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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

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

Open to Public Inspection

For calendar year 2013 or tax year beginning

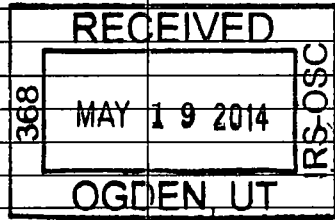
, and ending

Name of foundation THE UPLANDS FOUNDATION		A Employer identification number 95-4442329
Number and street (or P O box number if mail is not delivered to street address) 321 SOUTH BEVERLY DRIVE	Room/suite K	B Telephone number (310) 553-0289
City or town, state or province, country, and ZIP or foreign postal code BEVERLY HILLS, CA 90212		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,876,130.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	134,611.	4,133.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,584.			
b Gross sales price for all assets on line 6a 85,000.				
7 Capital gain net income (from Part IV, line 2)		1,584.		
8 Net short-term capital gain				
9 Income modifications				
Gross sales less returns and allowances				
10a Less Cost of goods sold				
b Gross profit or (loss)				
11 Other income				
12 Total Add lines 1 through 11	136,195.	5,717.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 2	3,500.	0.		0.
c Other professional fees STMT 3	4,444.	0.		0.
17 Interest	101.	0.		0.
18 Taxes STMT 4	35.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	8,080.	0.		0.
25 Contributions, gifts, grants paid	269,750.			269,750.
26 Total expenses and disbursements. Add lines 24 and 25	277,830.	0.		269,750.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-141,635.			
b Net investment income (if negative, enter -0-)		5,717.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED MAY 29 2014 Revenue

Operating and Administrative Expenses



2/4

3

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		1.		
	2	Savings and temporary cash investments		330,782.	86,434.	86,434.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 5		2,312,092.	2,450,541.	2,424,616.
	b	Investments - corporate stock STMT 6		183,573.	183,573.	365,080.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment, basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment, basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		2,826,448.	2,720,548.	2,876,130.	
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				
	22	Other liabilities (describe ▶ STATEMENT 7)		0.	34,810.	
23	Total liabilities (add lines 17 through 22)		0.	34,810.		
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, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds		0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		2,826,448.	2,685,738.		
30	Total net assets or fund balances		2,826,448.	2,685,738.		
31	Total liabilities and net assets/fund balances		2,826,448.	2,720,548.		

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	2,826,448.
2	Enter amount from Part I, line 27a	2	-141,635.
3	Other increases not included in line 2 (itemize) ▶ REFUND OF FEDERAL EXCISE TAX	3	925.
4	Add lines 1, 2, and 3	4	2,685,738.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,685,738.

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 \$55,000 PV SAN DIEGO CA REDV AGY	P	09/21/09	09/03/13
b \$30,000 PV WHITTIER CA REDEV AGENCY	P	11/24/09	11/01/13
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 55,000.		54,863.	137.
b 30,000.		28,553.	1,447.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			137.
b			1,447.
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	1,584.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	385,215.	3,057,770.	.125979
2011	357,614.	3,097,210.	.115463
2010	308,431.	2,942,106.	.104833
2009	308,460.	3,084,008.	.100019
2008	168,549.	3,329,635.	.050621

2 Total of line 1, column (d)	2	.496915
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	.099383
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,944,574.
5 Multiply line 4 by line 3	5	292,641.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	57.
7 Add lines 5 and 6	7	292,698.
8 Enter qualifying distributions from Part XII, line 4	8	269,750.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	114.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	114.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	114.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	40.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	40.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	74.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>EVELYN FEINTECH</u> Telephone no. ▶ <u>(310) 553-0289</u> Located at ▶ <u>321 S. BEVERLY DR., SUITE K, BEVERLY HILLS, CA.</u> ZIP+4 ▶ <u>90212</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No X

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

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

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

SEE ACCOUNTANTS' COMPILATION REPORT.

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

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

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

Yes No

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

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

Yes No

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

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

N/A

5b		
6b		X
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LYNN FEINTECH 321 S. BEVERLY DRIVE, SUITE K BEVERLY HILLS, CA 90212	SEC'Y - TREASURER/ DIR.	1.00	0.	0.
ANTHONY F. BERNHARDT 321 S. BEVERLY DRIVE, SUITE K BEVERLY HILLS, CA 90212	PRESIDENT/DIR.	0.00	0.	0.
EVELYN FEINTECH 10106 EMPYREAN WAY LOS ANGELES, CA 90067	VICE-PRESIDENT/DIR.	0.00	0.	0.

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

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

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

0

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	0.

SEE ACCOUNTANTS' COMPILATION REPORT.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,718,520.
b	Average of monthly cash balances	1b	270,895.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,989,415.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,989,415.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,841.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,944,574.
6	Minimum investment return. Enter 5% of line 5	6	147,229.

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	147,229.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	114.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	114.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	147,115.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	147,115.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	147,115.

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	269,750.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	269,750.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	269,750.

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				147,115.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	3,719.			
b From 2009	154,540.			
c From 2010	163,124.			
d From 2011	204,713.			
e From 2012	232,396.			
f Total of lines 3a through e	758,492.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	269,750.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				147,115.
e Remaining amount distributed out of corpus	122,635.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	881,127.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	3,719.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	877,408.			
10 Analysis of line 9:				
a Excess from 2009	154,540.			
b Excess from 2010	163,124.			
c Excess from 2011	204,713.			
d Excess from 2012	232,396.			
e Excess from 2013	122,635.			

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

SEE STATEMENT 8

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
-
- 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
JEWISH VOCATIONAL SERVICES 225 BUSH STREET SAN FRANCISCO, CA 94104	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
TEACH FOR AMERICA 101 NEW MONTGOMERY SAN FRANCISCO, CA 94105	NONE	PUBLIC CHARITY	EDUCATION	25,000.
THE PHILANTHROPY WORKSHOP WEST 201 CALIFORNIA STREET SAN FRANCISCO, CA 94111	NONE	PUBLIC CHARITY	PHILANTHROPY EDUCATION	10,000.
WOMEN'S INITIATIVE FOR SELF EMPLOYMENT 1398 VALENCIA STREET SAN FRANCISCO, CA 94110	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
PLANNED PARENTHOOD 434 WEST 33RD STREET NEW YORK, NY 10001	NONE	PUBLIC CHARITY	PROVIDER OF REPRODUCTIVE HEALTHCARE	2,500.
Total	SEE CONTINUATION SHEET(S)			269,750.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UC REGENTS FOR CAL PERFORMANCES 101 ZELLERBACH HALL #4800 BERKELEY, CA 94720	NONE	PUBLIC CHARITY	TO SUPPORT THE ARTS	5,000.
EDIBLE SCHOOLYARD PROJECT 1517 SHATTUCK AVE. BERKELEY, CA 94709	NONE	PUBLIC CHARITY	SUPPORT EDUCATION	3,000.
SAN FRANCISCO PERFORMANCES 500 SUTTER STREET SAN FRANCISCO, CA 94102	NONE	PUBLIC CHARITY	TO SUPPORT THE ARTS	5,500.
UC BERKELEY FOUNDATION 2080 ADDISON ST., SUITE 4200 BERKELEY, CA 94720	NONE	PUBLIC CHARITY	SUPPORT EDUCATION	10,000.
RESOURCES FOR THE FUTURE 1616 P. STREET, NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	ENVIRONMENTAL PROTECTION	50,000.
KIPP FOUNDATION 135 MAIN ST., SUITE 1700 SAN FRANCISCO, CA 94105	NONE	PUBLIC CHARITY	SUPPORT EDUCATION	5,000.
KQED 2601 MARIPOSA SAN FRANCISCO, CA 94110	NONE	PUBLIC CHARITY	SUPPORT PUBLIC TELEVISION	5,000.
RAPHAEL HOUSE 1065 SUTTER STREET SAN FRANCISCO, CA 94109	NONE	PUBLIC CHARITY	SUPPORT SHELTER FOR HOMELESS	5,000.
CALIFORNIA ACADEMY OF SCIENCES 55 MUSIC CONCOURSE DR. SAN FRANCISCO, CA 94118	NONE	PUBLIC CHARITY	TO SUPPORT SCIENCE EDUCATION	2,500.
BERKELEY SYMPHONY 1942 UNIVERSITY AVE. #207 BERKELEY, CA 94704	NONE	PUBLIC CHARITY	SUPPORT THE ARTS	250.
Total from continuation sheets				217,250.

SEE ACCOUNTANTS' COMPILATION REPORT.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HIGHER GROUND SUN VALLEY 120 N. 2ND AVENUE KETCHUM, ID 83340	NONE	PUBLIC CHARITY	TO SUPPORT THERAPEUTIC RECREATION & EDUCATION	2,500.
PLOUGHSHARES FUND 1808 WEDEMEYER ST. SUITE 200 SAN FRANCISCO, CA 94129	NONE	PUBLIC CHARITY	TO SUPPORT WORLD PEACE	2,500.
ALAMEDA COUNTY COMMUNITY FOOD BANK P.O. BOX 2599 OAKLAND, CA 94614	NONE	PUBLIC CHARITY	PROVIDE FOOD FOR NEEDY	5,000.
SAN FRANCISCO BALLET 455 FRANKLIN STREET SAN FRANCISCO, CA 94102	NONE	PUBLIC CHARITY	TO SUPPORT THE ARTS	7,500.
NATURAL RESOURCE DEFENSE COUNCIL 111 SUTTER STREET SAN FRANCISCO, CA 94104	NONE	PUBLIC CHARITY	PROTECT THE ENVIRONMENT	50,000.
SAN FRANCISCO FREE CLINIC 132 CLEMENT ST. SAN FRANCISCO, CA 94118	NONE	PUBLIC CHARITY	PROVIDE FREE MEDICAL CARE	10,000.
OBERLIN DANCE COLLECTIVE 3153 17TH STREET SAN FRANCISCO, CA 94119	NONE	PUBLIC CHARITY	SUPPORT CONTEMPORARY DANCE & TRAINING SCHOOL	2,500.
SAN FRANCISCO CHRONICLE SEASON OF SHARING PO BOX 44740 SAN FRANCISCO, CA 94102	NONE	PUBLIC CHARITY	PROVIDE ASSISTANCE TO THE NEEDY	5,000.
GLIDE 330 ELLIS ST. SAN FRANCISCO, CA 94102	NONE	PUBLIC CHARITY	SOCIAL SERVICES SOCIAL SERVICES	1,000.
EXPLORATORIUM PIER 15 SAN FRANCISCO, CA 94111	NONE	PUBLIC CHARITY	SCIENCE MUSEUM	40,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY SMITH BARNEY HOLDINGS LLC	4,133.	0.	4,133.	4,133.	
STIFEL NICOLAUS	130,478.	0.	130,478.	0.	
TO PART I, LINE 4	134,611.	0.	134,611.	4,133.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BAY SHERMAN & CRAIG	3,500.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,500.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	4,444.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	4,444.	0.		0.

SEE ACCOUNTANTS' COMPILATION REPORT.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRANCHISE TAX BOARD - FILING FEE	10.	0.		0.
CA ATTORNEY GENERAL FEES	25.	0.		0.
TO FORM 990-PF, PG 1, LN 18	35.	0.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 5
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
\$250,000 PV INDUSTRY CALIF URBAN DEV AGY		X	250,000.	251,098.
\$55,000 PV SAN DIEGO CALIF REDEV AGTY		X	54,863.	55,302.
\$200,000 PV SAN MARCOS CALIF PUB FACS		X	195,416.	205,504.
\$110,000 PV WHITTIER CALIF REDEV AGY		X	104,696.	109,952.
\$175,000 PV SAN MATEO CALIF REDEV.		X	171,579.	175,957.
\$250,000 PV LOS ANGELES CALIF CMNTY REDEV AGY 5.6%		X	243,433.	252,500.
\$250,000 PV TEMECULA VY CA UNIFED SCH		X	250,000.	256,105.
\$250,000 PV TEMECULA VY CA UNIFED SCH		X	250,000.	260,543.
\$100,000 PV NORWALK CA 5.625%		X	103,106.	92,861.
\$100,000 PV TEMECULA CA 7.488%		X	116,859.	106,182.
\$200,000 PV STOCKTON CA 6.63%		X	224,312.	206,486.
\$250,000 PV SAN DIEGO CA 6.37%		X	264,412.	233,433.
\$100,000 PV MURRIETA VLY CA USD		X	99,489.	100,679.
\$20,000 PV RENO NV 1999 SPL ASSMT		X	20,908.	20,086.
\$100,000 PV SAN JOSE CA REDEV		X	101,468.	97,928.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,450,541.	2,424,616.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,450,541.	2,424,616.

SEE ACCOUNTANTS' COMPILATION REPORT

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
8,000 SH APPLIED MATERIALS, INC	102,557.	141,440.
4,000 SH BORGWARNER INC	81,016.	223,640.
TOTAL TO FORM 990-PF, PART II, LINE 10B	183,573.	365,080.

FORM 990-PF OTHER LIABILITIES STATEMENT 7

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
MORGAN STANLEY OVERDRAFT	0.	34,810.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	34,810.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 8

NAME OF MANAGER
 LYNN FEINTECH
 ANTHONY F. BERNHARDT

SEE ACCOUNTANTS' COMPILATION REPORT