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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

Do not enter Social Security numbers on this form as it may be made public.

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 OCT 1, 2013, and ending SEP 30, 2014

Name of foundation WAYNE AND GLADYS VALLEY FOUNDATION		A Employer identification number 95-3203014
Number and street (or P O box number if mail is not delivered to street address) 1939 HARRISON STREET	Room/suite 510	B Telephone number 510-466-6060
City or town, state or province, country, and ZIP or foreign postal code OAKLAND, CA 94612-3532		C If exemption application is pending, check here ☐
G Check all that apply: ☐ 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 ☐
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) \$ 469,601,969. (Part I, column (d) must be on cash basis.)	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)
Revenue	1 Contributions, gifts, grants, etc., received	139,227.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	554.	554.		STATEMENT 1
	4 Dividends and interest from securities	7,808,080.	7,808,080.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	31,877,683.			
	b Gross sales price for all assets on line 6a	300,064,224.			
	7 Capital gain net income (from Part IV, line 2)		31,877,683.		
	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	3,594.	0.		STATEMENT 3	
12 Total. Add lines 1 through 11	39,829,138.	39,686,317.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	870,061.	435,031.		435,030.
	14 Other employee salaries and wages	62,993.	31,496.		31,497.
	15 Pension plans, employee benefits	300,160.	150,080.		150,080.
	16a Legal fees				
	b Accounting fees STMT 4	47,073.	23,537.		23,536.
	c Other professional fees STMT 5	106,798.	53,399.		53,399.
	17 Interest				
	18 Taxes STMT 6	400,000.	0.		0.
	19 Depreciation and depletion	7,841.	0.		
	20 Occupancy	108,931.	54,466.		54,465.
	21 Travel, conferences, and meetings	17,415.	8,707.		8,708.
	22 Printing and publications	235.	118.		117.
	23 Other expenses STMT 7	953,454.	904,276.		49,178.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,874,961.	1,661,110.		806,010.
	25 Contributions, gifts, grants paid	10,381,428.			10,381,428.
26 Total expenses and disbursements. Add lines 24 and 25	13,256,389.	1,661,110.		11,187,438.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	26,572,749.				
b Net investment income (if negative, enter -0-)		38,025,207.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		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	9,741,582.	16,460,541.	16,460,541.	
	3 Accounts receivable ▶ 192,905.				
	Less: allowance for doubtful accounts ▶	13,684.	192,905.	192,905.	
	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 11	206,771,770.	209,321,014.	212,015,640.	
	b Investments - corporate stock STMT 12	87,953,494.	92,291,487.	105,212,534.	
	c Investments - corporate bonds STMT 13	118,503,782.	131,478,176.	133,362,818.	
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment basis ▶ 328,877.					
Less: accumulated depreciation STMT 10 ▶ 310,592.		26,126.	18,285.	18,285.	
15 Other assets (describe ▶ STATEMENT 14)		2,751,703.	2,339,246.	2,339,246.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		425,762,141.	452,101,654.	469,601,969.	
17 Accounts payable and accrued expenses		1,723,008.	2,044,978.		
18 Grants payable		42,006,428.	65,492,500.		
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 15)	596,172.	372,830.		
	23 Total liabilities (add lines 17 through 22)	44,325,608.	67,910,308.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	381,436,533.	384,191,346.		
	30 Total net assets or fund balances	381,436,533.	384,191,346.		
	31 Total liabilities and net assets/fund balances	425,762,141.	452,101,654.		

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	381,436,533.
2 Enter amount from Part I, line 27a	2	26,572,749.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	402,563.
4 Add lines 1, 2, and 3	4	408,411,845.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	24,220,499.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	384,191,346.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	STOCKS	P	VARIOUS	VARIOUS
b	BONDS	P	VARIOUS	VARIOUS
c	TEMPORARY INVESTMENTS	P	VARIOUS	VARIOUS
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	58,664,588.		26,834,720.	31,829,868.
b	113,756,738.		113,708,922.	47,816.
c	127,642,898.		127,642,899.	-1.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			31,829,868.
b			47,816.
c			-1.
d			
e			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	31,877,683.
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	27,936,670.	449,891,376.	.062096
2011	38,948,864.	458,454,689.	.084957
2010	41,440,892.	480,532,018.	.086240
2009	37,699,775.	496,460,008.	.075937
2008	36,601,212.	495,712,493.	.073836

2	Total of line 1, column (d)	2	.383066
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	.076613
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	459,339,989.
5	Multiply line 4 by line 3	5	35,191,415.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	380,252.
7	Add lines 5 and 6	7	35,571,667.
8	Enter qualifying distributions from Part XII, line 4	8	11,187,438.

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

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?

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

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?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

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

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

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

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?

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

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

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

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

N/A

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

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Part VII-A Statements Regarding Activities (continued)

11. At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12. Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13. Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14. The books are in care of ► RICHARD M. KINGSLAND Located at ► 1939 HARRISON STREET, STE 510, OAKLAND, CA	Telephone no. ► (510) 466-6060 ZIP+4 ► 94612-3532		
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? If "Yes," list the years ►	☐ Yes ☒ No	
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	
c. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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.)	N/A	
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)? ☐ 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. ☐ N/A

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 16		870,061.	210,164.	9,450.

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
ELYCE B. CURTIS - 1939 HARRISON ST. STE #510, OAKLAND, CA 94612	OFFICE MANAGER 40.00	62,993.	43,025.	2,340.

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

0

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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
DODGE & COX, INCORPORATED - 555 CALIFORNIA STREET 40TH FLOOR, SAN FRANCISCO, CA 94104	INVESTMENT MANAGER	542,779.
KESTREL INVESTMENT MANAGEMENT - 411 BOREL AVENUE SUITE 403, SAN MATEO, CA 94402	INVESTMENT MANAGER	157,237.
UNION BANK - 350 CALIFORNIA STREET, 11TH FLOOR, SAN FRANCISCO, CA 94104	CUSTODIAL SERVICE	106,798.
CAMBRIDGE ASSOCIATES	INVESTMENT	
P.O. BOX 10317, UNIONDALE, NY 11555	ADVISOR/CONSULTANT	91,933.
BLACKROCK INSTITUTIONAL TRUST CO.		
P.O. BOX 905973, CHARLOTTE, NC 28290	INVESTMENT MANAGER	63,126.
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.

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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	461,076,628.
b	Average of monthly cash balances	1b	5,258,386.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	466,335,014.
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	466,335,014.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,995,025.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	459,339,989.
6	Minimum investment return. Enter 5% of line 5	6	22,966,999.

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	22,966,999.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	760,504.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	760,504.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,206,495.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	22,206,495.
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	22,206,495.

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	11,187,438.
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	11,187,438.
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	11,187,438.

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				22,206,495.
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	12,074,901.			
b From 2009	13,153,675.			
c From 2010	17,777,071.			
d From 2011	16,286,476.			
e From 2012	5,716,080.			
f Total of lines 3a through e	65,008,203.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 11,187,438.				
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				11,187,438.
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).)	11,019,057.			11,019,057.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	53,989,146.			
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	1,055,844.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	52,933,302.			
10 Analysis of line 9:				
a Excess from 2009	13,153,675.			
b Excess from 2010	17,777,071.			
c Excess from 2011	16,286,476.			
d Excess from 2012	5,716,080.			
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				
SEE ATTACHED SCHEDULE				10,381,428.
Total			3a	10,381,428.
b Approved for future payment				
SEE ATTACHED SCHEDULE				29,870,000.
Total			3b	29,870,000.

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

WAYNE AND GLADYS VALLEY FOUNDATION

Employer identification number

95-3203014

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

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

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

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 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

Employer identification number

WAYNE AND GLADYS VALLEY FOUNDATION

95-3203014

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	GENEVIEVE BRIGHT 1996 CHARITABLE REMAINDER TRUST 1939 HARRISON STREET, SUITE 555 OAKLAND, CA 94612	\$ 108,418.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	GENEVIEVE BRIGHT CHARITABLE REMAINDER TRUST 1939 HARRISON STREET, SUITE 555 OAKLAND, CA 94612	\$ 30,809.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
WAYNE AND GLADYS VALLEY FOUNDATION	95-3203014

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization	Employer identification number
WAYNE AND GLADYS VALLEY FOUNDATION	95-3203014

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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
INTEREST INCOME	554.	554.	
TOTAL TO PART I, LINE 3	554.	554.	

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
DIVIDEND INCOME	7,808,080.	0.	7,808,080.	7,808,080.	
TO PART I, LINE 4	7,808,080.	0.	7,808,080.	7,808,080.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LEGAL SETTLEMENT	3,594.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,594.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEES	43,127.	21,564.		21,563.
TAX PREPARATION FEES	3,946.	1,973.		1,973.
TO FORM 990-PF, PG 1, LN 16B	47,073.	23,537.		23,536.

FORM. 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CUSTODIAL FEES	106,798.	53,399.		53,399.	
TO FORM 990-PF, PG 1, LN 16C	106,798.	53,399.		53,399.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX PAID 9/15/2014	400,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	400,000.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGER FEES	855,096.	855,096.		0.	
OFFICE EXPENSE	19,997.	9,999.		9,998.	
INSURANCE	59,464.	29,732.		29,732.	
DUES	13,479.	6,740.		6,739.	
AUTOMOBILE EXPENSE	5,152.	2,576.		2,576.	
BANK CHARGES	266.	133.		133.	
TO FORM 990-PF, PG 1, LN 23	953,454.	904,276.		49,178.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
DECREASE IN EXCISE PAYABLE	223,342.
INCREASE IN ACCOUNTS RECEIVABLE	179,221.
TOTAL TO FORM 990-PF, PART III, LINE 3	402,563.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
INCREASE IN GRANTS PAYABLE	23,486,072.
DECREASE IN DIVIDENDS RECEIVABLE	10,254.
DECREASE IN EXCISE TAX RECEIVABLE	128,134.
INCREASE IN RETENTION/INCENTIVE PAYABLE	247,782.
DECREASE IN INTEREST RECEIVABLE	274,070.
INCREASE IN ACCOUNTS PAYABLE	74,187.
TOTAL TO FORM 990-PF, PART III, LINE 5	24,220,499.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
LEXUS ES 330 2005	34,522.	24,510.	10,012.	10,012.
FURNITURE	86,226.	86,226.	0.	0.
FURNITURE	46,254.	46,254.	0.	0.
FURNITURE	3,117.	3,117.	0.	0.
LEASEHOLD IMPROVEMENTS	58,692.	58,692.	0.	0.
PROPERTY, PLANT, AND EQUIPMENT	2,498.	2,498.	0.	0.
PROPERTY, PLANT, AND EQUIPMENT	330.	330.	0.	0.
PROPERTY, PLANT, AND EQUIPMENT	11,511.	11,511.	0.	0.
PROPERTY, PLANT, AND EQUIPMENT	1,006.	1,006.	0.	0.
PROPERTY, PLANT, AND EQUIPMENT	27,573.	27,573.	0.	0.
WALL HANGINGS/ART WORK	38,828.	38,828.	0.	0.
WALL HANGINGS/ART WORK	1,775.	1,775.	0.	0.
PROPERTY, PLANT, AND EQUIPMENT	16,545.	8,272.	8,273.	8,273.
TO 990-PF, PART II, LN 14	328,877.	310,592.	18,285.	18,285.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 11
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT AND MUNI BONDS	X		209,321,014.	212,015,640.
TOTAL U.S. GOVERNMENT OBLIGATIONS			209,321,014.	212,015,640.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			209,321,014.	212,015,640.

FORM 990-PF	CORPORATE STOCK	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	92,291,487.	105,212,534.
TOTAL TO FORM 990-PF, PART II, LINE 10B	92,291,487.	105,212,534.

FORM 990-PF	CORPORATE BONDS	STATEMENT 13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	131,478,176.	133,362,818.
TOTAL TO FORM 990-PF, PART II, LINE 10C	131,478,176.	133,362,818.

FORM 990-PF	OTHER ASSETS	STATEMENT 14
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	19,879.	9,625.	9,625.
INTEREST RECEIVABLE	2,402,656.	2,128,587.	2,128,587.
OTHER RECEIVABLES	329,168.	201,034.	201,034.
TO FORM 990-PF, PART II, LINE 15	2,751,703.	2,339,246.	2,339,246.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 15
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE	596,172.	372,830.
TOTAL TO FORM 990-PF, PART II, LINE 22	596,172.	372,830.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 16
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TAMARA A. VALLEY 1939 HARRISON STREET #510 OAKLAND, CA 94612	CHAIRWOMAN, PRESIDENT 10.00	37,000.	0.	0.
STEPHEN M. CHANDLER 1939 HARRISON STREET #510 OAKLAND, CA 94612	DIRECTOR 10.00	37,000.	0.	0.
JOHN V. STOCK 1939 HARRISON STREET #510 OAKLAND, CA 94612	DIRECTOR 10.00	37,000.	0.	0.
MICHAEL D. DESLER 1939 HARRISON STREET #510 OAKLAND, CA 94612	EXECUTIVE DIRECTOR 40.00	317,455.	79,444.	4,770.
RICHARD M. KINGSLAND 1939 HARRISON STREET #510 OAKLAND, CA 94612	CFO/VP/DIRECTOR 40.00	267,193.	66,328.	2,340.
CAROLYN A. WORTH 1939 HARRISON STREET #510 OAKLAND, CA 94612	SECRETARY/ASSISTANT VP 40.00	137,413.	64,392.	2,340.
BARBARA B. LASALLE 1939 HARRISON STREET #510 OAKLAND, CA 94612	DIRECTOR 10.00	37,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		870,061.	210,164.	9,450.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 17

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MR. MICHAEL DESLER, EXECUTIVE DIRECTOR
1939 HARRISON STREET, SUITE 510
OAKLAND, CA 94612-3532

TELEPHONE NUMBER

510-466-6060

FORM AND CONTENT OF APPLICATIONS

APPLICATION SHOULD INDICATE THE HISTORY OF THE ORGANIZATION'S EDUCATIONAL,
RELIGIOUS, OR CHARITABLE PURPOSE AND INCLUDE THE PRIMARY AND/OR PURPOSE FOR
WHICH THE GRANTS WILL BE USED.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE - PRIMARY CONSIDERATION IS GIVEN TO ORGANIZATIONS PRINCIPALLY SERVING
THE EAST BAY AREA OF SAN FRANCISCO.

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	LEXUS ES 330 2005	05/01/05	150DB	15.00		HY17	34,522.				34,522.	22,735.		1,775.	24,510.
2	FURNITURE	VARIOUS	200DB	7.00		HY17	86,226.				86,226.	86,226.		0.	86,226.
3	FURNITURE	VARIOUS	200DB	7.00		HY17	46,254.				46,254.	46,254.		0.	46,254.
4	FURNITURE	VARIOUS	200DB	7.00		HY17	3,117.				3,117.	3,117.		0.	3,117.
5	LEASEHOLD IMPROVEMENTS	VARIOUS	200DB	10.00		HY17	58,692.				58,692.	58,692.		0.	58,692.
6	PROPERTY, PLANT, AND EQUIPMENT	VARIOUS	200DB	5.00		HY17	2,498.				2,498.	2,498.		0.	2,498.
7	PROPERTY, PLANT, AND EQUIPMENT	VARIOUS	200DB	5.00		HY17	330.				330.	330.		0.	330.
8	PROPERTY, PLANT, AND EQUIPMENT	VARIOUS	200DB	5.00		HY17	11,511.				11,511.	11,511.		0.	11,511.
9	PROPERTY, PLANT, AND EQUIPMENT	VARIOUS	200DB	5.00		HY17	1,006.				1,006.	1,006.		0.	1,006.
10	PROPERTY, PLANT, AND EQUIPMENT	VARIOUS	200DB	5.00		HY17	27,573.				27,573.	24,815.		2,758.	27,573.
11	WALL HANGINGS/ART WORK	VARIOUS	200DB	5.00		HY17	38,828.				38,828.	38,828.		0.	38,828.
12	WALL HANGINGS/ART WORK	VARIOUS	200DB	5.00		HY17	1,775.				1,775.	1,775.		0.	1,775.
23	PROPERTY, PLANT, AND EQUIPMENT	VARIOUS	200DB	5.00		HY17	16,545.				16,545.	4,964.		3,308.	8,272.
	* TOTAL 990-PF PG 1 DEPR						328,877.				328,877.	302,751.		7,841.	310,592.

328111
05-01-13

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

IRS PAID PAYMENT SUMMARY

Schedule Date is any date between 10/1/2013 and 9/30/2014

September 30, 2014

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
A FRIENDLY MANOR Medina, Deanne 2298 San Pablo Avenue Oakland, CA 94612 <i>Budget support for Christmas 2013 programs for the needy in the East Bay</i>	20130054	\$25,000	11/01/2013	13883
ALZHEIMER'S ASSOCIATION Fisher, William H. 2290 North First Street, Suite 101 San Jose, CA 95131 <i>Budget support for the East Bay Education, Outreach and Communications Program during the two FYE 6/30/13 and 2014</i>	20120046	\$35,000	10/25/2013	13873
BERKELEY FOOD AND HOUSING PROJECT Light, Terri 2362 Bancroft Way Berkeley, CA 94704 <i>Budget support for Christmas 2013 programs for the needy in the East Bay</i>	20130055	\$25,000	11/01/2013	13884
BOYS & GIRLS CLUBS OF OAKLAND Stanley, Calvester R. P.O. Box 23203 Oakland, CA 94623 <i>General operating budget support for the FYE 12/31/13.</i>	20130050	\$50,000	10/03/2013	13852
BOYS & GIRLS CLUBS OF SAN FRANCISCO Connolly, Rob 55 Hawthorne Street, Suite 600 San Francisco, CA 94105 <i>Budget support for 2014 summer camp at Camp Mendocino for East Bay Campers (JVS)</i>	20140011	\$25,000	03/28/2014	14021
BRIDGES TO HOUSING Leighton, Diane 909 Sprva Avenue Yuba City, CA 95991 <i>General operating budget support during the two FYE 12/31/14 and 2015 (BBL)</i>	20140015	\$5,000	04/28/2014	14040
BUILDING FUTURES WITH WOMEN & CHILDREN Varela, Liz 1395 Bancroft Avenue San Leandro, CA 94577 <i>Budget support for Christmas 2013 programs for the needy in the East Bay</i>	20130056	\$20,000	11/01/2013	13885

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
BUSINESSES UNITED IN INVESTING, LENDING AND DEVELOPMENT Collins, Paul 2385 Bay Road Redwood City, CA 94063 <i>Two-year budget support for the BUILD program in Oakland during the 2013-2014 and 2014-2015 school years.</i>	20130051	\$50,000	10/18/2013	13869
CALIFORNIA 4-H FOUNDATION Leeland, Annette 2801 Second Street Davis, CA 95618-7774 <i>Budget support for the Alameda County Valley Vista 4-H Club's 2014 Swine Breeding Project</i>	20140001	\$17,500	01/10/2014	13956
CALIFORNIA PROVINCE OF THE SOCIETY OF JESUS Wade, Gerald T PO Box 68 Los Gatos, CA 95301-0068 <i>Capital upgrades at the Sacred Heart Jesuit Center.</i>	20140009	\$2,500,000	09/18/2014	14158
CATHOLIC CHARITIES OF THE EAST BAY Fernandez, Chuck 433 Jefferson Street Oakland, CA 94607-3539 <i>General operating budget support for the FYE 4/30/14.</i>	20140006	\$250,000	01/03/2014	13952
CHILDREN'S HOSPITAL & RESEARCH CENTER FOUNDATION Lubin, Bertram H 2201 Broadway, Suite 600 Oakland, CA 94612 <i>Budget support for Christmas 2013 programs for the needy in the East Bay</i>	20130057	\$25,000	11/22/2013	13915
CHILDREN'S VISION FIRST Cathcart, Valerie 1007 General Kennedy Avenue, Suite 210 San Francisco, CA 94129 <i>Budget support for free vision services to students in East Bay public schools during the 2013-2014 school year (BBL & JVS)</i>	20140005	\$20,000	01/03/2014	13951
DAVIS STREET FAMILY RESOURCE CENTER Johnson, Rose Padilla 3081 Teagarden Street San Leandro, CA 94577 <i>Budget support for Christmas 2013 programs for the needy in the East Bay.</i>	20130058	\$25,000	11/01/2013	13886

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
DIOCESE OF OAKLAND-DEPARTMENT OF CATHOLIC SCHOOLS Barber, Michael C 2121 Harrison Street, Suite 100 Oakland, CA 94612 <i>Budget support for the needs of seven urban schools in the Diocese of Oakland during the 2013-14 school year.</i>	20140002	\$350,000	03/07/2014	14001
DOMINICAN SISTERS OF MISSION SAN JOSE Jones, Gloria Marie 43326 Mission Boulevard Fremont, CA 94539-5829 <i>Construction of a new retirement residence (St. Joseph Priory) and renovation of Siena House</i>	20130027	\$500,000	08/08/2014	14113
DOWN SYNDROME CONNECTION OF THE BAY AREA LaBelle, Nancy 101-J Town and Country Drive Danville, CA 94526 <i>General operating budget support for three years, from FYE 12/31/2013 - 2015</i>	20130037	\$40,000	04/11/2014	14035
ECOLE BILINGUE de BERKELEY Canadas, Frederic 1009 Heinz Avenue Berkeley, CA 94710 <i>Phase II of the Facilities Master Plan and The Campus Campaign - Our Moment"</i>	20110034	\$200,000	06/20/2014	14091
FAMILY AID-CATHOLIC EDUCATION Hokenson, Kenneth J 2121 Harrison Street, Suite 100 Oakland, CA 94612 <i>The FACE tuition assistance program for the 2014-15 school year.</i>	20140008	\$150,000	08/08/2014	14127
FIRST PLACE FOR YOUTH Cobbs, Sam 426 17th Street, Suite 100 Oakland, CA 94612 <i>Tenant improvements at the Community Resource Center & new Program Headquarters (JVS)</i>	20140012	\$25,000	03/28/2014	14022
HANDS OF HOPE Clifton, Pam P O. Box 88 Yuba City, CA 95992 <i>General operating budget support for the FYE 6/30/14 (approved as a Christmas 2013 gift)</i>	20130059	\$30,000	11/01/2013	13887
MARINE TOYS FOR TOTS FOUNDATION Ludington, Brandon R. c/o Marine Corps Reserve 3225 Willow Pass Road Concord, CA 94519 <i>Budget support for Christmas 2013 programs for the needy in Alameda and Contra Costa Counties</i>	20130060	\$12,500	11/01/2013	13888

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
MARINE TOYS FOR TOTS FOUNDATION Ludington, Brandon R c/o Marine Corps Reserve 3225 Willow Pass Road Concord, CA 94519 <i>Budget support for Christmas 2013 programs for the needy in Alameda and Contra Costa Counties</i>	20130060	\$12,500	11/01/2013	13889
MERCY RETIREMENT AND CARE CENTER Creedon, Patty 3431 Foothill Boulevard Oakland, CA 94601 <i>Budget support for Christmas 2013 programs for the needy in the East Bay</i>	20130061	\$25,000	11/01/2013	13890
OAKWOOD SCHOOLS EDUCATION FOUNDATION Edmonson, Pattie 20 Rubicon Road Dayton, OH 45409 <i>Support for the needs of the Engineering Lab at Oakwood High School in Dayton, Ohio. (RMK)</i>	20130022	\$25,000	09/25/2014	14163
OAKWOOD SCHOOLS EDUCATION FOUNDATION Edmonson, Pattie 20 Rubicon Road Dayton, OH 45409 <i>Support for the needs of the Engineering Lab at Oakwood High School in Dayton, Ohio (RMK)</i>	20130022	\$25,000	05/30/2014	14070
RANCHO SANTA FE ATTACK SOCCER CLUB Allyne, Neville 616 Stevens Avenue Solana Beach, CA 92075 <i>Budget support for the scholarship program of the Rancho Santa Fe Attack Soccer Club, BOI Green Team, for the three FYE 1/31/2014, 15 & 16 (TAV)</i>	20130020	\$7,500	05/30/2014	14069
SALVATION ARMY - Alameda County Command Williams, Dan 130 Doolittle Drive, Suite 12 PO Box 2058 San Leandro, CA 94577 <i>Budget support for Christmas 2013 programs for the needy in the East Bay</i>	20130064	\$25,000	11/01/2013	13893
SAN LEANDRO BOYS & GIRLS CLUB Glotch, Robert PO Box 234 San Leandro, CA 94577 <i>Two year budget support for the Reading and Math Intervention Specialist Program for both after-school and summer, beginning with the 2012/2013 school year</i>	20120048	\$100,000	10/09/2013	13865

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
SAN LEANDRO SCHOLARSHIP FOUNDATION Pennebaker, Chad P.O. Box 1151 San Leandro, CA 94577 <i>The 2014 Scholarship Program (SMC)</i>	20140013	\$30,000	04/04/2014	14030
SOCIETY OF ST. VINCENT DE PAUL OF ALAMEDA COUNTY Bova, Blase 9235 San Leandro Street Oakland, CA 94603 <i>Budget support for Christmas 2013 programs for the needy in the East Bay.</i>	20130065	\$25,000	11/01/2013	13894
SPECIAL OLYMPICS NORTHERN CALIFORNIA, INC. Thompson, Rebecca 3480 Buskirk Avenue, Suite 340 Pleasant Hill, CA 94523-4343 <i>Budget support for the Special Olympics East Bay Region Sports Competitions during the five years 2013 - 2017</i>	20130053	\$25,000	10/03/2013	13853
ST. ELIZABETH HIGH SCHOOL Procaccio, Martin 1530 Thirty Fourth Avenue Oakland, CA 94601-3024 <i>Tuition assistance for the three school years 2013/14, 2014/15 and 2015/16.</i>	20140003	\$400,000	03/07/2014	14000
ST. ELIZABETH HIGH SCHOOL Procaccio, Martin 1530 Thirty Fourth Avenue Oakland, CA 94601-3024 <i>Tuition assistance for the three school years 2013/14, 2014/15 and 2015/16.</i>	20140003	\$400,000	09/05/2014	14148
ST. ELIZABETH HIGH SCHOOL Procaccio, Martin 1530 Thirty Fourth Avenue Oakland, CA 94601-3024 <i>Upgrading of the stage and the gym</i>	20140004	\$50,000	06/13/2014	14084
ST. MARY'S CENTER Johnson, Carol 925 Brockhurst Street Oakland, CA 94608 <i>Budget support for Christmas 2013 programs for the needy in the East Bay</i>	20130062	\$25,000	11/01/2013	13891
SAINT MARY'S COLLEGE HIGH SCHOOL Larouche, Edmond Peralta Park / 1294 Albina Avenue Berkeley, CA 94706-2599 <i>Renovation of classrooms and seismic upgrade of Cronin Hall</i>	20120049	\$500,000	05/23/2014	14060

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
ST. VINCENT DE PAUL SOCIETY (Contra Costa) Anquay, Melanie 2210 Gladstone Drive Pittsburg, CA 94565 <i>Budget support for Christmas 2013 programs for the needy in the East Bay</i>	20130063	\$25,000	11/01/2013	13892
ST. VINCENT de PAUL VILLAGE Bolstad, Bill 3350 E Street San Diego, CA 92102-3332 <i>Budget support for Christmas 2013 programs for the needy in the San Diego area.</i>	20130066	\$25,000	11/01/2013	13895
TEACH FOR AMERICA, INC. Scroggins, Eric 22 4th Street, 7th Floor San Francisco, CA 94103 <i>Three years of budget support for East Bay Area operations (for the 3 years ending 6/30/12 - 6/30/14).</i>	20110046	\$450,000	12/13/2013	13930
UC SAN DIEGO FOUNDATION Sandborn, William J. 9500 Gilman Drive, # 0956 La Jolla, CA 92093-0956 <i>Research in Inflammatory Bowel Disease (IBD) by the UCSD Department of Gastroenterology</i>	20140007	\$100,000	05/30/2014	14061
UNIVERSITY OF CALIFORNIA - BERKELEY Biddy, Scott Office of the Vice Chancellor - University Relations 2080 Addison Street #4200 Berkeley, CA 94720-4200 <i>The construction of Li Ka Shing Center for Biomedical and Health Sciences (old Warren Hall).</i>	20000108	\$3,571,428	02/14/2014	13975
USO Wall, Terry 2111 Wilson Boulevard, Suite 1200 Arlington, VA 22201 <i>Budget support for Christmas 2013 programs for the US Troops and their families</i>	20130067	\$25,000	11/01/2013	13896
VOLUNTEER CENTER OF THE EAST BAY Loss, Jo 700 Ygnacio Valley Road #140 Walnut Creek, CA 94596 <i>Budget support for the Christmas 2013 Share the Spirit program or the needy in the East Bay</i>	20130068	\$25,000	11/01/2013	13897
WALLA WALLA SENIOR CITIZENS CENTER Ostby, Howard 720 Sprague Street Walla Walla, WA 99362 <i>Budget support for the Meals On Wheels program during the FYE 12/31/13 or 2014 (SMC)</i>	20130043	\$10,000	10/03/2013	13864

Payee Organization Request Primary Contact Project Title	Grant No	Amount	Date Paid	Check #
WEST COUNTY ADULT DAY CARE/ALZHEIMERS RESPITE CENTER Price-Janke, Deborah 1015 Nevin Avenue, Suite 108 Richmond, CA 94801 <i>General operating budget support for the three FYE 12/31/2012, 2013 and 2014.</i>	20120040	\$20,000	08/08/2014	14126
WOUNDED WARRIORS PROJECT McDonough, Catherine 4899 Belfort Road, Suite 300 Jacksonville, FL 32256 <i>Budget support for Christmas 2013 programs for U.S Troops and their families</i>	20130069	\$25,000	11/01/2013	13898
YOSEMITE CONSERVANCY Tollefson, Mike 101 Montgomery Street, Suite 1700 San Francisco, CA 94104-4129 <i>Replace the historic Wawona Stage Coach and preserve the Thomas Hill's Studio at Yosemite National Park (RMK).</i>	20140014	\$50,000	06/13/2014	14085
Grand Total		<u>\$10,381,428</u>		
(48 items)				

WAYNE AND GLADYS VALLEY FOUNDATION

GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTS

FYE 9/30/14

Note: Unless noted below, all Grantees have IRS status code of PC, public charity.

Approved 2014	Amount Paid 2014	Ending Balance
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COMMUNITY SERVICES**A FRIENDLY MANOR**

Sister Deanine Medina
2298 San Pablo Avenue
Oakland, CA 94612

Budget support for Christmas 2014 programs for the needy in the East Bay.

\$ 25,000 \$ 25,000

BERKELEY FOOD AND HOUSING PROJECT

Terri Light, E D
2362 Bancroft Way
Berkeley, CA 94704

Budget support for Christmas 2014 programs for the needy in the East Bay

\$ 25,000 \$ 25,000

BRIDGES TO HOUSING

Diane Leighton, Treasurer
909 Spiva Avenue
Yuba City, CA 95991

General operating budget support for the FYE 12/31/14 and 2015

\$ 10,000 \$ 5,000 \$ 5,000

BUILDING FUTURES WITH WOMEN & CHILDREN

Liz Varela, E D.
1395 Bancroft Avenue, Suite 13
Berkeley, CA 94577

Budget support for Christmas 2013 programs for the needy in the East Bay

\$ 25,000 \$ 25,000

CHILDREN'S HOSPITAL & RESEARCH CENTER FDTN.

Dr Bertram H Lubin, CEO
2201 Broadway, Suite 600
Oakland, CA 94612

Budget support for Christmas 2014 programs for the needy in the East Bay

\$ 25,000 \$ 25,000

DAVIS STREET FAMILY RESOURCE CENTER

Rose Padilla Johnson, ED
3081 Teagarden Street
San Leandro, CA 94577

Budget support for Christmas 2014 programs for the needy in the East Bay

\$ 25,000 \$ 25,000

HANDS OF HOPE

Barbara J Paterson, President
P O Box 88
Yuba City, CA 95992

General operating budget support for the FYE 6/30/15.

\$ 30,000 \$ 30,000

MARINE TOYS FOR TOTS FOUNDATION

Joshua L Brewer, Coordinator
3225 Willow Pass Road
Concord, CA 94519

Budget support for Christmas 2014 programs for the needy in the East Bay

\$ 25,000 \$ 25,000

	Approved 2014	Amount Paid 2014	Ending Balance
MERCY RETIREMENT AND CARE CENTER Sr. Patty Creedon, RSM, Administrator 3431 Foothill Boulevard Oakland, CA 94601 <i>Budget support for Christmas 2014 programs for the needy in the East Bay</i>	\$ 25,000		\$ 25,000
SALVATION ARMY - Alameda County Command Captain Dan Williams, Alameda Co. Coordinator P O. Box 510 Oakland, CA 94607 <i>Budget support for Christmas 2014 programs for the needy in the East Bay</i>	\$ 25,000		\$ 25,000
SALVATION ARMY - Alameda County Command Captain Dan Williams, Alameda County Coordinator P O. Box 2058 San Leandro, CA 94577 <i>Construction of a new facility in Newark to serve the Tri-City area</i>	\$ 400,000		\$ 400,000
SOCIETY OF ST. VINCENT DE PAUL OF ALAMEDA CO. Blase Bova, E.D. 9235 San Leandro Street Oakland, CA 94603 <i>Budget support for Christmas 2014 programs for the needy in the East Bay</i>	\$ 25,000		\$ 25,000
ST. MARY'S CENTER Carol Johnson, E.D. 925 Brockhurst Street Oakland, CA 94603 <i>Budget support for Christmas 2014 programs for the needy in the East Bay</i>	\$ 25,000		\$ 25,000
ST. VINCENT DE PAUL SOCIETY (Contra Costa) Melanie Anguay, E.D. 2210 Gladstone Drive Pittsburg, CA 94565 <i>Budget support for Christmas 2014 programs for the needy in the East Bay</i>	\$ 25,000		\$ 25,000
ST. VINCENT DE PAUL VILLAGE Bill Bolstad, VP of Capital Development 3350 E Street San Diego, CA 92102-2332 <i>Budget support for Christmas 2014 programs for the needy in the San Diego area</i>	\$ 25,000		\$ 25,000
USO Ms. Piper Hardin, Director, Major Gifts 2111 Wilson Blvd., Suite 1200 Arlington, VA 22201 <i>Budget support for Christmas 2014 programs for US Troops and their families</i>	\$ 25,000		\$ 25,000
VOLUNTEER CENTER OF THE EAST BAY Ms. Jo Loss, E.D. 700 Ignacio Valley Road, # 410 Walnut Creek, CA 94596 <i>Budget support for Christmas 2014 programs for the needy in the East Bay</i>	\$ 25,000		\$ 25,000

	Approved 2014	Amount Paid 2014	Ending Balance
WOUNDED WARRIORS PROJECT Catherine McDonough, Development 4899 Belfort Road, Suite 300 Jacksonville, FL 32256 <i>Budget support for Christmas 2014 programs for US Troops and their families</i>	\$ 25,000		\$ 25,000
YOSEMITE CONSERVANCY Mike Tollefson, President 101 Montgomery Street, Suite 1700 San Francisco, CA 64104-4129 <i>The purchase of two teams of horses for the Wawona Stagecoach & related equipment in Yosemite National Park.</i>	\$ 50,000		\$ 50,000
Total COMMUNITY SERVICES (19 items)	\$ 865,000	\$ 5,000	\$ 860,000
<u>EDUCATION</u>			
BRIDGE HOUSING CORPORATION Cynthia Parker, President & CEO 600 California Street, Suite 900 San Francisco, CA 94108-2706 <i>Completion of Vincent Academy, a charter school in West Oakland.</i>	\$ 500,000	\$ -	\$ 500,000
CHABOT SPACE & SCIENCE CENTER Alexander Zwissler, E.D. 10000 Skyline Boulevard Oakland, CA 94619 <i>Construction of the Redwoods Environmental Center.</i>	\$ 200,000	\$ -	\$ 200,000
OAKLAND SCHOOL FOR THE ARTS Mr. Donn Harris, E.D. 530 Eigtheenth Street Oakland, CA 94612 <i>Equipment and tenant improvements for the Sweet's Ballroom</i>	\$ 50,000		\$ 50,000
MILLS COLLEGE Alecia DeCoudreaux, President 5000 MacArthur Boulevard Oakland, CA 94613-1399 <i>The Lisser Hall renovation project</i>	\$ 1,250,000		\$ 1,250,000
OREGON STATE UNIVERSITY FOUNDATION J. Michael Goodwin, President & CEO 850 SW 35th Street Corvallis, OR 94333 <i>Construction of the OSU Marine Studies Campus at Newport</i>	\$ 20,000,000		\$ 20,000,000
SAN LEANDRO BOYS & GIRLS CLUB Robert Glotch, ED P.O. Box 234 401 Marina Boulevard San Leandro, CA 94577 <i>Budget support for After School Education Services (ASES) during 2015 & 2016</i>	\$ 200,000		\$ 200,000
Total EDUCATION (6 items)	\$ 22,200,000	\$ -	\$ 22,200,000

Approved 2014	Amount Paid 2014	Ending Balance
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EDUCATION-CATHOLIC

DE LA SALLE HIGH SCHOOL Mark DeMarck, President 1130 Winton Drive Concord, CA 94518 <i>Construction of the STREAM Center and the Athletic Performance Center</i>	\$ 6,000,000		\$ 6,000,000
DIOCESE OF OAKLAND - DEPT. OF CATHOLIC SCHOOLS Sister Barbara Bray, Superintendent 2121 Harrison Street Oakland, CA 94612 <i>Budget support for both the needs of urban schools in Oakland during the 2014-2015 school year.</i>	\$ 350,000		\$ 350,000
OUR LADY OF GUADALUPE SCHOOL Ms. Michiele Iorio, Development Director 40374 Fremont Boulevard Fremont, CA 94538 <i>Computer/technology upgrades</i>	\$ 10,000		\$ 10,000
ST.ELIZABETH HIGH SCHOOL Martin Procaccio, Principal 1530 Thirty Fourth Avenue Oakland, CA 94601-3024 <i>Tuition Assistance for the three school years 2013-14, 2014-15 and 2015-16</i>	\$ 1,200,000	\$ 800,000	\$ 400,000
Total EDUCATION-CATHOLIC (4 items)	\$ 7,560,000	\$ 800,000	\$ 6,760,000

YOUTH

BOYS & GIRLS CLUBS OF OAKLAND Calvester Stanley, President P O Box 23203 Oakland, CA 94623 <i>General operating budget support for the FYE 12/31/14</i>	\$ 50,000		\$ 50,000
Total YOUTH (1 item)	\$ 50,000	\$ -	\$ 50,000
GRAND TOTAL (30 items)	\$ 30,675,000	\$ 805,000	\$ 29,870,000