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

2013

Department of the Treasury  
Internal Revenue Service

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

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

The Lemmon Foundation  
44 Montgomery Street #1305  
San Francisco, CA 94104A Employer identification number  
95-4643623B Telephone number (see the instructions)  
310-804-7624

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity  
☐ Final return ☐ Amended return  
☒ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method: ☐ Cash ☒ Accrual  
☐ Other (specify)

▶ \$ 1,478,838.

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

## 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).)

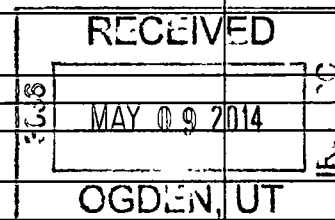
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	3.	3.	N/A	
	4 Dividends and interest from securities	30,874.	30,874.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	31,451.			
	b Gross sales price for all assets on line 6a 203,444.		31,451.		
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)	See Statement 1	155.			
12 Total. Add lines 1 through 11		62,483.	62,328.		
13 Compensation of officers, directors, trustees, etc.		31,725.	7,931.	23,794.	
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach sch) See St 2		3,015.		3,015.	
c Other prof fees (attach sch) See St 3		5,353.	5,353.		
17 Interest					
18 Taxes (attach schedule)(see instrs) See Stm 4		923.	175.		
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	See Statement 5	10,435.		10,435.	
24 Total operating and administrative expenses. Add lines 13 through 23		51,451.	13,459.	37,244.	
25 Contributions, gifts, grants paid Part XV		31,828.		31,828.	
26 Total expenses and disbursements. Add lines 24 and 25		83,279.	13,459.	69,072.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-20,796.			
b Net investment income (if negative, enter -0-)			48,869.		
c Adjusted net income (if negative, enter -0-)					



**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

<b>ASSETS</b>	1	Cash — non-interest-bearing		12,003.	7,097.	7,097.
	2	Savings and temporary cash investments		29,442.	76,581.	76,581.
	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 sch)				
		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 (attach schedule) <b>Statement 6</b>		364,083.	268,230.	268,230.
	b	Investments — corporate stock (attach schedule) <b>Statement 7</b>		798,524.	1,010,037.	1,010,037.
	c	Investments — corporate bonds (attach schedule) <b>Statement 8</b>		78,672.	74,605.	74,605.
<b>LIABILITIES</b>	11	Investments — land, buildings, and equipment, basis				
		Less: accumulated depreciation (attach schedule)				
	12	Investments — mortgage loans				
	13	Investments — other (attach schedule) <b>Statement 9</b>		32,148.	42,288.	42,288.
	14	Land, buildings, and equipment, basis				
		Less: accumulated depreciation (attach schedule)				
	15	Other assets (describe)				
	16	<b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I)		1,314,872.	1,478,838.	1,478,838.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
<b>NET ASSETS OR FUND BALANCES</b>	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe) <b>See Statement 10</b>			690.	
	23	<b>Total liabilities</b> (add lines 17 through 22)		0.	690.	
<b>NET ASSETS OR FUND BALANCES</b>		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input checked="" type="checkbox"/>				
	24	Unrestricted		1,314,872.	1,478,148.	
	25	Temporarily restricted				
	26	Permanently restricted				
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	<b>Total net assets or fund balances</b> (see instructions)		1,314,872.	1,478,148.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		1,314,872.	1,478,838.	

**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	1,314,872.
2	Enter amount from Part I, line 27a	2	-20,796.
3	Other increases not included in line 2 (itemize) <b>See Statement 11</b>	3	184,072.
4	Add lines 1, 2, and 3	4	1,478,148.
5	Decreases not included in line 2 (itemize)	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) — Part II, column (b), line 30	6	1,478,148.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1 a Sale of Publicly Traded Securities</b>		P	Various	Various
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 203,444.		171,993.	31,451.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			31,451.
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	31,451.
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 ]		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 (column (b) divided by column (c))
2012	62,486.	1,301,248.	0.048020
2011	55,211.	1,269,856.	0.043478
2010	60,237.	1,225,639.	0.049147
2009	56,962.	1,132,336.	0.050305
2008	58,549.	1,421,103.	0.041200

2 Total of line 1, column (d)	2	0.232150
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	0.046430
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,351,791.
5 Multiply line 4 by line 3	5	62,764.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	489.
7 Add lines 5 and 6	7	63,253.
8 Enter qualifying distributions from Part XII, line 4	8	69,072.

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)**

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	489.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	489.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	489.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	700.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	700.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	211.	
11 Enter the amount of line 10 to be. <b>Credited to 2014 estimated tax</b> 211.   <b>Refunded</b>	11	0.	

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Courtney N. Lemmon</u> Telephone no <u>310-804-7624</u> Located at <u>44 Montgomery Street San Francisco CA</u> ZIP + 4 <u>94104</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> 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	16		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
1 a	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? See Stmt 13 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? See Stmt 13 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (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 <input type="checkbox"/>	1 b	X
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?	1 c	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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	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)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? ☐ Yes ☒ No

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) N/A

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

**6b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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? ☐ Yes ☒ No

**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
Courtney N. Lemmon 44 Montgomery St. Suite 1305 San Francisco, CA 94104	President 20.00	31,725.	0.	0.
Peter McCrea 44 Montgomery St. Suite 1305 San Francisco, CA 94104	Trustee 0.20	0.	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
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 (see instructions). 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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	1,343,205.
b	Average of monthly cash balances	1 b	29,172.
c	Fair market value of all other assets (see instructions)	1 c	
d	<b>Total</b> (add lines 1a, b, and c)	1 d	1,372,377.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,372,377.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	20,586.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,351,791.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	67,590.

**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	67,590.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	489.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	489.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	67,101.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	67,101.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	67,101.

**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	1 a	69,072.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	69,072.
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	489.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	68,583.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Form 990-PF (2013)

**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				67,101.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years. 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2013.				
a From 2008				
b From 2009	753.			
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	753.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 69,072.				
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				67,101.
e Remaining amount distributed out of corpus	1,971.			
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,724.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,724.			
10 Analysis of line 9:				
a Excess from 2009	753.			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	1,971.			

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

N/A

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or e-mail 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
<i>a Paid during the year</i> See Statement 12				
<b>Total</b>			▶ <b>3a</b>	31,828.
<i>b Approved for future payment</i>				
<b>Total</b>			▶ <b>3b</b>	

## Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3.	
4 Dividends and interest from securities			14	30,874.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	31,451.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a Tax Refund					155.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				62,328.	155.
13 Total. Add line 12, columns (b), (d), and (e)				13	62,483.

(See worksheet in line 13 instructions to verify calculations.)

Line No.  
▼

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

11a	Refund of overpaid taxes
-----	--------------------------



**Change of Address or Responsible Party -- Business**

▶ Please type or print.

▶ See instructions. ▶ Do not attach this form to your return.

▶ Information about Form 8822-B is available at [www.irs.gov/form8822](http://www.irs.gov/form8822)

OMB No 1545-1163

**Before you begin:** If you are also changing your home address, use Form 8822 to report that changeIf you are a tax-exempt organization (see instructions), check here ☒

Check all boxes this change affects

- 1 ☒ Employment, excise, income, and other business returns (Forms 720, 940, 941, 990, 1041, 1065, 1120, etc )
- 2 ☐ Employee plan returns (Forms 5500, 5500-EZ, etc )
- 3 ☒ Business location

<b>4 a Business name</b>	<b>4 b Employer identification number</b>
The Lemmon Foundation	95-4643623

**5 Old mailing address** (no , street, room or suite no , city or town, state, & ZIP code) If a P O box, see instructions If foreign address, also complete spaces below, see instructions  
 44 Montgomery Street #2019  
 San Francisco, CA 94104

Foreign country name	Foreign province/county	Foreign postal code
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**6 New mailing address** (no , street, room or suite no , city or town, state, & ZIP code) If a P O box, see instructions If foreign address, also complete spaces below, see instructions  
 44 Montgomery Street #1305  
 San Francisco, CA 94104

Foreign country name	Foreign province/county	Foreign postal code
----------------------	-------------------------	---------------------

**7 New business location, if different from mailing address** (no , street, room or suite no , city or town, state, & ZIP code). If a foreign address, also complete spaces below, see instructions  
 44 Montgomery Street #1305  
 San Francisco, CA 94104

Foreign country name	Foreign province/county	Foreign postal code
----------------------	-------------------------	---------------------

<b>8 a Old name of responsible party</b>	<b>8 b New name of responsible party</b>
--	--

<b>9 a Old SSN, ITIN, or EIN of responsible party</b>	<b>9 b New SSN, ITIN, or EIN of responsible party</b>
---	---

**10 Signature**

Daytime telephone number of person to contact (optional)

▶ (310) 804-7624

Sign Here ▶ Courtney Lemmon Date 5/5/14

Signature of owner, officer, or representative

▶ Exec. Director

Title

# Change of Address

Do not attach this form to your tax return.

CALIFORNIA FORM

3533

## Part I For Individuals - Complete This Part to Change Your Home Mailing Address

Complete this part if you filed any of the following individual income tax returns (Forms 540, 540 2EZ, or the Long or Short Form 540NR)

► If your last tax return was a joint return and you are now establishing a separate residence, check the box ☐

Your first name	Initial	Last name	Your SSN or ITIN
Spouse's/RDP's first name	Initial	Last name	Spouse's/RDP's SSN or ITIN

Prior name(s) See instructions

Taxpayer \_\_\_\_\_ Spouse/RDP \_\_\_\_\_

Old additional information (See instructions)

Old street address (number and street or PO Box) If a PO box, see instructions	Apt. no./Ste. no.	PMB/Private Mailbox
--	-------------------	---------------------

City (If you have a foreign address, see instructions ) State ZIP Code

Foreign Country Name	Foreign Province/State/County	Foreign Postal Code
----------------------	-------------------------------	---------------------

Spouse's/RDP's old additional information (See instructions)

Spouse's/RDP's old address (number and street or PO Box) If a PO box, see instructions	Apt. no./Ste. no.	PMB/Private Mailbox
--	-------------------	---------------------

City (If you have a foreign address, see instructions ) State ZIP Code

Foreign Country Name	Foreign Province/State/County	Foreign Postal Code
----------------------	-------------------------------	---------------------

New additional information (See instructions)

New street address (number and street or PO Box) If a PO box, see instructions	Apt. no./Ste. no.	PMB/Private Mailbox
--	-------------------	---------------------

City (If you have a foreign address, see instructions ) State ZIP Code

Foreign Country Name	Foreign Province/State/County	Foreign Postal Code
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CAIA3701L 11/20/13



Include Side 1 and Side 2 when mailing in this form.

**Part II** For Businesses, Exempt Organizations, Estates and Trust - Complete This Part to Change Your Business Mailing Address or Business Location Address

Complete this part if you filed any of the following business, estate or trust income tax returns (Forms 100, 100S, 100W, 109, 199, 541, 565, or 568)

California corporation number	California Secretary of State file number	FEIN
2030278		95-4643623

Business, Estate, or Trust name

**THE LEMMON FOUNDATION**

Old additional information (See instructions)

Old mailing address (suite, room or PO Box) If a PO box, see instructions

PMB/Private Mailbox

**44 MONTGOMERY STREET # 2019**

City (If you have a foreign address, see instructions)

State ZIP Code

**SAN FRANCISCO, CA 94104**

Foreign Country Name	Foreign Province/State/County	Foreign Postal Code

New additional information (See instructions)

New mailing address (suite, room or PO Box) If a PO box, see instructions

PMB/Private Mailbox

**44 MONTGOMERY STREET # 1305**

City (If you have a foreign address, see instructions)

State ZIP Code

**SAN FRANCISCO, CA 94104**

Foreign Country Name	Foreign Province/State/County	Foreign Postal Code

New business additional information (See instructions)

New business location address (suite, room or PO Box) If a PO box, see instructions

PMB/Private Mailbox

**44 MONTGOMERY STREET # 1305**

City (If you have a foreign address, see instructions)

State ZIP Code

**SAN FRANCISCO, CA 94104**

Foreign Country Name	Foreign Province/State/County	Foreign Postal Code

**Part III Signature**

Daytime telephone number of person to contact

**310-804-7624**

Your signature

*Courtney Leran*

Date

**5/5/14**

If joint return, spouse's/RDP's signature

Date

If Part II complete, signature of owner, officer, or representative

Date

Title

**Sign  
Here**

CAIA3701L 11/21/13

The Lemmon Foundation

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**Statement 1**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Tax Refund	\$ 155.		
Total	<u>\$ 155.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 2**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bookkeeping	\$ 1,200.			\$ 1,200.
Tax Preparation	1,815.			1,815.
Total	<u>\$ 3,015.</u>	<u>\$ 0.</u>		<u>\$ 3,015.</u>

**Statement 3**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Consulting	\$ 5,353.	\$ 5,353.		
Total	<u>\$ 5,353.</u>	<u>\$ 5,353.</u>		<u>\$ 0.</u>

**Statement 4**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	\$ 748.			
Foreign Tax on Dividends	175.	\$ 175.		
Total	<u>\$ 923.</u>	<u>\$ 175.</u>		<u>\$ 0.</u>

The Lemmon Foundation

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**Statement 5**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Fees	\$ 91.			\$ 91.
Dues and Subscriptions	725.			725.
Filing Fees	35.			35.
Insurance	8,720.			8,720.
Payroll processing Fees	864.			864.
Total	\$ 10,435.	\$ 0.		\$ 10,435.

**Statement 6**  
**Form 990-PF, Part II, Line 10a**  
**Investments - U.S. and State Government Obligations**

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
Fed Home Ln Bks, 5.3% 2/6/17	Mkt Val	\$ 56,753.	\$ 56,753.
Fed Home Ln Bks, 5.25%, 12/11/20	Mkt Val	28,957.	28,957.
Fed Home Ln Bks, 5.25%, 8/15/22	Mkt Val	45,958.	45,958.
Fed Home Ln Bks, 2.75%, 6/8/18	Mkt Val	52,157.	52,157.
Fed Home Ln Bks, 3.75%, 12/14/18	Mkt Val	27,116.	27,116.
US Treas Infl Idx Nts, 1.25%, 7/15/20	Mkt Val	57,289.	57,289.
		\$ 268,230.	\$ 268,230.
Total		\$ 268,230.	\$ 268,230.

**Statement 7**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Chubb Corp, 200, Sh	Mkt Val	\$ 19,326.	\$ 19,326.
Cincinnati Financial Corp, 250 Sh	Mkt Val	13,093.	13,093.
Comerica Inc, 225 Sh	Mkt Val	10,698.	10,698.
JP Morgan Chase & Co, 350 Sh	Mkt Val	20,468.	20,468.
PNC Financial Svcs Group, 150 Sh	Mkt Val	11,637.	11,637.
T Rowe Price Group Inc, 300 Sh	Mkt Val	25,131.	25,131.
State Street Corp, 200 Sh	Mkt Val	14,678.	14,678.
Colgate-Palmolive Co, 300 Sh	Mkt Val	19,563.	19,563.
Costco Wholesale Corp, 200 Sh	Mkt Val	23,804.	23,804.
Diageo PLC ADR, 100 Sh	Mkt Val	13,242.	13,242.
Pepsico Inc, 250 Sh	Mkt Val	20,735.	20,735.
Procter & Gamble Co, 250 Sh	Mkt Val	20,353.	20,353.
Nike Inc - B, 250 Sh	Mkt Val	19,660.	19,660.
Omnicom Group Inc, 200 Sh	Mkt Val	14,874.	14,874.
Ross Stores Inc, 200 Sh	Mkt Val	14,986.	14,986.
Time Warner Cable Inc, 225 Sh	Mkt Val	30,488.	30,488.
Deere & Co, 150 Sh	Mkt Val	13,700.	13,700.
Donaldson Co, 450 Sh	Mkt Val	19,548.	19,548.

## The Lemmon Foundation

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Statement 7 (continued)  
Form 990-PF, Part II, Line 10b  
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Emerson Electric Co, 225 Sh	Mkt Val	\$ 15,791.	\$ 15,791.
Illinois Tool Works Inc, 200 Sh	Mkt Val	16,816.	16,816.
United Parcel Service Inc-B, 150 Sh	Mkt Val	15,762.	15,762.
WW Grainger Inc, 75 Sh	Mkt Val	19,157.	19,157.
3M Co, 150 Sh	Mkt Val	21,038.	21,038.
AptarGroup Inc, 200 Sh	Mkt Val	13,562.	13,562.
Sigma Aldrich Corp, 250 Sh	Mkt Val	23,503.	23,503.
Accenture PLC Ireland, 300 Sh	Mkt Val	24,666.	24,666.
Cisco Systems Inc, 475 Sh	Mkt Val	10,654.	10,654.
Google Inc-A, 10 Sh	Mkt Val	11,207.	11,207.
IBM Corp, 50 Sh	Mkt Val	9,379.	9,379.
Microsoft Corp, 600 Sh	Mkt Val	22,446.	22,446.
Oracle Corp, 400 Sh	Mkt Val	15,304.	15,304.
Qualcomm Inc, 200 Sh	Mkt Val	14,850.	14,850.
Bard Inc, 85 Sh	Mkt Val	11,385.	11,385.
Becton, Dickinson and Co, 150 Sh	Mkt Val	16,574.	16,574.
Dentsply International Inc, 225 Sh	Mkt Val	10,908.	10,908.
Johnson & Johnson, 200 Sh	Mkt Val	18,318.	18,318.
Medtronic Inc, 200 Sh	Mkt Val	11,478.	11,478.
Stryker Corp, 200 Sh	Mkt Val	15,028.	15,028.
Waters Corp, 90 Sh	Mkt Val	9,000.	9,000.
Apache Corp, 150 Sh	Mkt Val	12,891.	12,891.
BG Group PLC ADR, 675 Sh	Mkt Val	14,641.	14,641.
ConocoPhillips, 350 Sh	Mkt Val	24,728.	24,728.
Core Laboratories NV, 100 Sh	Mkt Val	19,095.	19,095.
Automatic Data Processing Inc, 200 Sh	Mkt Val	16,160.	16,160.
Commerce Bancshares Inc, 180 Sh	Mkt Val	8,084.	8,084.
EMC Corp Mass, 475 Sh	Mkt Val	11,946.	11,946.
Lincoln Electric Holdings, 200 Sh	Mkt Val	14,268.	14,268.
Nestle S A ADR, 200 Sh	Mkt Val	14,718.	14,718.
Mettler-Toledo International Inc, 40 Sh	Mkt Val	9,704.	9,704.
Apple Inc, 55 Sh	Mkt Val	30,856.	30,856.
Denbury Resources Inc, 500 Sh	Mkt Val	8,215.	8,215.
Advanced Autoparts Inc, 125 sh	Mkt Val	13,835.	13,835.
Autoliv Inc, 100 Sh	Mkt Val	9,180.	9,180.
Praxair Inc, 100 Sh	Mkt Val	13,003.	13,003.
American Express Co, 200 Sh	Mkt Val	18,146.	18,146.
ABB Ltd ADR, 400 Sh	Mkt Val	10,624.	10,624.
Reckitt Benckiser- Spon ADR, 800 Sh	Mkt Val	12,872.	12,872.
General Mills Inc 190 Sh	Mkt Val	9,483.	9,483.
Edwards Lifesciences Corp 125 Sh	Mkt Val	8,220.	8,220.
Nordstrom Inc 150 Sh	Mkt Val	9,270.	9,270.
Union Pacific Corp 100 Sh	Mkt Val	16,800.	16,800.
BB&T Corporation 300 Sh	Mkt Val	11,196.	11,196.
M&T Bank Corporation 100 Sh	Mkt Val	11,642.	11,642.
Roche Holdings LRD ADR 250 Sh	Mkt Val	17,550.	17,550.
US Bancorp 250 Sh	Mkt Val	10,100.	10,100.
Total		\$ 1,010,037.	\$ 1,010,037.

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Statement 8  
Form 990-PF, Part II, Line 10c  
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
American Express 7.00% 3/19/18	Mkt Val	\$ 17,923.	\$ 17,923.
Kimberly Clark Corp, 6.25%, 7/15/18	Mkt Val	29,303.	29,303.
Cambell Soup Co 4.5% 2/15/19	Mkt Val	27,379.	27,379.
	Total	<u>\$ 74,605.</u>	<u>\$ 74,605.</u>

Statement 9  
Form 990-PF, Part II, Line 13  
Investments - Other

<u>Other Publicly Traded Securities</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Walden Small Cap Innovations, 2,037 Sh	Mkt Val	\$ 42,288.	\$ 42,288.
	Total	<u>\$ 42,288.</u>	<u>\$ 42,288.</u>

Statement 10  
Form 990-PF, Part II, Line 22  
Other Liabilities

Payroll Taxes Payable	\$ 690.
Total	<u>\$ 690.</u>

Statement 11  
Form 990-PF, Part III, Line 3  
Other Increases

Net Unrealized Gains or Losses on Investments . . . . .	\$ 184,072.
Total	<u>\$ 184,072.</u>

The Lemmon Foundation

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Statement 12  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Dream Catcher Farm Horse Sanctuary 495 Adam Perry Road Rocky Mount, VA 24151	N/A	PC	Feed/Program Expenses	\$ 4,328.
Orangutan Foundation International 824 S Wellesley Ave Los Angeles, CA 90049	N/A	PC	Rescue orphan orangutans	5,000.
Fauna & Flora International, Inc. 1720 N Street, NW Washington, DC 20036	N/A	PC	General Funding	10,000.
Sea Turtle Conservancy 4424 NW 13th St, Suite B-11 Gainseville, FL 32609	N/A	PC	General Support	4,000.
Earthplace - The Nature Discovery Center 10 Woodside Lane Westport, CT 06881	N/A	PC	General Support	3,000.
Animals Asia Foundation 300 Broadway Suite 32 San Francisco, CA 94133	N/A	NC	General Support	5,500.
Total				\$ <u>31,828.</u>

Statement 13

Part VII-B

Statement Regarding Activities for Which Form 4720 May Be Required

Line 1(a) (4)

During 2013, Courtney N. Lemmon was compensated \$31,725 in her capacity as Executive Director of the Foundation. Payment for such services reasonable and necessary to carry out the exempt purposes of the Foundation, as they are in this case, are excluded from the self dealing rules under Reg. 53.4941(d)-3(c).