14 |
| 15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet | | | | 15 () |
| 16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶ | | | | 16 101,996. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

JSA
3F1210 1 000

| Part III Summary of Parts I and II <i>Caution: Read the instructions before completing this part.</i> | | (1) Beneficiaries' (see instr.) | (2) Estate's or trust's | (3) Total |
|---|--|---------------------------------|-------------------------|-----------|
| 17 | Net short-term gain or (loss) | 17 | | -1,308. |
| 18 | Net long-term gain or (loss): | | | |
| a | Total for year | 18a | | 101,996. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksh) | 18b | | |
| c | 28% rate gain | 18c | | |
| 19 | Total net gain or (loss). Combine lines 17 and 18a. ▶ | 19 | | 100,688. |

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary

| Part IV Capital Loss Limitation | | |
|--|---|---------------|
| 20 | Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 19, column (3) or b \$3,000 | 20 () |

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if:

- Either line 18b, col (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 18b, col (2) or line 18c, col. (2) is more than zero.

| | | | | |
|-----------|--|-----------|--|--|
| 21 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). | 21 | | |
| 22 | Enter the smaller of line 18a or 19 in column (2) but not less than zero. | 22 | | |
| 23 | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T). | 23 | | |
| 24 | Add lines 22 and 23 | 24 | | |
| 25 | If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶ | 25 | | |
| 26 | Subtract line 25 from line 24. If zero or less, enter -0- | 26 | | |
| 27 | Subtract line 26 from line 21. If zero or less, enter -0- | 27 | | |
| 28 | Enter the smaller of the amount on line 21 or \$2,450 | 28 | | |
| 29 | Enter the smaller of the amount on line 27 or line 28 | 29 | | |
| 30 | Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% ▶ | 30 | | |
| 31 | Enter the smaller of line 21 or line 26 | 31 | | |
| 32 | Subtract line 30 from line 26. | 32 | | |
| 33 | Enter the smaller of line 21 or \$11,950. | 33 | | |
| 34 | Add lines 27 and 30 | 34 | | |
| 35 | Subtract line 34 from line 33 If zero or less, enter -0- | 35 | | |
| 36 | Enter the smaller of line 32 or line 35 | 36 | | |
| 37 | Multiply line 36 by 15%. ▶ | 37 | | |
| 38 | Enter the amount from line 31 | 38 | | |
| 39 | Add lines 30 and 36 | 39 | | |
| 40 | Subtract line 39 from line 38 If zero or less, enter -0- | 40 | | |
| 41 | Multiply line 40 by 20% ▶ | 41 | | |
| 42 | Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). | 42 | | |
| 43 | Add lines 37, 41, and 42 | 43 | | |
| 44 | Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). | 44 | | |
| 45 | Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). ▶ | 45 | | |

Sales and Other Dispositions of Capital Assets

Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

2013

Department of the Treasury
Internal Revenue Service

File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Attachment
Sequence No **12A**

Name(s) shown on return
SAM FRANCIS FOUNDATION

Social security number or taxpayer identification number
95-4336984

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You **must** check **Box A, B, or C** below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

| 1 | (a) Description of property (Example 100 sh XYZ Co) | (b) Date acquired (Mo, day, yr) | (c) Date sold or disposed (Mo, day, yr) | (d) Proceeds (sales price) (see instructions) | (e) Cost or other basis. See the Note below and see Column (e) in the separate instructions | Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. | | (h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g) |
|---|---|---------------------------------------|--|--|---|--|--------------------------------|---|
| | | | | | | (f) Code(s) from instructions | (g) Amount of adjustment | |
| | 11159.262 INTERM BD F OF AMER | 09/28/2012 | 03/12/2013 | 152,659. | 153,998. | | | -1,339. |
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| 2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked). | | | | 152,659. | 153,998. | | | -1,339. |

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

SAM FRANCIS FOUNDATION

95-4336984

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

| 1 | (a) Description of property (Example: 100 sh. XYZ Co.) | (b) Date acquired (Mo., day, yr.) | (c) Date sold or disposed (Mo., day, yr.) | (d) Proceeds (sales price) (see instructions) | (e) Cost or other basis. See the Note below and see Column (e) in the separate instructions | Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. | | (h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g) |
|---|--|---|--|--|---|--|--------------------------------|---|
| | | | | | | (f) Code(s) from instructions | (g) Amount of adjustment | |
| | CAPITAL GAIN DISTRIBUTIONS | VARIOUS | 12/31/2013 | 13,023. | | | | 13,023. |
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| 2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶ | | | | 13,023. | | | | 13,023. |

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.