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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

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

Name of foundation
THE EUCALYPTUS FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
P. O. BOX 29550

City or town, state or province, country, and ZIP or foreign postal code
SAN FRANCISCO, CA 94129-0550

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ 39,098,217. (Part I, column (d) must be on cash basis.)

J Accounting method
 Cash
 Accrual
 Other (specify)

A Employer identification number
94-3148772

B Telephone number
415-561-3346

C If exemption application is pending, check here

D 1. Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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	981,478.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	121.	121.		STATEMENT 2
	4 Dividends and interest from securities	956,344.	956,344.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,122,168.			STATEMENT 1
	b Gross sales price for all assets on line 6a	5,584,568.			
	7 Capital gain net income (from Part IV, line 2)		2,551,304.		
	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					
12 Total. Add lines 1 through 11	4,060,111.	3,507,769.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	8,225.	500.		7,725.
	b Accounting fees STMT 5	26,065.	7,500.		18,565.
	c Other professional fees STMT 6	59,250.	59,250.		0.
	17 Interest				
	18 Taxes STMT 7	34,028.	7,528.		0.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8	455.	0.		455.	
24 Total operating and administrative expenses-Add lines 13 through 23	128,023.	74,778.		26,745.	
25 Contributions, gifts, grants paid	3,694,353.			3,694,353.	
26 Total expenses and disbursements. Add lines 24 and 25	3,822,376.	74,778.		3,721,098.	
27 Subtract line 26 from line 12	237,735.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		3,432,991.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			<1.>	<1.>
	2	Savings and temporary cash investments		2,058,425.	168,121.	168,121.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations STMT 10		639,253.	656,575.	718,343.
	b	Investments - corporate stock STMT 11		21,132,735.	23,086,659.	28,005,859.
	c	Investments - corporate bonds STMT 12		4,622,612.	4,777,889.	5,180,197.
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other STMT 13		3,000,000.	3,000,000.	5,021,318.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation					
15	Other assets (describe STATEMENT 14)		2,863.	4,380.	4,380.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)		31,455,888.	31,693,623.	39,098,217.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>		31,455,888.	31,693,623.	
	25	Unrestricted				
	26	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	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		31,455,888.	31,693,623.		
31	Total liabilities and net assets/fund balances		31,455,888.	31,693,623.		

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	31,455,888.
2	Enter amount from Part I, line 27a	2	237,735.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	31,693,623.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,693,623.

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			
b	SEE ATTACHED STATEMENT		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	5,584,568.	3,033,264.	2,551,304.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV 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			2,551,304.

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	2,551,304.
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	3,678,519.	35,662,873.	.103147
2011	2,842,689.	33,495,923.	.084867
2010	2,494,251.	34,614,219.	.072059
2009	3,630,407.	32,833,619.	.110570
2008	2,791,004.	32,252,111.	.086537

2	Total of line 1, column (d)	2	.457180
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	.091436
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	37,189,331.
5	Multiply line 4 by line 3	5	3,400,444.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	34,330.
7	Add lines 5 and 6	7	3,434,774.
8	Enter qualifying distributions from Part XII, line 4	8	3,721,098.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	34,330.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	34,330.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	34,330.
6	Credits/Payments		
6a	2013 estimated tax payments and 2012 overpayment credited to 2013		41,648.
6b	Exempt foreign organizations - tax withheld at source		
6c	Tax paid with application for extension of time to file (Form 8868)		
6d	Backup withholding erroneously withheld		
7	Total credits and payments. Add lines 6a through 6d	7	41,648.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	16.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,302.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A		X	
14	The books are in care of ▶ STEPHEN SCHWARZ Telephone no ▶ 415-561-3346 Located at ▶ P.O. BOX 29550, SAN FRANCISCO, CA ZIP+4 ▶ 94129-0550			
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 ▶		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(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 15		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
KESTREL INVESTMENT MANAGEMENT 411 BOREL AVENUE, SAN MATEO, CA 94402	INVESTMENT ADVISORY	53,085.

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	37,379,043.
b	Average of monthly cash balances	1b	376,623.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	37,755,666.
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	37,755,666.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	566,335.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	37,189,331.
6	Minimum investment return. Enter 5% of line 5	6	1,859,467.

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	1,859,467.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	34,330.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	34,330.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,825,137.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,825,137.
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	1,825,137.

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	3,721,098.
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	3,721,098.
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	34,330.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,686,768.

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				1,825,137.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	1,192,982.			
b From 2009	2,011,870.			
c From 2010	798,088.			
d From 2011	1,187,493.			
e From 2012	1,922,479.			
f Total of lines 3a through e	7,112,912.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,721,098.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,825,137.
e Remaining amount distributed out of corpus	1,895,961.			
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	9,008,873.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	1,192,982.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	7,815,891.			
10 Analysis of line 9				
a Excess from 2009	2,011,870.			
b Excess from 2010	798,088.			
c Excess from 2011	1,187,493.			
d Excess from 2012	1,922,479.			
e Excess from 2013	1,895,961.			

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

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

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

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

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

SEE STATEMENT 16

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
 NONE

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

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

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
- b The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
<i>a Paid during the year</i>					
SEE SUPPLEMENT A					3,694,353.
Total				▶ 3a	3,694,353.
<i>b Approved for future payment</i>					
NONE					
Total				▶ 3b	0.

Schedule B

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

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 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

THE EUCALYPTUS FOUNDATION

Employer identification number

94-3148772

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 foundationCheck 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 33 1/3% 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 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 to 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization THE EUCALYPTUS FOUNDATION	Employer identification number 94-3148772
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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
1	FRANCES K. GEBALLE PO BOX 29550 SAN FRANCISCO, CA 94129	\$ 164,582.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	FRANCES K. GEBALLE PO BOX 29550 SAN FRANCISCO, CA 94129	\$ 816,896.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE EUCALYPTUS FOUNDATION	Employer identification number 94-3148772
--	---

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
1	2249 SHS. QUALCOMM INC. COMMON STOCK _____ _____	\$ 164,582.	12/04/13
2	26360 SHS. MORGAN STANLEY COMMON STOCK _____ _____	\$ 816,896.	12/04/13
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization THE EUCALYPTUS FOUNDATION	Employer identification number 94-3148772
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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) ▶ \$ _____
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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
KESTREL INV. MGMT.- SEE SUPP. B	2,772,751.	1,638,498.	0.	PURCHASED	VARIOUS	06/30/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
26360 SHS. MORGAN STANLEY	800,583.	816,896.	0.	PURCHASED		<16,313.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
2249 SHS. QUALLCOM	164,606.	164,582.	0.	PURCHASED		24.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
DAMAGE RECOVERY - TIFF	1,185.	0.	0.	PURCHASED	VARIOUS	12/31/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
47.2 SHS. CAPITAL WORLD G & INC. FUND	1,955.	1,786.	0.	PURCHASED	02/09/06	07/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
34.2 SHS. CAPITAL WORLD G & INC. FUND	1,507.	1,291.	0.	PURCHASED	02/09/06	10/24/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
17789.6 SHS. CAPITAL WORLD G & INC. FUND	800,000.	672,564.	0.	PURCHASED	02/09/06	01/09/14

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
37.1 SHS. CAPITAL WORLD G & INC. FUND	PURCHASED	02/09/06	01/30/14	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,638.	1,404.	0.	0.	234.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
4366.5 SHS. CAPITAL WORLD G & INC. FUND	PURCHASED	03/15/13	04/09/14	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200,000.	164,514.	0.	0.	35,486.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
22.9 SHS. CAPITAL WORLD G & INC. FUND	PURCHASED	02/09/06	05/01/14	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,064.	865.	0.	0.	199.

CAPITAL GAINS DIVIDENDS FROM PART IV	839,279.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<u>2,122,168.</u>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN SACHS - KESTREL ACCOUNT	84.	84.	
WELLS FARGO BANK	37.	37.	
TOTAL TO PART I, LINE 3	121.	121.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CAP. WORLD GROWTH & INC. FUND	43,423.	0.	43,423.	43,423.	
DODGE & COX INCOME FUND	93,638.	0.	93,638.	93,638.	
GOLDMAN SACHS (KESTREL A/C)	50,265.	0.	50,265.	50,265.	
TIFF MULTI-ASSET FUND	1,339,966.	837,363.	502,603.	502,603.	
VANGD. INFLAT. PROT. SEC.	17,322.	0.	17,322.	17,322.	
VANGD. TOTAL STK. INDEX FUND	64,758.	0.	64,758.	64,758.	
VANGUARD EUROPEAN STOCK FUND	14,045.	0.	14,045.	14,045.	
VANGUARD PRIME MONEY MKT. FUND	6.	0.	6.	6.	
VANGUARD TOTAL BOND INDEX FUND	61,639.	1,916.	59,723.	59,723.	
VANGUARD TOTAL INT'L EQUITY FUND	110,561.	0.	110,561.	110,561.	
TO PART I, LINE 4	1,795,623.	839,279.	956,344.	956,344.	

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 & ADM. FEE	8,225.	500.		7,725.
TO FM 990-PF, PG 1, LN 16A	8,225.	500.		7,725.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCTNG. & ADMIN. FEE	10,000.	7,500.		2,500.
AUDIT FEE	16,065.	0.		16,065.
TO FORM 990-PF, PG 1, LN 16B	26,065.	7,500.		18,565.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	59,250.	59,250.		0.
TO FORM 990-PF, PG 1, LN 16C	59,250.	59,250.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EST. TAXES FYE 6/30/14	41,648.	0.		0.
FOREIGN TAXES	7,528.	7,528.		0.
LESS: FY 2013 OVERPAYMENT APPLIED	<15,148.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	34,028.	7,528.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	180.	0.		180.
BANK CHARGES & SUPPLIES	275.	0.		275.
TO FORM 990-PF, PG 1, LN 23	455.	0.		455.

FOOTNOTES

STATEMENT 9

PART VII-B, LINE 1A (3) & (4), RE: PAYMENT OF COMPENSATION TO A DISQUALIFIED PERSON: ACCOUNTING SERVICES ARE PROVIDED TO THE FOUNDATION BY EUCALYPTUS ASSOCIATES, INC., THE OWNERS AND DIRECTORS OF WHICH INCLUDE DIRECTORS AND OFFICERS OF THE FOUNDATION. SUCH SERVICES ARE PROVIDED AT OR BELOW FAIR MARKET VALUE.

FORM 990-PF **U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS** **STATEMENT 10**

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
VANGD. INFLAT. PROT. SEC. FUND	X		656,575.	718,343.
TOTAL U.S. GOVERNMENT OBLIGATIONS			656,575.	718,343.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			656,575.	718,343.

FORM 990-PF **CORPORATE STOCK** **STATEMENT 11**

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CAP WORLD G & INC. FUND	986,748.	1,296,383.
KESTREL INV. MGMT. A/C - SEE SUPP. C	4,666,336.	5,524,579.
TIFF MULTI-ASSET FUND	12,111,983.	13,536,212.
VANGD. TOT. INT'L STK. IDX.ADM.	2,734,203.	3,512,937.
VANGD. TOTAL STK. MKT. FUND	2,295,870.	3,772,209.
VANGUARD EUROPEAN STK. INDEX FUND	291,519.	363,539.
TOTAL TO FORM 990-PF, PART II, LINE 10B	23,086,659.	28,005,859.

FORM 990-PF **CORPORATE BONDS** **STATEMENT 12**

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DODGE & COX INC. FUND	2,584,539.	2,839,066.
VANGD. BOND INDEX FUND	2,193,350.	2,341,131.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,777,889.	5,180,197.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HCP ABSOLUTE RETURN FUND	FMV	3,000,000.	5,021,318.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,000,000.	5,021,318.

FORM 990-PF	OTHER ASSETS	STATEMENT 14		
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
DIVIDENDS RECEIVABLE	2,863.	4,380.	4,380.	
TO FORM 990-PF, PART II, LINE 15	2,863.	4,380.	4,380.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
FRANCES K. GEBALLE P.O. BOX 29550 SAN FRANCISCO, CA 941290550	PRESIDENT, DIRECTOR 1.00	0.	0.	0.
THEODORE H. GEBALLE P.O. BOX 29550 SAN FRANCISCO, CA 941290550	VICE PRESIDENT, DIRECTOR 1.00	0.	0.	0.
ALISON F. GEBALLE P.O. BOX 29550 SAN FRANCISCO, CA 941290550	C.F.O., DIRECTOR 1.00	0.	0.	0.
GORDON T. GEBALLE P.O. BOX 29550 SAN FRANCISCO, CA 941290550	DIRECTOR 0.50	0.	0.	0.
ADAM P. GEBALLE P.O. BOX 29550 SAN FRANCISCO, CA 941290550	DIRECTOR 0.50	0.	0.	0.

THE EUCALYPTUS FOUNDATION

94-3148772

STEPHEN SCHWARZ
P.O. BOX 29550
SAN FRANCISCO, CA 941290550

SECRETARY
1.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 16

NAME OF MANAGER

FRANCES K. GEBALLE
THEODORE H. GEBALLE
ALISON F. GEBALLE
ADAM P. GEBALLE

THE EUCALYPTUS FOUNDATION

94-3148772

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING YEAR**SUPP. A**

Grantee	Status	Purpose	Amount
ARTS AND CULTURE			
Albany Music Fund 1164 Solano Avenue # 150 Albany, CA 94706	Public	General support	1,000
Classical KDFC PO Box 6375 Artesia, CA 90702	Public	General support	3,000
Friends of the San Francisco Public Library 391 Grove Street San Francisco, CA 94102	Public	Neighborhood library campaign	75,000
International Festival of Arts & Ideas 195 Church Street New Haven, CT 06510	Public	Creative Venture Capital Fund Campaign	200,000
San Francisco Choral Society 236 West Portal # 775 San Francisco, CA 94127	Public	General support	1,000
San Francisco Symphony Davies Symphony Hall San Francisco, Ca 94102	Public	Instrument training and support youth education program	100,000
UC Berkeley Foundation 2080 Addison Street Berkeley, CA 94720	Public	Berkeley Art Museum/Pacific Film Archive - Family and School Programs	150,000
COMMUNITY AND INTERNATIONAL DEVELOPMENT / SOCIAL SERVICES / SOCIAL JUSTICE			
Boys and Girls Club of S F 55 Hawthorne Street, Ste 600 San Francisco, CA 94105	Public	General support	30,000
Chronicle Season of Sharing Fund PO Box 44740 San Francisco, Ca 94144	Public	General support	20,000
Glide Foundation 330 Ellis Street San Francisco, CA 94102	Public	General support	5,000
Huckleberry Youth Programs 3310 Geary Blvd San Francisco, Ca. 94118	Public	General support	5,000
InnVision Shelter Network 181 Constitution Avenue Menlo Park, CA 94025	Public	Haven Family House	50,000
KickStart International USA 567 Sutter Street San Francisco, CA 94102	Public	Strategic growth plan	50,000

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING YEAR		SUPP. A
Legal Services for Children 1254 Market Street San Francisco, CA 94102	Public	General support	5,000
Jewish Family & Children's Services 2150 Post Street San Francisco, Ca 94115	Public	Centers for Special Needs	200,000
Jewish Vocational Services 225 Bush Street, Ste 400 San Francisco, CA 94104	Public	Business Basics program	250,000
Larkin Street Youth Services 701 Sutter Street, # 2 San Francisco, CA 94109	Public	General support	2,500
Northern Calif Family Dog Rescue PO Box 40177 San Francisco, CA 94104	Public	General support	500
Pacifica Tigersharks PO Box 551 Pacifica, CA 94044	Public	Youth sports program - scholarships	1,000
St Anthony Foundation 150 Golden Gate Avenue San Francisco, Ca 94102	Public	General support, building project	5,000
Salvation Army PO Box 1147 Redwood City, CA 94064	Public	General support - Redwood City corps	17,500
San Francisco Food Bank 900 Pennsylvania Avenue San Francisco, CA 94107	Public	General support	2,500
Tenderloin Neighborhood Dev Corp 215 Taylor Street San Francisco, Ca 94102	Public	General support	35,000
Western Center on Law & Poverty 3701 Wilshire Blvd Los Angeles, Ca 90010		General support	10,000

**THE EUCALYPTUS FOUNDATION
GRANTS AND CONTRIBUTIONS PAID DURING YEAR**

**94-3148772
SUPP. A**

Grantee	Status	Purpose	Amount
EDUCATION			
<i>Elementary and Secondary</i>			
Albany Education Foundation 1320 Solano Avenue, # 203 Albany, CA 94706	Public	General support	1,000
Charles Armstrong School 1405 Solano Drive Belmont, CA 94002	Public	Student financial aid	10,000
Eastside College Preparatory School 1041 Myrtle Street E Palo Alto, CA 94303	Public	Physics program	98,353
French American Internat'l School 150 Oak Street San Francisco, CA 94102	Public	Early childhood learning project, campus expansion	250,000
Jumpstart 65 Battery Street, 2d Floor San Francisco, CA 94111	Public	General support	10,000
Mid-Peninsula Education Center 1340 Willow Road Menlo Park, CA 94025	Public	Financial aid	20,000
Moraga Educational Foundation PO Box 34 Moraga, CA 94550	Public	General support - Moraga School District	3,500
School CARE (Albany) 1563 Solano Avenue, # 537 Albany, CA 94707	Public	General support	2,500
<i>Higher Education</i>			
Berkeley Student Cooperative 2424 Ridge Road Berkeley, CA 94709	Public	Seismic retrofit, academic theme house	200,000
Monterey Institute Int'l Studies 460 Pierce Street Monterey, Ca 93940	Public	Scholarships, Immersive Learning Fund	150,000
Regents of the Univ of California 1156 High Street Santa Cruz, CA 95064	Public	University of California, Santa Cruz Center for Agroecology and Sustainable Food Systems	75,000

**THE EUCALYPTUS FOUNDATION
GRANTS AND CONTRIBUTIONS PAID DURING YEAR**

**94-3148772
SUPP. A**

Grantee	Status	Purpose	Amount
<i>Higher Education (cont'd)</i>			
UC Hastings Foundation 200 McAllister Street San Francisco, CA 94102	Public	Financial aid - Hastings College of the Law	237,500
ENVIRONMENT/PARKS			
Center for Energy Efficiency and Renewable Technologies 1100 11th Street, # 311 Sacramento, CA 95814	Public	Research and education - renewable energy	100,000
Environmental Defense Fund 257 Park Avenue S New York, N Y 10010	Public	Fellowship program	200,000
Moraga Park Foundation PO Box 302 Moraga, CA 94556	Public	General suport	500
Nature Bridge 28 Geary Street # 650 San Francisco, CA 94108	Public	Youth programs - Yosemite National Park	75,000
Save the Bay 350 Frank H Ogawa Plaza Oakland, Ca 94612	Public	Protection and restoration of S F Bay, including education and community initiatives	200,000
HEALTH CARE / POPULATION			
Fred Hutchinson Cancer Res Ctr PO Box 19024 Seattle, Wa 98109	Public	Medical research - indirect costs	350,000
Hillel at Stanford PO Box 20526 Stanford, Ca 94309	Public	Camp Kesem - summer camp for children of parents with cancer	10,000
Population Media Center PO Box 547 Shelburne, Vt 05482	Public	General support	6,000
Ronald McDonald House Charities 1315 Barbara Jordan Blvd. Austin, TX 78723	Public	General support	5,000

THE EUCALYPTUS FOUNDATION

94-3148772

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING YEAR

SUPP. A

Grantee	Status	Purpose	Amount
San Francisco Free Clinic 4900 California St. San Francisco, Ca 94118	Public	General support	20,000
Sweetwater Spectrum 369 Fifth Street W Sonoma, CA 95476	Public	Housing for individuals with autism - community activities program	250,000
University of California, Davis 4900 Broadway, # 1150 Sacramento, Ca 95820	Public	Cancer Center - research	1,000
HUMAN RIGHTS			
American Jewish World Service 45 West 36th Street New York, N Y 10018	Public	General support - work in conflict zones	75,000
PeaceWorks Foundation PO Box 1577, OCS New York, N Y 10113	Public	One Voice	125,000

TOTAL TO FORM 990-PF, PART XV, LINE 3A

\$3,694,353

Kestrel Investment Management Corporation
REALIZED GAINS AND LOSSES
The Eucalyptus Foundation
From 07-01-13 Through 06-30-14

Date	Quantity	Security	Cost		Proceeds	Gain Or Loss
			Basis			
07-08-13	500	Questar Corp	8,677.02		11,806.19	3,129.17
07-09-13	500	Questar Corp	8,677.02		11,895.99	3,218.97
07-10-13	700	Basic Energy Services	8,390.58		9,548.04	1,157.46
07-10-13	700	Questar Corp	12,147.83		16,665.02	4,517.19
07-11-13	600	Harte-Hanks Inc	4,932.26		5,894.95	962.69
07-11-13	500	Questar Corp	8,677.02		11,896.24	3,219.22
07-12-13	700	Basic Energy Services	8,390.58		9,712.68	1,322.10
07-12-13	600	Questar Corp	10,412.42		14,267.75	3,855.33
07-15-13	700	Questar Corp	12,147.83		16,721.79	4,573.96
07-16-13	800	Basic Energy Services	9,589.23		10,882.61	1,293.38
07-17-13	600	Harte-Hanks Inc	4,932.26		5,854.99	922.73
07-17-13	500	Questar Corp	8,677.02		11,841.94	3,164.92
07-18-13	600	Basic Energy Services	7,191.92		8,363.61	1,171.69
07-18-13	500	Questar Corp	8,677.02		11,884.74	3,207.72
07-19-13	700	Questar Corp	12,147.83		16,587.54	4,439.71
07-23-13	1,000	Basic Energy Services	11,986.54		14,225.55	2,239.01
07-23-13	600	Harte-Hanks Inc	4,932.26		5,791.33	859.07
07-23-13	900	Questar Corp	15,618.63		21,472.63	5,854.00
07-24-13	500	Questar Corp	8,677.02		11,733.29	3,056.27
07-25-13	500	Questar Corp	8,677.02		11,795.94	3,118.92
07-25-13	1,000	Basic Energy Services	11,986.54		13,657.16	1,670.62
07-25-13	900	Harte-Hanks Inc	7,398.39		8,889.95	1,491.56
07-26-13	1,600	Basic Energy Services	19,178.47		19,585.25	406.78
08-02-13	600	Harte-Hanks Inc	4,932.26		5,749.15	816.89
08-08-13	600	Harte-Hanks Inc	4,932.26		5,656.58	724.32
08-09-13	400	Oplink Communications	6,373.30		8,436.73	2,063.43
08-14-13	4,200	Ameristar Casinos	84,685.68		111,300.00	26,614.32
08-15-13	400	Navigators Group	17,753.41		22,363.85	4,610.44
08-19-13	600	Harte-Hanks Inc	4,932.26		5,456.42	524.16
08-19-13	400	Oplink Communications	6,373.30		8,043.45	1,670.15
08-23-13	600	Harte-Hanks Inc	4,932.26		5,514.92	582.66

Kestrel Investment Management Corporation
REALIZED GAINS AND LOSSES
The Eucalyptus Foundation
 From 07-01-13 Through 06-30-14

Date	Quantity	Security	Cost		Proceeds	Gain Or Loss
			Basis			
08-28-13	600	Harte-Hanks Inc	4,932.26		5,259.92	327.66
08-29-13	400	Oplink Communications	6,373.30		7,612.38	1,239.08
09-05-13	600	Harte-Hanks Inc	4,932.26		4,966.29	34.03
09-09-13	400	Oplink Communications	6,373.30		7,844.66	1,471.36
09-10-13	700	Harte-Hanks Inc	5,754.30		5,839.22	84.92
09-18-13	400	Oplink Communications	6,373.30		7,860.30	1,487.00
09-20-13	600	Navigators Group	26,630.12		34,954.85	8,324.74
09-23-13	700	Harte-Hanks Inc	5,754.30		6,042.64	288.34
09-25-13	700	Harte-Hanks Inc	5,754.30		6,240.74	486.44
10-09-13	600	Oplink Communications	9,559.95		10,937.80	1,377.85
10-10-13	400	Oplink Communications	6,373.30		7,391.87	1,018.57
10-10-13	3,800	Ruby Tuesday Inc	31,397.12		23,569.84	-7,827.28
10-11-13	900	Ruby Tuesday Inc	7,436.16		5,517.98	-1,918.18
10-14-13	700	Oplink Communications	11,153.28		13,180.77	2,027.50
10-16-13	500	Ruby Tuesday Inc	4,131.20		3,021.19	-1,110.01
10-18-13	600	Ruby Tuesday Inc	4,957.44		3,616.25	-1,341.19
10-21-13	700	Ruby Tuesday Inc	5,783.68		4,251.09	-1,532.59
10-21-13	400	Oplink Communications	6,373.30		7,931.86	1,558.56
10-23-13	700	Ruby Tuesday Inc	5,783.68		4,265.72	-1,517.96
10-24-13	1,000	Ruby Tuesday Inc	8,262.40		5,940.19	-2,322.21
10-25-13	500	Ruby Tuesday Inc	4,131.20		2,966.14	-1,165.06
10-28-13	800	Ruby Tuesday Inc	6,609.92		4,527.92	-2,082.00
10-31-13	500	Oplink Communications	7,966.63		9,189.03	1,222.41
11-01-13	300	Magellan Health Svcs	9,049.41		17,489.99	8,440.58
11-01-13	400	DeVry Education Group	9,589.63		14,141.95	4,552.32
11-04-13	300	Magellan Health Svcs	9,049.41		17,783.75	8,734.34
11-04-13	500	DeVry Education Group	11,987.04		17,584.99	5,597.95
11-06-13	300	Magellan Health Svcs	9,049.41		17,779.07	8,729.66
11-06-13	700	DeVry Education Group	16,781.86		24,792.23	8,010.37
11-08-13	300	Magellan Health Svcs	9,049.41		17,826.79	8,777.38
11-08-13	600	DeVry Education Group	14,384.45		21,321.82	6,937.37

Kestrel Investment Management Corporation
REALIZED GAINS AND LOSSES
The Eucalyptus Foundation
From 07-01-13 Through 06-30-14

Date	Quantity	Security	Cost		Proceeds	Gain Or Loss
			Basis			
11-13-13	400	Magellan Health Svcs	12,065.88		23,961.46	11,895.58
11-13-13	600	DeVry Education Group	14,384.45		21,794.92	7,410.47
11-15-13	300	Magellan Health Svcs	9,049.41		18,382.27	9,332.86
11-18-13	400	DeVry Education Group	9,589.63		14,275.51	4,685.88
11-19-13	400	Magellan Health Svcs	12,065.88		23,882.26	11,816.38
11-21-13	500	DeVry Education Group	11,987.04		17,786.89	5,799.85
11-21-13	300	Magellan Health Svcs	9,049.41		18,092.65	9,043.24
11-22-13	200	Magellan Health Svcs	6,032.94		12,105.08	6,072.14
11-27-13	400	DeVry Education Group	9,589.63		14,026.63	4,437.00
12-03-13	7,500	Symmetricon Inc	44,360.83		53,850.00	9,489.17
12-03-13	400	DeVry Education Group	9,589.63		14,149.79	4,560.16
12-05-13	400	DeVry Education Group	9,589.63		14,074.03	4,484.40
12-09-13	400	DeVry Education Group	9,589.63		14,152.83	4,563.20
12-10-13	300	DeVry Education Group	7,192.22		10,731.32	3,539.10
01-02-14	200	Bristow Group	9,552.04		14,854.10	5,302.06
01-03-14	200	Bristow Group	9,552.04		14,980.35	5,428.31
01-03-14	400	John Bean Technologies	7,318.07		11,554.19	4,236.12
01-06-14	200	Bristow Group	9,552.04		15,024.55	5,472.51
01-07-14	300	Bristow Group	14,328.06		22,785.77	8,457.71
01-08-14	400	Bristow Group	19,104.08		30,625.58	11,521.50
01-09-14	200	Bristow Group	9,552.04		15,041.11	5,489.07
01-09-14	400	John Bean Technologies	7,318.07		12,177.34	4,859.27
01-13-14	200	Bristow Group	9,552.04		15,020.65	5,468.61
01-13-14	400	John Bean Technologies	7,318.07		12,191.50	4,873.43
01-14-14	200	Bristow Group	9,552.04		15,178.99	5,626.95
01-15-14	200	Bristow Group	9,552.04		15,371.17	5,819.13
01-15-14	600	John Bean Technologies	10,977.11		19,249.46	8,272.35
01-16-14	300	Bristow Group	14,328.06		22,564.52	8,236.46
01-16-14	500	Cumberland Pharmaceut	2,673.82		2,470.55	-203.27
01-17-14	200	Bristow Group	9,552.04		14,776.36	5,224.32
01-22-14	700	John Bean Technologies	12,806.63		22,833.04	10,026.41

Kestrel Investment Management Corporation
REALIZED GAINS AND LOSSES
The Eucalyptus Foundation
 From 07-01-13 Through 06-30-14

Date	Quantity	Security	Cost		Proceeds	Gain Or Loss
			Basis			
01-24-14	500	John Bean Technologies	9,147.59		15,847.42	6,699.83
01-29-14	400	FMC Corp	6,379.59		28,759.61	22,380.02
01-30-14	700	John Bean Technologies	12,806.63		21,727.06	8,920.43
02-04-14	400	Horace Mann Educatrs	6,919.23		11,150.36	4,231.13
02-06-14	400	Horace Mann Educatrs	6,919.23		11,356.48	4,437.25
02-07-14	5,500	Valassis Commun	156,389.64		187,220.00	30,830.36
02-12-14	500	Horace Mann Educatrs	8,649.03		14,168.50	5,519.47
02-18-14	500	Cumberland Pharmaceut	2,673.82		2,427.75	-246.07
02-19-14	400	Horace Mann Educatrs	6,919.23		11,296.60	4,377.37
02-24-14	400	Horace Mann Educatrs	6,919.23		11,334.76	4,415.53
03-03-14	500	Huntington Ingalls Ind	19,767.08		51,163.55	31,396.47
03-04-14	300	Huntington Ingalls Ind	11,860.25		31,361.75	19,501.50
03-04-14	400	Horace Mann Educatrs	6,919.23		11,582.47	4,663.24
03-05-14	200	Huntington Ingalls Ind	7,906.83		20,825.81	12,918.98
03-06-14	600	Huntington Ingalls Ind	23,720.50		62,959.54	39,239.04
03-07-14	700	Cumberland Pharmaceut	3,743.35		3,338.59	-404.76
03-07-14	200	Huntington Ingalls Ind	7,906.83		21,056.67	13,149.84
03-07-14	400	Horace Mann Educatrs	6,919.23		11,628.59	4,709.36
03-10-14	400	Huntington Ingalls Ind	15,813.67		42,102.38	26,288.71
03-12-14	400	Huntington Ingalls Ind	15,813.67		41,357.24	25,543.57
03-13-14	300	Huntington Ingalls Ind	11,860.25		30,848.79	18,988.54
03-13-14	400	Horace Mann Educatrs	6,919.23		11,508.86	4,589.63
03-14-14	500	Cumberland Pharmaceut	2,673.82		2,267.59	-406.23
03-14-14	200	Huntington Ingalls Ind	7,906.83		20,475.78	12,568.95
03-18-14	500	Horace Mann Educatrs	8,649.03		14,271.63	5,622.60
03-20-14	500	Cumberland Pharmaceut	2,673.82		2,285.94	-387.88
03-25-14	400	Horace Mann Educatrs	6,919.23		11,529.02	4,609.79
03-27-14	500	Horace Mann Educatrs	8,649.03		14,225.63	5,576.60
04-01-14	700	FMC Corp	11,164.28		53,811.59	42,647.31
04-01-14	200	Matthews International	6,202.31		8,198.13	1,995.82
04-02-14	500	Cumberland Pharmaceut	2,673.82		2,239.60	-434.22

Kestrel Investment Management Corporation
REALIZED GAINS AND LOSSES
The Eucalyptus Foundation
 From 07-01-13 Through 06-30-14

Date	Quantity	Security	Cost		Proceeds	Gain Or Loss
			Basis			
04-02-14	500	FMC Corp	7,974.48		38,894.14	30,919.66
04-03-14	600	FMC Corp	9,569.38		46,935.52	37,366.14
04-03-14	300	Matthews International	9,303.46		12,803.62	3,500.16
04-04-14	500	FMC Corp	7,974.48		38,711.64	30,737.16
04-07-14	600	FMC Corp	9,569.38		45,544.69	35,975.31
04-07-14	300	Matthews International	9,303.46		12,597.56	3,294.10
04-08-14	300	Cumberland Pharmaceut	1,604.29		1,345.77	-258.52
04-08-14	700	FMC Corp	11,164.28		53,463.55	42,299.27
04-09-14	300	FMC Corp	4,784.69		23,176.07	18,391.38
04-10-14	500	FMC Corp	7,974.48		38,097.95	30,123.47
04-10-14	300	Matthews International	9,303.46		12,868.45	3,564.99
04-10-14	400	Vascular Solutions	4,443.87		9,532.06	5,088.19
04-11-14	300	FMC Corp	4,784.69		22,491.55	17,706.86
04-15-14	300	Matthews International	9,303.46		12,371.57	3,068.11
04-15-14	400	Vascular Solutions	4,443.87		9,205.79	4,761.92
04-22-14	300	Matthews International	9,303.46		12,520.46	3,217.00
04-23-14	300	Matthews International	9,303.46		12,435.26	3,131.80
04-25-14	400	Vascular Solutions	4,443.87		9,111.87	4,668.00
05-01-14	400	Vascular Solutions	4,443.87		8,557.13	4,113.26
05-02-14	500	Cumberland Pharmaceut	2,673.82		2,198.65	-475.17
05-15-14	400	Vascular Solutions	4,443.87		8,112.58	3,668.71
05-21-14	400	Vascular Solutions	4,443.87		7,701.94	3,258.07
05-27-14	500	Cumberland Pharmaceut	2,673.82		2,255.79	-418.03
05-29-14	700	Vascular Solutions	7,776.77		14,164.18	6,387.41
06-05-14	5,000	EPL Oil & Gas, Inc	69,011.46		187,955.85	118,944.39
06-05-14	1	Energy XXI Bermuda LTD	10.43		10.90	0.47
06-20-14	500	Cumberland Pharmaceut	2,673.82		2,248.90	-424.92
TOTAL GAINS						1,158,638.01
TOTAL LOSSES						-24,475.60
			1,638,589.11		2,772,751.52	1,134,162.41

Kestrel Investment Management Corporation
PORTFOLIO APPRAISAL WITH CUSIP
The Eucalyptus Foundation
June 30, 2014

Security Symbol	Cusip	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct Assets	Pct Yield
RESTRUCTURING									
ACTG	003881307	4,800	Acacia Research Corp	28 08	134,800 10	17 7500	85,200 00	1 5	2 8
CRMT	03062T105	1,600	America's Car-Mart Inc	45 63	73,013 52	39 5500	63,280 00	1 1	0 0
AAWW	049164205	3,200	Atlas Air Worldwide Hldgs	45 48	145,535 84	36 8500	117,920 00	2 1	0 0
BYI	05874B107	3,100	Bally Technologies Inc	36 41	112,862 45	65 7200	203,732 00	3 6	0 0
BBOX	091826107	2,100	Black Box Corp	25 04	52,589 69	23 4400	49,224 00	0 9	1 7
BBRG	10567B109	3,300	Bravo Brio Restaurant Grp	14 34	47,333 65	15 6100	51,513 00	0 9	0 0
EAT	109641100	6,200	Brunker International	16 11	99,878 85	48 6500	301,630 00	5 4	2 0
CACI	127190304	2,000	CACI International	51 39	102,783 05	70 2100	140,420 00	2 5	0 0
CST	12646R105	4,800	CST Brands Inc	31 76	152,425 34	34 5000	165,600 00	3 0	0 7
CTRE	14174T107	3,500	CareTrust REIT	18 33	64,150 65	19 8000	69,300 00	1 2	0 0
CVEO	17878T107	7,000	Civeo Corp	23 01	161,098 30	25 0300	175,210 00	3 1	0 0
CLW	18538R103	2,700	Clearwater Paper	61 37	165,705 84	61 7200	166,644 00	3 0	0 0
CNSI	20585P105	2,300	Comverse Inc	30 73	70,668 74	26 6800	61,364 00	1 1	0 0
CPIX	230770109	2,100	Cumberland Pharmaceut	5 35	11,230 06	4 5000	9,450 00	0 2	0 0
EXXI	G10082140	2,797	Energy XXI Bermuda LTD	20 86	58,345 42	23 6300	66,093 11	1 2	2 0
EGL	29285W104	3,600	Enguity Holdings	16 21	58,373 94	38 2600	137,736 00	2 5	0 0
EXLS	302081104	5,300	ExiService Holdings Inc	28 01	148,431 47	29 4500	156,085 00	2 8	0 0
FFIC	343873105	4,000	Flushing Financial	20 53	82,124 73	20 5500	82,200 00	1 5	2 9
FRAN	351793104	6,200	Francesca's Holdings	18 71	115,977 10	14 7400	91,388 00	1 6	0 0
GLF	402629208	3,800	GuiMark Offshore Inc	37 15	141,180 08	45 1800	171,684 00	3 1	2 2
HCC	404132102	4,200	HCC Insurance Holdings	25 03	105,109 06	48 9400	205,548 00	3 7	1 8
HAE	405024100	3,200	Haemonetics Corp	27 54	88,123 84	35 2800	112,896 00	2 0	0 0
LRN	48273U102	6,500	K12 Inc	22 00	142,984 16	24 0700	156,455 00	2 8	0 0
KN	49926D109	5,100	Knowles Corp	31 41	160,208 30	30 7400	156,774 00	2 8	0 0
LMOS	550283105	1,750	Lumos Networks	10 36	18,125 11	14 4700	25,322 50	0 5	3 9
MTRN	576690101	3,700	Materon Corp	33 35	123,390 43	36 9900	136,863 00	2 5	0 9
MATX	57686G105	4,000	Matson, Inc	21 42	85,665 74	26 8400	107,360 00	1 9	2 5
MWW	611742107	15,100	Monster Worldwide Inc	7 21	108,823 33	6 5400	98,754 00	1 8	0 0
MYGN	62855J104	5,100	Myriad Genetics	30 89	157,515 67	38 9200	198,492 00	3 6	0 0
NTLS	67020Q305	1,750	NTELOS Holdings	24 92	43,614 58	12 4600	21,805 00	0 4	13 5
OGS	68235P108	4,700	ONE Gas Inc	33 52	157,567 11	37 7500	177,425 00	3 2	3 0
OUTR	690070107	2,600	Outervall Inc	54 05	140,517 68	59 3500	154,310 00	2 8	0 0
PMC	71714F104	5,000	PharMerca Corp	13 53	67,644 86	28 5900	142,950 00	2 6	0 0
PIR	720279108	7,400	Pier 1 Imports Inc	21 59	159,790 35	15 4100	114,034 00	2 0	1 6
QLTY	74756M102	5,900	Quality Distribution	8 22	48,490 68	14 8600	87,674 00	1 6	0 0
RCII	76009N100	3,900	Rent-A-Center	39 23	153,005 69	28 6800	111,852 00	2 0	3 2
RVBD	768573107	11,000	Riverbed Technology Inc	16 38	180,146 34	20 6300	226,930 00	4 1	0 0
ROVI	779376102	8,400	Rovi Corp	21 74	182,606 83	23 9600	201,264 00	3 6	0 0

Kestrel Investment Management Corporation
PORTFOLIO APPRAISAL WITH CUSIP
The Eucalyptus Foundation
June 30, 2014

Security Symbol	Cusip	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct Assets	Yield
SWM	808541106	2,700	Schweitzer-Mauduit Intl	28 00	75,613 26	43 6600	117,882 00	21	33
SKYW	830879102	7,800	SkyWest Inc	11 67	91,055 71	12 2200	95,316 00	17	13
ENSG	29338P101	2,800	The Ensign Group	24 19	67,737 52	31 0800	87,024 00	16	09
UNTD	911268209	4,100	United Online Inc	13 52	55,439 54	10 4000	42,640 00	08	00
UVSP	915271100	2,700	Univest Corp of PA	19 57	52,829 39	20 7000	55,890 00	10	39
EGY	91851C201	12,700	VAALCO Energy	5 81	73,831 92	7 2300	91,821 00	16	00
WRLD	981419104	2,500	World Acceptance	28 21	70,531 46	75 9600	189,900 00	34	00
ZDXI	98974P100	12,200	Zix Corp	4 64	56,575 72	3 4200	41,724 00	07	00
					4,665,453 10		5,524,578 61	98 9	0 9
					382,92				
					4,666,336 02				
					57,027 60		57,027 60	1 0	0 1
					4,380 00		4,380 00	0 1	0 0
					61,407 60		61,407 60	1 1	0 1
					4,726,860 70		5,585,986 21	100 0	0 9

CASH AND EQUIVALENTS

EUCLCA
DIVACCR

TOTAL PORTFOLIO

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 KESTREL INV. MGMT.- SEE SUPP. B	P	VARIOUS	06/30/14
b 26360 SHS. MORGAN STANLEY	P		
c 2249 SHS. QUALLCOM	P		
d DAMAGE RECOVERY - TIFF	P	VARIOUS	12/31/13
e 47.2 SHS. CAPITAL WORLD G & INC. FUND	P	02/09/06	07/25/13
f 34.2 SHS. CAPITAL WORLD G & INC. FUND	P	02/09/06	10/24/13
g 17789.6 SHS. CAPITAL WORLD G & INC. FUND	P	02/09/06	01/09/14
h 37.1 SHS. CAPITAL WORLD G & INC. FUND	P	02/09/06	01/30/14
i 4366.5 SHS. CAPITAL WORLD G & INC. FUND	P	03/15/13	04/09/14
j 22.9 SHS. CAPITAL WORLD G & INC. FUND	P	02/09/06	05/01/14
k CAPITAL GAINS DIVIDENDS			
l			
m			
n			
o			

(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 2,772,751.		1,638,589.	1,134,162.
b 800,583.		446,217.	354,366.
c 164,606.		106,034.	58,572.
d 1,185.			1,185.
e 1,955.		1,786.	169.
f 1,507.		1,291.	216.
g 800,000.		672,564.	127,436.
h 1,638.		1,404.	234.
i 200,000.		164,514.	35,486.
j 1,064.		865.	199.
k 839,279.			839,279.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,134,162.
b			354,366.
c			58,572.
d			1,185.
e			169.
f			216.
g			127,436.
h			234.
i			35,486.
j			199.
k			839,279.
l			
m			
n			
o			

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	2,551,304.
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