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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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. By law, the IRS cannot redact the information on the form.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 07-01-2013 , and ending 06-30-2014

Name of foundation MAKING WAVES FOUNDATION INC		A Employer identification number 68-0204312	
Number and street (or P O box number if mail is not delivered to street address) 3045 RESEARCH DRIVE		B Telephone number (see instructions) (510) 262-1551	
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, CA 94806		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 50,737,639	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	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 (attach schedule)	1,552,144			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,262	1,262	1,262	
	4 Dividends and interest from securities.	41,000	41,000	41,000	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	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				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	666,000		666,000	
	12 Total. Add lines 1 through 11	2,260,406	42,262	708,262	
	13 Compensation of officers, directors, trustees, etc	595,397			595,397
	14 Other employee salaries and wages	1,560,383			1,560,383
	15 Pension plans, employee benefits	609,322			609,322
	16a Legal fees (attach schedule)	26,504			26,504
	b Accounting fees (attach schedule)	23,170			23,170
	c Other professional fees (attach schedule)	231,023			231,023
	17 Interest	210,420			210,420
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion . . .	722,929		722,929	
	20 Occupancy	151,153			151,153
	21 Travel, conferences, and meetings	20,926			20,926
	22 Printing and publications	12,242			12,242
	23 Other expenses (attach schedule)	10,704,215			583,002
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	14,867,684	0	722,929	4,023,542
	25 Contributions, gifts, grants paid	0			0
	26 Total expenses and disbursements. Add lines 24 and 25	14,867,684	0	722,929	4,023,542
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-12,607,278			
	b Net investment income (if negative, enter -0-)		42,262		
	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
Assets	1	Cash—non-interest-bearing			14,117,812	11,084,980	11,084,980
	2	Savings and temporary cash investments			15,041,001	2,504,250	2,504,250
	3	Accounts receivable ▶ <u>1,240,978</u>					
		Less allowance for doubtful accounts ▶ _____			540,865	1,240,978	1,240,978
	4	Pledges receivable ▶ <u>58,861</u>					
		Less allowance for doubtful accounts ▶ _____				58,861	58,861
	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 ▶ _____			500,000		
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges			54,605	125,358	125,358
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)				 8,996,577	8,996,577
	c	Investments—corporate bonds (attach schedule).					
	11	Investments—land, buildings, and equipment basis ▶ _____					
Liabilities		Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis ▶ <u>29,486,723</u>					
		Less accumulated depreciation (attach schedule) ▶ <u>2,800,665</u>			27,244,452 	26,686,058	26,723,085
	15	Other assets (describe ▶ _____)			 3,550	 3,550	 3,550
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			57,502,285	50,700,612	50,737,639
	17	Accounts payable and accrued expenses			646,949	561,524	
	18	Grants payable					
	19	Deferred revenue					
Net Assets or Fund Balances	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)			8,969,495 	14,383,926	
	22	Other liabilities (describe ▶ _____)			 686,271	 712,816	
	23	Total liabilities (add lines 17 through 22)			10,302,715	15,658,266	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted			34,199,570	21,686,918	
	25	Temporarily restricted				355,428	
	26	Permanently restricted			13,000,000	13,000,000	
		Foundations that do not follow SFAS 117, 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					
	30	Total net assets or fund balances (see page 17 of the instructions)			47,199,570	35,042,346	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			57,502,285	50,700,612	

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	47,199,570
2	Enter amount from Part I, line 27a	2	-12,607,278
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	450,054
4	Add lines 1, 2, and 3	4	35,042,346
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	35,042,346

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				
(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	
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	

Part V

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	7,207,378	21,397,136	0 336838
2011	4,616,586	10,064,576	0 458697
2010	5,365,345	944,403	5 681203
2009	3,806,107	464,986	8 185423
2008	436,469	6,655,415	0 065581
2 Total of line 1, column (d).			2 14 727742
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 2 945548
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			4 21,390,353
5 Multiply line 4 by line 3.			5 63,006,311
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 423
7 Add lines 5 and 6.			7 63,006,734
8 Enter qualifying distributions from Part XII, line 4.			8 4,023,542

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	845
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 ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2.		3	845
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	845
6 Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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	
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	19
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	864
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 ☐ Refunded ☐		11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
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 Form 1120-POL for this year?.		1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
If "Yes," attach a detailed description of the activities.			
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		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
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?		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
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		9	Yes
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	Yes

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW MAKING-WAVES ORG				
14	The books are in care of ▶ORGANIZATION Telephone no ▶(510) 262-1551 Located at ▶3045 RESEARCH DRIVE RICHMOND CA ZIP +4 ▶94806			
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 ▶	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
See 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.			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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ 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 ☒ 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 ☒ 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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		No
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 ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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	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?		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 (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MELISSA FRIES	DIR COLLEGE	190,000	14,597	
3045 RESEARCH DRIVE RICHMOND,CA 94806	40 00			
KRISTA MARTIN	DIR OF DEVE	128,750	22,174	
3045 RESEARCH DRIVE RICHMOND,CA 94806	40 00			
JANICE MALDONADO	OFFICE MANAG	88,307	10,119	
3045 RESEARCH DRIVE RICHMOND,CA 94806	40 00			
VICTORIA MACKLIN	HR DIRECTOR	77,837	8,317	
3045 RESEARCH DRIVE RICHMOND,CA 94806	40 00			
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
RT FISHER 520 3RD ST SUITE 109 OAKLAND,CA 94607	CURR & INTERV	484,790
FRUGE PSYCHOLOGICAL ASSOCIATES INC 1970 BROADWAY SUITE 660 OAKLAND,CA 94612		
IRENE ST ROSEMAN 3045 RESEARCH DRIVE RICHMOND,CA 94806	MENTAL HEALTH	305,004
ANTON JUNGHERR 121 ASH COURT HERCULES,CA 94547	SEVERANCE	152,000
MORRISON & FOERSTER LLP 425 MARKET ST SAN FRANCISCO,CA 94105	BUSINESS MGR	140,186
	ATTORNEY	101,929
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 ACADEMIC COACHING, TRAINING IN PERSONAL DEVELOPMENT, PROVIDING NEW RECREATIONAL AND CULTURE DEVELOPMENT AND CAREER OPPORTUNITY EXPOSURE	4,393,641
2 DEVELOPMENT EXPENDITURES	365,108
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 page 24 of the instructions.	
3	
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	2,822,823
b	Average of monthly cash balances.	1b	18,893,271
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	21,716,094
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	21,716,094
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	325,741
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,390,353
6	Minimum investment return. Enter 5% of line 5.	6	1,069,518

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

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	4,023,542
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	4,023,542
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,023,542
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				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 4,023,542				
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.				
e Remaining amount distributed out of corpus	4,023,542			
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:	4,023,542			
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). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a

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

1999-07-21

b

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

☒ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
		0		503,229		503,229
	b 85% of line 2a			427,745		427,745
	c Qualifying distributions from Part XII, line 4 for each year listed	4,023,542	5,053,270	3,849,362	280,514	13,206,688
	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	4,023,542	5,053,270	3,849,362	280,514	13,206,688
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets	50,700,612	57,502,473	37,175,395	17,972,446	163,350,926
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	26,686,058	27,244,425	25,311,033	17,051,229	96,292,745
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.	713,012	713,238	335,486	31,480	1,793,216
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

JOHN H SCULLY

b

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

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Form 990-PF (2013)

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

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes	
1	2
3	4
5	6
7	8
9	10
11	12
13	14
15	16
17	18
19	20
21	22
23	24
25	26
27	28
29	30
31	32
33	34
35	36
37	38
39	40
41	42
43	44
45	46
47	48
49	50
51	52
53	54
55	56
57	58
59	60
61	62
63	64
65	66
67	68
69	70
71	72
73	74
75	76
77	78
79	80
81	82
83	84
85	86
87	88
89	90
91	92
93	94
95	96
97	98
99	100

Form **990-PF** (2013)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

(2)

Other assets.

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

(2)

Purchases of assets from a noncharitable exempt organization.

(3)

Rental of facilities, equipment, or other assets.

(4)

Reimbursement arrangements.

(5)

Loans or loan guarantees.

(6)

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Yes

No

1a(1)

No

1a(2)

No

1b(1)

No

1b(2)

No

1b(3)

No

1b(4)

No

1b(5)

No

1b(6)

No

1c

No

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes

No

b

If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee

2015-02-11

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

Yes

No

Paid Preparer Use Only

Print/Type preparer's name
DERRICK DEBRUYNE
CPA

Preparer's Signature

Date
2015-03-16

Check if self-employed ☐

PTIN
P00591016

Firm's name
VICENTI LLOYD & STUTZMAN

Firm's EIN
95-2242818

Firm's address
2210 E ROUTE 66 STE 100
GLEN DORA, CA 917404676

Phone no
(626) 857-7300

Form 990-PF (2013)

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN H SCULLY 	CHAIRMAN 2 00	0	0	0
3045 RESEARCH DRIVE RICHMOND, CA 94806				
RONALD A COHAN 	CONSULTANT 2 00	0	0	0
3045 RESEARCH DRIVE RICHMOND, CA 94806				
SUZANNE DUCA 	DIRECTOR 2 00	0	0	0
3045 RESEARCH DRIVE RICHMOND, CA 94806				
PHILIP GORDON 	DIRECTOR 2 00	0	0	0
3045 RESEARCH DRIVE RICHMOND, CA 94806				
ESTHER HUGO 	DIRECTOR 2 00	0	0	0
3045 RESEARCH DRIVE RICHMOND, CA 94806				
ALICIA MALET KLEIN 	DIRECTOR 2 00	0	0	0
3045 RESEARCH DRIVE RICHMOND, CA 94806				
IAN MCGUIRE 	DIRECTOR 2 00	0	0	0
3045 RESEARCH DRIVE RICHMOND, CA 94806				
HAMID MOGHADAM 	DIRECTOR 2 00	0	0	0
3045 RESEARCH DRIVE RICHMOND, CA 94806				
RONALD NAHAS 	DIRECTOR 2 00	0	0	0
3045 RESEARCH DRIVE RICHMOND, CA 94806				
GALLY MAYER 	DIRECTOR 2 00	0	0	0
3045 RESEARCH DRIVE RICHMOND, CA 94806				
HENRY AJ RAMOS 	DIRECTOR 2 00	0	0	0
3045 RESEARCH DRIVE RICHMOND, CA 94806				
REBECA RANGEL 	DIRECTOR 2 00	0	0	0
3045 RESEARCH DRIVE RICHMOND, CA 94806				
SHERRY A SMITH 	MANAGING DIR 40 00	195,000	26,871	0
3045 RESEARCH DRIVE RICHMOND, CA 94806				
ELI J WEINBERG 	DIRECTOR 2 00	0	0	0
3045 RESEARCH DRIVE RICHMOND, CA 94806				
MIKE YUEN 	DIRECTOR 2 00	0	0	0
3045 RESEARCH DRIVE RICHMOND, CA 94806				
GLENN W HOLSCRAW 	EXECUTIVE DI 40 00	230,492	21,221	0
3045 RESEARCH DRIVE RICHMOND, CA 94806				
ROGER CONTRERAS 	CFO 40 00	169,905	14,599	0
3045 RESEARCH DRIVE RICHMOND, CA 94806				

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization MAKING WAVES FOUNDATION INC	Employer identification number 68-0204312
---	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization MAKING WAVES FOUNDATION INC	Employer identification number 68-0204312
--	---

Part I	Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
_____	See Additional Data Table _____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Name of organization MAKING WAVES FOUNDATION INC	Employer identification number 68-0204312
--	---

Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
15	256 SHS OF CMCSA @ 50 27/SH	\$ 12,869	2013-12-18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
16	88 SHARES OF BRK B @ 113 63/SH	\$ 9,999	2013-12-17
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization MAKING WAVES FOUNDATION INC	Employer identification number 68-0204312
--	---

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Additional Data

Software ID:

Software Version:

EIN: 68-0204312

Name: MAKING WAVES FOUNDATION INC

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	DODGE COX 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 20,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>7</u>	TIDES FOUNDATION 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 75,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>13</u>	KURT TAMRA MOBLEY 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 25,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>19</u>	KIM SUMMERS-SILVA 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>2</u>	2311 CORPORATION 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 32,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>8</u>	BANK OF THE WEST 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>14</u>	VIRAGH FAMILY FOUNDATION 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 25,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>20</u>	LAURA JOHN FISHER 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>3</u>	ZALEC FAMILIAN LILIAN FOUNDATION 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>9</u>	SILVER GIVING FOUNDATION 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 50,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
15	ELI WEINBERG 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 12,869	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contribution)
4	ELLEN BOB PECK 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
10	BETSY ED MCDERMOTT 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 50,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
16	PHILIP GORDON 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 19,999	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contribution)
5	SCULLY 1994 FAMILY TRUST NO 2 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 733,233	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
11	ELIZABETH PATTERSON 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 25,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
17	DAVE WEHLITZ MARIAN BERG 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
6	JOHN H SCULLY LIVING TRUST 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 322,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
12	MCGUIRE FAMILY CHARITABLE FUND 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 25,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
18	MICHAEL ANN PARKER 3045 RESEARCH DRIVE RICHMOND, CA 94806	\$ 5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2013

Attachment
Sequence No **179**

Name(s) shown on return
MAKING WAVES FOUNDATION INC

Business or activity to which this form relates
INDIRECT DEPRECIATION

Identifying number

68-0204312

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	48,815

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	672,571
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property	2014-01	15,886	39 yrs	MM	S/L	204
	2013-07	52,204	39 0	MM	S/L	1,339

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	722,929
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No						24b If "Yes," is the evidence written? ☐ Yes ☐ No			
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost	
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25		
26 Property used more than 50% in a qualified business use									
		%							
		%							
		%							
27 Property used 50% or less in a qualified business use									
		%				S/L -			
		%				S/L -			
		%				S/L -			
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28			
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29		

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					
43 Amortization of costs that began before your 2013 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

TY 2013 Accounting Fees Schedule

Name: MAKING WAVES FOUNDATION INC

EIN: 68-0204312

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	23,170			23,170

TY 2013 Compensation Explanation**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Person Name	Explanation
JOHN H SCULLY	
RONALD A COHAN	
SUZANNE DUCA	
PHILIP GORDON	
ESTHER HUGO	
ALICIA MALET KLEIN	
IAN MCGUIRE	
HAMID MOGHADAM	
RONALD NAHAS	
GALLY MAYER	
HENRY AJ RAMOS	
REBECA RANGEL	
SHERRY A SMITH	
ELI J WEINBERG	
MIKE YUEN	
GLENN W HOLSCRAW	
ROGER CONTRERAS	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: MAKING WAVES FOUNDATION INC
EIN: 68-0204312

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAND - 200-24TH ST	2000-05-10	245,000							
LAND - LAKESIDE	2007-11-01	1,703,423							
LAND - COMCAST	2009-11-06	927,870							
BUILDING - 200-24TH ST	2000-05-10	99,570	31,913	S/L	39 0000	2,553		2,553	
BUILDING - LAKESIDE	2007-11-01	4,434,023	454,772	S/L	39 0000	113,693		113,693	
IMPROVEMENTS - 200-24TH	2001-07-01	680,212	218,015	S/L	39 0000	17,442		17,442	
IMRPOVEMENTS - 200-24TH	2002-07-01	2,000	564	S/L	39 0000	51		51	
IMPROVEMENTS - 200-24TH	2003-07-01	1,782	446	S/L	39 0000	46		46	
IMPROVEMENTS - 200-24TH	2004-10-12	11,510	2,509	S/L	39 0000	295		295	
IMPROVEMENTS - 200-24TH	2004-11-01	11,510	2,509	S/L	39 0000	295		295	
IMPROVEMENTS - 200-24TH	2004-12-02	14,348	3,127	S/L	39 0000	368		368	
IMPROVEMENTS - 200-24TH	2004-12-08	4,263	929	S/L	39 0000	109		109	
IMPROVEMENTS - 200-24TH	2004-12-14	2,200	479	S/L	39 0000	56		56	
IMPROVEMENTS - 200-24TH	2004-12-22	10,066	2,194	S/L	39 0000	258		258	
IMPROVEMENTS - 200-24TH	2005-01-18	6,524	1,422	S/L	39 0000	167		167	
IMPROVEMENTS - 200-24TH	2005-01-18	4,999	1,089	S/L	39 0000	128		128	
IMPROVEMENTS - 200-24TH	2006-06-30	6,209	1,273	S/L	39 0000	159		159	
IMPROVEMENTS - 200-24TH	2007-07-31	152,526	21,496	S/L	39 0000	3,911		3,911	
IMPROVEMENTS - 200-24TH	2008-06-30	21,384	2,742	S/L	39 0000	548		548	
IMPROVEMENTS - LAKESIDE	2007-11-01	8,891,775	911,977	S/L	39 0000	227,994		227,994	

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
IMPROVEMENTS - LAKESIDE	2009-07-01	32,833	3,367	S/L	39 0000	842		842	
IMPROVEMENTS - LAKESIDE	2010-07-01	33,315	2,563	S/L	39 0000	854		854	
IMPROVEMENTS - LAKESIDE	2012-06-30	175,729	4,506	S/L	39 0000	4,506		4,506	
IMPROVEMENTS - LAKESIDE	2012-07-01	244,104	6,259	S/L	39 0000	6,259		6,259	
IMPROVEMENTS - COMCAST	2012-07-01	101,556	2,604	S/L	39 0000	2,604		2,604	
IMPROVEMENTS - COMCAST	2012-07-01	523,402	13,421	S/L	39 0000	13,421		13,421	
IMPROVEMENTS - COMCAST	2012-07-01	8,437,372	216,343	S/L	39 0000	216,343		216,343	
IMPROVEMENTS - COMCAST	2012-07-01	2,327,109	59,669	S/L	39 0000	59,669		59,669	
IMPROVEMENTS - COMCAST	2014-01-01	15,886		S/L	39 0000	204		204	
IMPROVEMENTS - COMCAST	2013-07-01	52,204		S/L	39 0000	1,339		1,339	
IMPROVEMENTS - COMCAST	2014-06-30	22,856		S/L	39 0000				
FURNITURE & EQUIPMENT	2010-06-30	68,330	54,664	S/L	5 0000	13,666		13,666	
FURNITURE & EQUIPMENT	2011-06-30	14,738	8,843	S/L	5 0000	2,948		2,948	
FURNITURE & EQUIPMENT	2011-07-01	18,330	7,333	S/L	5 0000	3,666		3,666	
FURNITURE & EQUIPMENT	2013-06-30	95,769		S/L	5 0000	19,154		19,154	
FURNITURE & EQUIPMENT	2013-07-01	14,250		S/L	5 0000	2,850		2,850	
FURNITURE & EQUIPMENT	2013-07-01	14,250		S/L	5 0000	2,850		2,850	
SERVER & NETWORK EQUIPMENT	2014-06-30	45,089		S/L	5 0000				
SOFTWARE	2012-06-30	18,407	3,681	S/L	5 0000	3,681		3,681	
1998 LINCOLN	2006-06-30	12,591	12,591	200DB	5 0000				

TY 2013 Employee Compensation Explanation**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Employee	Explanation
MELISSA FRIES	
KRISTA MARTIN	
JANICE MALDONADO	
VICTORIA MACKLIN	

**TY 2013 Investments Corporate
Stock Schedule****Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MUTUAL FUNDS	8,968,110	8,968,110
EQUITIES	28,467	28,467

TY 2013 Land, Etc. Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
MACHINERY & EQUIPMENT	289,163	124,532	164,631	165,828
BUILDINGS	4,533,593	602,931	3,930,662	3,930,662
IMPROVEMENTS	21,787,674	2,073,202	19,714,472	19,750,302
LAND	2,876,293		2,876,293	2,876,293

TY 2013 Legal Fees Schedule

Name: MAKING WAVES FOUNDATION INC

EIN: 68-0204312

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	26,504			26,504

TY 2013 Mortgages and Notes Payable Schedule

Name:

MAKING WAVES FOUNDATION INC

EIN:

68-0204312

Total Mortgage Amount:

Item No.	1
Lender's Name	TERM LOAN
Lender's Title	
Relationship to Insider	NONE
Original Amount of Loan	8000000
Balance Due	7930942
Date of Note	2014-03
Maturity Date	1934-02
Repayment Terms	MONTHLY
Interest Rate	0.0380
Security Provided by Borrower	SECURITIES AND DEPOSIT ACCOUNTS
Purpose of Loan	BUSINESS
Description of Lender Consideration	TERM LOAN
Consideration FMV	8000000

Item No.	2
Lender's Name	TERM LOAN
Lender's Title	
Relationship to Insider	NONE
Original Amount of Loan	6000000
Balance Due	5452984
Date of Note	2009-08
Maturity Date	2019-08
Repayment Terms	MONTHLY
Interest Rate	0.0150
Security Provided by Borrower	4123/4133 LAKESIDE DRIVE
Purpose of Loan	REFINANCE PROPERTY
Description of Lender Consideration	
Consideration FMV	

Item No.	3
Lender's Name	COMMUNITY DEVELOPMENT LOAN
Lender's Title	
Relationship to Insider	NONE
Original Amount of Loan	2000000
Balance Due	500000
Date of Note	2008-07
Maturity Date	2014-08
Repayment Terms	QUARTERLY
Interest Rate	0.0200
Security Provided by Borrower	NONE
Purpose of Loan	COMMUNITY DEVELOP. PROGRAM FUNDING
Description of Lender Consideration	
Consideration FMV	

Item No.	4
Lender's Name	COMMUNITY DEVELOPMENT LOAN
Lender's Title	
Relationship to Insider	NONE
Original Amount of Loan	500000
Balance Due	500000
Date of Note	2009-11
Maturity Date	2014-11
Repayment Terms	AT MATURITY
Interest Rate	0.0200
Security Provided by Borrower	NONE
Purpose of Loan	COMMUNITY DEVELOP. PROGRAM FUNDING
Description of Lender Consideration	COMMUNITY DEVELOPMENT LOAN
Consideration FMV	500000

Item No.	5
Lender's Name	TERM LOAN
Lender's Title	
Relationship to Insider	NONE
Original Amount of Loan	900000
Balance Due	
Date of Note	2010-06
Maturity Date	2013-06
Repayment Terms	AT MATURITY
Interest Rate	0.0350
Security Provided by Borrower	DEED OF TRUST
Purpose of Loan	BUSINESS
Description of Lender Consideration	
Consideration FMV	

TY 2013 Other Assets Schedule

Name: MAKING WAVES FOUNDATION INC

EIN: 68-0204312

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSITS	3,550	3,550	3,550

TY 2013 Other Expenses Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ADVERTISING AND PROMOTION	2,612			2,612
OFFICE EXPENSES	209,784			209,784
INSURANCE	45,147			45,147
OTHER EXPENSES	325,459			325,459
GRANT TO MAKING WAVES ACADEMY	6,350,000			
GRANT TO MAKING WAVES EDUCATI	3,771,213			

TY 2013 Other Income Schedule

Name: MAKING WAVES FOUNDATION INC

EIN: 68-0204312

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RENTAL INCOME	666,000		666,000

TY 2013 Other Increases Schedule

Name: MAKING WAVES FOUNDATION INC

EIN: 68-0204312

Description	Amount
UNREALIZED GAINS	450,054

TY 2013 Other Liabilities Schedule

Name: MAKING WAVES FOUNDATION INC

EIN: 68-0204312

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED LIABILITIES		151,416
REFUNDABLE ADVANCE	686,271	561,400

**TY 2013 Other Notes/Loans
Receivable Short Schedule**

Name: MAKING WAVES FOUNDATION INC

EIN: 68-0204312

Name of 501(c)(3) Organization	Balance Due
NOTE RECEIVABLE	

TY 2013 Other Professional Fees Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INFORMATION TECHNOLOGY SERVICES	78,067			78,067
JANITORIAL SERVICES	34,871			34,871
OTHER FEES FOR SERVICES	102,435			102,435
MANAGEMENT FEES	15,650			15,650