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Return of Private Foundation

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

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

2013

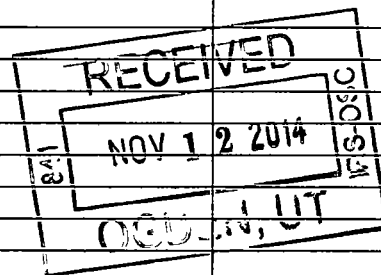
Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013, and ending JUN 30, 2014

Name of foundation THE LUCAS BROTHERS FOUNDATION		A Employer identification number 94-2781117						
Number and street (or P.O. box number if mail is not delivered to street address) 3000 SAND HILL ROAD, BLDG. 3		B Telephone number (650) 854-4223						
City or town, state or province, country, and ZIP or foreign postal code MENLO PARK, CA 94025		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ 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		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) \$ 11,101,482.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		98.	98.		STATEMENT 1
4 Dividends and interest from securities		776.	776.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		96,529.			
b Gross sales price for all assets on line 6a 98,193.					
7 Capital gain net income (from Part IV, line 2)			96,529.		
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 or (loss)					
11 Other income		1,750.	1,750.		STATEMENT 3
12 Total. Add lines 1 through 11		99,153.	99,153.		
13 Compensation of officers, directors, trustees, etc.		61,000.	61,000.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		20.	10.		0.
b Accounting fees STMT 5		21,865.	10,933.		0.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion		1,908.	1,908.		
20 Occupancy		25,897.	25,897.		0.
21 Travel, conferences, and meetings		3,408.	3,408.		0.
22 Printing and publications					
23 Other expenses STMT 6		106,715.	105,803.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		220,813.	208,959.		0.
25 Contributions, gifts, grants paid		444,500.			444,500.
26 Total expenses and disbursements. Add lines 24 and 25		665,313.	208,959.		444,500.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-566,160.			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	541,004.	209,517.	209,517.
	3 Accounts receivable ▶ 7,509.			
	Less: allowance for doubtful accounts ▶	4,622.	7,509.	7,509.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 20,000.			
	Less: allowance for doubtful accounts ▶ 0.	20,000.	20,000.	20,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	6,500.	6,500.	6,500.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	6,079,629.	9,087,500.	9,087,500.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	2,018,299.	1,767,024.	1,767,024.
	14 Land, buildings, and equipment: basis ▶ 10,617.			
	Less: accumulated depreciation ▶ 7,185.	5,340.	3,432.	3,432.
	15 Other assets (describe ▶ STATEMENT 12)	128,450.	0.	0.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	8,803,844.	11,101,482.	11,101,482.
	17 Accounts payable and accrued expenses	9,851.		
	18 Grants payable	790,000.	346,000.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	261,129.	311,278.	
	23 Total liabilities (add lines 17 through 22)	1,060,980.	657,278.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	7,742,864.	10,444,204.	
	25 Temporarily restricted			
	26 Permanently restricted			
	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	7,742,864.	10,444,204.	
	31 Total liabilities and net assets/fund balances	8,803,844.	11,101,482.	

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	7,742,864.
2 Enter amount from Part I, line 27a	2	-566,160.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	3,345,437.
4 Add lines 1, 2, and 3	4	10,522,141.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	77,937.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,444,204.

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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 PARTNERSHIPS - LONG TERM GAINS	P	VARIOUS	12/31/13
b PARTNERSHIPS - SHORT TERM GAINS	P	VARIOUS	12/31/13
c DELL ESCROW RECEIVABLE	P	VARIOUS	12/31/13
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 98,148.			98,148.
b 45.			45.
c		1,664.	-1,664.
d			
e			

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			98,148.
b			45.
c			-1,664.
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	96,529.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	575,000.	9,001,422.	.063879
2011	610,000.	11,666,989.	.052284
2010	189,000.	13,192,677.	.014326
2009	151,000.	9,865,534.	.015306
2008	364,000.	7,510,373.	.048466

2 Total of line 1, column (d)	2	.194261
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	.038852
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,792,399.
5 Multiply line 4 by line 3	5	380,454.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	380,454.
8 Enter qualifying distributions from Part XII, line 4	8	444,500.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2014 estimated tax

6,500. Refunded

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?

Yes No
1a ☐ ☒

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

1b ☐ ☒

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 ☐ ☒

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?

2 ☐ ☒

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 ☐ ☒

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a ☐ ☒

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 ☐ ☒

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 ☒ ☐

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 ☒ ☐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 ☒ ☐

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 ☐ ☒

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10 ☐ ☒

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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 ► N/A	13	X	
14	The books are in care of ► MELISSA L. FINDLEY Telephone no. ► (650) 854-4223 Located at ► 3000 SANDHILL RD., BLDG 3, #125, MENLO PARK, CA ZIP+4 ► 94025			
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	N/A	
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	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

N/A

☐ Yes ☐ No

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

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

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

X**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?

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		61,000.	12,000.	0.

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

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

Total number of other employees paid over \$50,000**0**

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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	1a	9,483,370.
b	Average of monthly cash balances	1b	413,526.
c	Fair market value of all other assets	1c	44,626.
d	Total (add lines 1a, b, and c)	1d	9,941,522.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,941,522.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	149,123.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,792,399.
6	Minimum investment return. Enter 5% of line 5	6	489,620.

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	489,620.
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	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	489,620.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	489,620.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	489,620.

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	444,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	444,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	444,500.

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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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				489,620.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			443,240.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 444,500.				
a Applied to 2012, but not more than line 2a			443,240.	
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				1,260.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				488,360.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
THE BYERS EYE INSTITUTE	NONE	TAX EXEMPT	MEDICAL RESEARCH	500.
SANTA CLARA UNIVERSITY BUSINESS OF SCHOOL	NONE	TAX EXEMPT	EDUCATIONAL	222,000.
STANFORD INSTITUTE FOR ECONOMIC POLICY	NONE	TAX EXEMPT	MEDICAL RESEARCH	222,000.
Total				▶ 3a 444,500.
b Approved for future payment				
SANTA CLARA UNIVERSITY BUSINESS OF SCHOOL	NONE	TAX EXEMPT	EDUCATIONAL	173,000.
STANFORD INSTITUTE FOR ECONOMIC POLICY	NONE	TAX EXEMPT	MEDICAL RESEARCH	173,000.
Total				▶ 3b 346,000.

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

- | | | Yes | No |
|--|---|-----|----|
| 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 | | X |
| | (2) Other assets | | X |
| | b Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| (6) Performance of services or membership or fundraising solicitations | | X | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X | |
| 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. | | | |

[illegible]

- 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 |
| N/A | | |
| | | |
| | | |
| | | |
| | | |

**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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

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

MOREY GREENSTEIN,
CPA

Preparer's signature

Date

Check ☐ self-employed

PTIN

P00995738

Firm's name ► GREENSTEIN, ROGOFF, OLSEN & COMPANY

Firm's EIN ► 94-2231697

Firm's address ► 39159 PASEO PADRE PKWY, SUITE 315
FREMONT, CA 94538

Phone no. 510-797-8661

THE LUCAS BROTHERS FOUNDATION
F E I N 94-2781117
SCHEDULE OF FIXED ASSETS
06/30/14

STATEMENT B

ASSET DESCRIPTION	DATE ACQUIRED	DEPR'N METHOD	DEF BAL @ LIFE 6/30/13	Additions	Deletions	BAL @ 6/30/14	ACCUMULATED DEPR'N BAL @ 6/30/13	DEPR'N EXP	CURRENT RETIREMEN	BAL @ 6/30/14	REMAINING BALANCE over # mos	LIFE # months	DEPRECIABLE PERIOD # months
EQUIPMENT													
COMPUTER EQUIP (PRINTER)	12/12/06	S/L	5 519 58			519 58	519 58	0 00		519 58	104	60 00	12 00
COMPUTER	08/31/09	S/L	5 1,471 08			1,471 08	1,126 24	294 00		1,420 24	294	60 00	12 00
COMPUTER	10/29/09	S/L	5 1,609 13			1,609 13	1,181 14	322 00		1,503 14	322	60 00	12 00
COMPUTER EQUIP (SOFTWARE)	02/17/10	S/L	5 87 39			87 39	57 37	17 00		74 37	17	60 00	12 00
COMPUTER EQUIP (ROUTER)	02/24/10	S/L	5 61 60			61 60	40 25	12 00		52 25	12	60 00	12 00
COMPUTER	05/05/10	S/L	5 1,658 20			1,658 20	1,046 88	332 00		1,378 88	332	60 00	12 00
SERVER	05/06/11	S/L	5 3,267 14			3,267 14	1,306 00	653 00		1,959 00	653	60 00	12 00
			8,674 12	0 00	0 00	8,674 12	5,277 46	1,630 00	0 00	6,907 46			
LEASEHOLD IMPROVEMENTS													
OFFICE WALLCOVERING	12/14/2012	S/L	7 1,942 50			1,942 50	0 00	278 00		278 00	278	84 00	12 00
			1,942 50	0 00	0 00	1,942 50	0 00	278 00	0 00	278 00			
FURNITURE & FIXTURE													
			0 00	0 00	0 00	0 00	0 00	0 00	0 00	0 00			
TOTAL			10,616 62	0 00	0 00	10,616 62	5,277 46	1,908 00	0 00	7,185 46			
			WTB			WTB		WTB		WTB			

NOTE:

Per Melissa, the foundation's capitalized policy is to capitalize assets >\$500 starting FYE 6/30/13

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SILICON VALLEY BANK	98.	98.	
TOTAL TO PART I, LINE 3	98.	98.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS	776.	0.	776.	776.	
TO PART I, LINE 4	776.	0.	776.	776.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM PARTNERSHIPS	1,750.	1,750.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,750.	1,750.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	20.	10.		0.
TO FM 990-PF, PG 1, LN 16A	20.	10.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	21,865.	10,933.		0.
TO FORM 990-PF, PG 1, LN 16B	21,865.	10,933.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES - PARTNERSHIPS	22,243.	22,243.		0.
PROFESSIONAL CONSULTANTS	57,935.	57,935.		0.
TELEPHONE	4,561.	3,649.		0.
INSURANCE	2,950.	2,950.		0.
COMPUTER CONSULTANTS	18,564.	18,564.		0.
OFFICE EXPENSES	452.	452.		0.
FILING FEES	10.	10.		0.
TO FORM 990-PF, PG 1, LN 23	106,715.	105,803.		0.

FOOTNOTES			STATEMENT 7
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PART VIII INFORMATION ABOUT OFFICERS, DIRECTORS, ETC.
LINE 1, COLUMN C

DONALD L. LUCAS

DIRECTOR'S FEES	43,000.
DEFERRED REMUNERATION PAID	18,000.
TOTAL FEES PAID TO DONALD L. LUCAS (TO STATEMENT 14)	61,000.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	2,740,089.
DEFERRED REMUNERATION EXPENSE	2,001.
GRANTS PAYABLE	444,000.
ACCRUED EXPENSES-PY	9,850.
ACCRUED INTEREST INCOME - CY	2,887.
BOOK/TAX DIFFERENCE ON REALIZED GAINS	146,610.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,345,437.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE FROM PARTNERSHIPS	23,135.
DEFERRED EXCISE TAX	54,802.
TOTAL TO FORM 990-PF, PART III, LINE 5	77,937.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - CORPORATE STOCKS	9,087,500.	9,087,500.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,087,500.	9,087,500.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - OTHERS	COST	1,767,024.	1,767,024.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,767,024.	1,767,024.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ESCROW RECEIVABLES	103,437.	0.	0.
DISTRIBUTION RECEIVABLE	25,013.	0.	0.
TO FORM 990-PF, PART II, LINE 15	128,450.	0.	0.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED REMUNERATION PAYABLE	148,274.	146,273.	
DEFERRED TAXES	110,205.	165,005.	
CONTRIBUTION PAYABLE	2,650.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 22	261,129.	311,278.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DONALD L. LUCAS 3000 SAND HILL RD BG 3 #125 MENLO PARK, CA 94025	DIRECTOR 10.00	61,000.	12,000.	0.
JOHN SHOVEN 781 FRENCHMAN'S CREEK ROAD STANFORD, CA 94305-1035	DIRECTOR 0.00	0.	0.	0.
ERIC BALL 2023 GORDON AVENUE MENLO PARK, CA 94025	DIRECTOR 0.00	0.	0.	0.
PAUL JOAS C/O DAIN RAUSCHER, INC. 60 S. 6TH ST. 11TH FLOOR MINNEAPOLIS, MN 55402	DIRECTOR 0.00	0.	0.	0.
B.J. CASSIN 3000 SAND HILL RD BG 3 #210 MENLO PARK, CA 94025	DIRECTOR 0.00	0.	0.	0.
A. CRAWFORD COOLEY 961 SAN ANTONIO ROAD PETALUMA, CA 94952	DIRECTOR 0.00	0.	0.	0.
CHRISTOPHER B. LUCAS 450 N. BRAND BLVD. #600 GLENDALE, CA 91203	DIRECTOR 2.00	0.	0.	0.
MARIO BELOTTI 19401 SAN MARCOS ROAD SARATOGA, CA 95070	DIRECTOR 0.00	0.	0.	0.
KURT A. LATTA P.O. BOX 3219 LOS ALTOS, CA 94024	SECRETARY 0.30	0.	0.	0.
ALEXANDRA L. LUCAS 245 UPLAND ROAD REDWOOD CITY, CA 94062	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		61,000.	12,000.	0.