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Return of Private Foundation

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

2013

Department of the Treasury
Internal Revenue Service

- 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.

For calendar year 2013, or tax year beginning 11/01, 2013, and ending 10/31, 2014

ERNEST GALLO FOUNDATION
P.O. BOX 1130
MODESTO, CA 95353A Employer identification number
94-6061537B Telephone number (see the instructions)
209-341-3395

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

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. ►

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) J Accounting method: Cash Accrual
 Other (specify)
 ► \$ 52,508,874. (Part I, column (d) must be on cash basis.)

E If private foundation status was terminated under section 507(b)(1)(A), check here. ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
--	------------------------------------	---------------------------	-------------------------	---

REVENUE	1 Contributions, gifts, grants, etc, received (att sch)			
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B			
	3 Interest on savings and temporary cash investments.	1,325.	1,325.	N/A
	4 Dividends and interest from securities	439,880.	461,041.	
	5 a Gross rents			
	b Net rental income or (loss)			
	6 a Net gain/(loss) from sale of assets not on line 10 assets on line 6a	790,717.		
	b Gross sales price for all 7,229,203.			
	7 Capital gain net income (from Part IV, line 2)		743,816.	
	8 Net short-term capital gain			
	9 Income modifications			
	10 a Gross sales less returns and allowances			
	b Less Cost of goods sold			
	c Gross profit/(loss) (att sch)			
	11 Other income (attach schedule)		-34.	
	12 Total. Add lines 1 through 11	1,231,922.	1,206,148.	
	13 Compensation of officers, directors, trustees, etc.	0.		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16 a Legal fees (attach schedule)			
	b Accounting fees (attach sch) See St 1	34,296.	17,148.	
	c Other prof fees (attach sch)			
	17 Interest		193.	
	18 Taxes (attach schedule) (see instrs) See Stm 2	4,370.	6,615.	
	19 Depreciation (attach sch) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule) See Statement 3	107,749.	123,858.	
	24 Total operating and administrative expenses. Add lines 13 through 23	146,415.	147,814.	
	25 Contributions, gifts, grants paid Part XV	6,426,000.		6,426,000.
	26 Total expenses and disbursements. Add lines 24 and 25	6,572,415.	147,814.	6,426,000.
	27 Subtract line 26 from line 12:			
	a Excess of revenue over expenses and disbursements	-5,340,493.		
	b Net investment income (if negative, enter -0-)		1,058,334.	
	c Adjusted net income (if negative, enter -0-)			

8/4
3

Part II Balance SheetsAttached schedules and amounts in the description column should be for end-of-year amounts only
(See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	13,785,399.	7,428,122.	7,428,950.
	3 Accounts receivable			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) .. ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	18,715,872.	19,947,076.	24,868,470.
	c Investments – corporate bonds (attach schedule) ..	694,663.	690,811.	691,123.
L I A B L I T I E S	11 Investments – land, buildings, and equipment: basis .. ►			
	Less: accumulated depreciation (attach schedule) .. ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)	13,496,200.	15,134,525.	19,520,331.
	14 Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) .. ►			
	15 Other assets (describe ►)	1,848,893.		
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	48,541,027.	43,200,534.	52,508,874.
N F E U T N D A S B S A E L T A S N C O R S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ► and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► and complete lines 27 through 31.	X		
	27 Capital stock, trust principal, or current funds	46,860,482.	46,860,482.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,680,545.	-3,659,948.	
	30 Total net assets or fund balances (see instructions)	48,541,027.	43,200,534.	
	31 Total liabilities and net assets/fund balances (see instructions)	48,541,027.	43,200,534.	

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	48,541,027.
2 Enter amount from Part I, line 27a	2	-5,340,493.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	43,200,534.
5 Decreases not included in line 2 (itemize) .. ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	43,200,534.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a			
b			
c			
d			
e			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
a			
b			
c			
d			
e			
2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2 743,816.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	1,865,000.	52,242,961.	0.035699
2011	1,370,000.	49,280,807.	0.027800
2010	1,490,000.	49,812,894.	0.029912
2009	1,115,000.	46,366,579.	0.024047
2008	4,166,451.	43,264,394.	0.096302

2 Total of line 1, column (d)	2 0.213760
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.	3 0.042752
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4 54,102,204.
5 Multiply line 4 by line 3	5 2,312,977.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 10,583.
7 Add lines 5 and 6	7 2,323,560.
8 Enter qualifying distributions from Part XII, line 4	8 6,426,000.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1.	
	Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 10,583.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2 0.
3	Add lines 1 and 2.	3 10,583.
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 10,583.
6	Credits/Payments:	
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6a 9,881.
b	Exempt foreign organizations – tax withheld at source.	6b
c	Tax paid with application for extension of time to file (Form 8868)	6c 16,165.
d	Backup withholding erroneously withheld.	6d
7	Total credits and payments. Add lines 6a through 6d	7 26,046.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached.	8 9.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 15,454.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax	11 15,454. Refunded 0.

Part VII-A | Statements Regarding Activities

1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	X
	If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	
c	Did the foundation file Form 1120-POL for this year?	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation	\$ 0.
e	(2) On foundation managers	\$ 0.
	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?	X
	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	X
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X
b	If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	X
	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?	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions)	CA
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	X
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	X

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?	13	X
Website address ► N/A			
14	The books are in care of ► TAX & FINANCIAL SERVICES Telephone no. ► 209-341-7573 Located at ► PO BOX 1130 MODESTO CA ZIP + 4 ► 95353		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ► 15 N/A	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?	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►		16	X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" 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)?	1 b	N/A
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions.)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 __ , 20 __ , 20 __ , 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

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

6 a 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?

6 b X

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

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

7 a Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

7 b N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 4		0.	0.	0.

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

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

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

0

Part VIII | **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services	0	

Part IX-A | **Summary of Direct Charitable Activities**

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

Expenses

1 N/A		
2		

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	44,705,808.
b Average of monthly cash balances	1b	10,220,287.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	54,926,095.
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	54,926,095.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	823,891.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	54,102,204.
6 Minimum investment return. Enter 5% of line 5	6	2,705,110.

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	2,705,110.
2a Tax on investment income for 2013 from Part VI, line 5	2a	10,583.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	10,583.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,694,527.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,694,527.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,694,527.

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	6,426,000.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,426,000.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	10,583.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,415,417.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7.				2,694,527.
2 Undistributed income, if any, as of the end of 2013.			0.	
a Enter amount for 2012 only		0.		
b Total for prior years: 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	111,251.			
b From 2009				
c From 2010				
d From 2011.				
e From 2012.				
f Total of lines 3a through e	111,251.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 6,426,000.			0.	
a Applied to 2012, but not more than line 2a				
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.			2,694,527.
d Applied to 2013 distributable amount	3,731,473.			
e Remaining amount distributed out of corpus.. .	0.			0.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,842,724.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . .			0.	
d Subtract line 6c from line 6b. Taxable amount – see instructions			0.	
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount – see instructions				0.
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014..				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.		
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	111,251.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,731,473.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	3,731,473.			

BAA

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

N/A

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).)

JOSEPH E. GALLO

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

None

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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 Statement 5				
Total				► 3a 6,426,000.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies.					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments . . .			14	1,325.	
4 Dividends and interest from securities.			14	439,880.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property . . .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory . . .			18	790,717.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.. . .					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,231,922.	
13 Total. Add line 12, columns (b), (d), and (e)				13	1,231,922.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash	1 a (1)	X
(2) Other assets	1 a (2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization..	1 b (1)	X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3) Rental of facilities, equipment, or other assets	1 b (3)	X
(4) Reimbursement arrangements	1 b (4)	X
(5) Loans or loan guarantees...	1 b (5)	X
(6) Performance of services or membership or fundraising solicitations	1 b (6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1 c	X

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

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

**Sign
Here**

Joseph Smith
Signature of officer or trustee

08/25/15

President
Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Kevin Leppla, CPA	Kevin Leppla, CPA	08/17/15		P01468814
	Firm's name ► TAX AND FINANCIAL SERVICES	Firm's EIN ► 94-1009696			
Firm's address ► PO BOX 1130 MODESTO, CA 95353				Phone no (209) 341-3395	

BAA

Form 990-PF (2013)

ERNEST GALLO FOUNDATION

94-6061537

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting & Bookkeeping.	\$ 34,296.	\$ 17,148.		
Total	<u>\$ 34,296.</u>	<u>\$ 17,148.</u>		<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes Passthru from K-1	\$ 4,370.	\$ 4,370.		
		2,245.		
Total	<u>\$ 4,370.</u>	<u>\$ 6,615.</u>		<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Filing & registration fees.	\$ 516.			
Investment fees	107,233.	\$ 107,233.		
Passthru from K-1		16,625.		
Total	<u>\$ 107,749.</u>	<u>\$ 123,858.</u>		<u>\$ 0.</u>

Statement 4
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compens- ation	Contri- bution to EBP & DC	Expense Account/ Other
JOSEPH E. GALLO P.O. BOX 1130 MODESTO, CA 95353	President 0	\$ 0.	\$ 0.	\$ 0.
MATTHEW I. FRIEDRICH P.O. BOX 1130 MODESTO, CA 95353	Secretary 0		0.	0.

ERNEST GALLO FOUNDATION

94-6061537

Statement 4 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/Other
MARY C. GALLO P.O. BOX 1130 MODESTO, CA 95353	Treasurer 0	\$ 0.	\$ 0.	\$ 0.
ERNEST J. GALLO P.O. BOX 1130 MODESTO, CA 95353	Vice President 0	0.	0.	0.
CHRISTOPHER D. GALLO P.O. BOX 1130 MODESTO, CA 95353	Vice President 0	0.	0.	0.
Total \$ 0. \$ 0. \$ 0. \$ 0.				

Statement 5
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Ernest Gallo Clinic & Research Center 5980 Horton Street, Suite 370 Emeryville, CA 94608	NONE		All contributions made during the year were for general use in carrying out charitable, religious, and educational activities.	\$ 4,900,000.
Community Initiatives 354 Pine Street, Suite 700 San Francisco, CA 94104	NONE		All contributions made during the year were for general use in carrying out charitable, religious, and educational activities.	100,000.

ERNEST GALLO FOUNDATION

94-6061537

Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Gallo Center for the Arts 1000 I Street Modesto, CA 95354	NONE		All contributions made during the year were for general use in carrying out charitable, religious, and educational activities.	\$ 55,000.
Diocese of Stockton 212 North San Joaquin St Stockton, CA 95202	NONE		All contributions made during the year were for general use in carrying out charitable, religious, and educational activities.	10,000.
University of Iowa PO Box 4550 Iowa City, IA 52244	NONE		All contributions made during the year were for general use in carrying out charitable, religious, and educational activities.	200,000.
University of Notre Dame 1100 Grace Hall Notre Dame, IN 46556	NONE		All contributions made during the year were for general use in carrying out charitable, religious, and educational activities.	1,100,000.

ERNEST GALLO FOUNDATION

94-6061537

Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Stanford University 326 Galvez Street Stanford, CA 94305	NONE		All contributions made during the year were for general use in carrying out charitable, religious, and educational activities.	\$ 50,000.
Central Catholic High School 200 South Carpenter Road Modesto, CA 95351	NONE		All contributions made during the year were for general use in carrying out charitable, religious, and educational activities.	11,000.
Total				<u>\$ 6,426,000.</u>

ERNEST GALLO FOUNDATION
F.Y.E. 10/31/2014

94-6061537

FORM 990-PF, PART II, LINES 10(a) AND 10(C), INVESTMENTS - BONDS

How Acquired P-Purch D-Donated	US GOVERNMENT BONDS - LINE 10a	MATURITY DATE	FACE VALUE	COST	FMV
P	PURCHASED	Various	-	-	-
	TOTAL US GOVERNMENT BONDS		<u>0</u>	<u>0</u>	<u>0</u>
	CORPORATE BONDS - LINE 10c				
P	AT&T INC	8/15/2015	166,000	168,267	168,528
P	COCA-COLA CO	9/1/2016	100,000	101,844	102,070
P	HOME DEPOT INC	3/1/2016	100,000	106,314	106,345
P	LOWES COMPANIES INC	10/15/2016	100,000	108,585	108,670
P	VERIZON COMMUNICATIONS	2/15/2016	100,000	105,757	106,005
P	SHERWIN WILLIAMS CO	12/15/2017	100,000	100,044	99,505
	TOTAL CORPORATE BONDS		<u>666,000</u>	<u>690,811</u>	<u>691,123</u>

ERNEST GALLO FOUNDATION
F.Y.E. 10/31/2014

94-6061537

FORM 990-PF, PART II, LINE 10(b), INVESTMENTS - CORPORATE STOCK

How Acquired P-Purch D-Donated	NAME OF STOCK	SHARES	COST	CURRENT FMV -STOCK
P	3M COMPANY	90,000	646,071	193,860
P	ABBVIE INC	57,000	499,513	978,120
P	ABBVIE INC	27,682	1,602,495	2,677,126
P	ACE LTD	50,064	2,616,266	2,748,502
P	ACTAVIS PLC	40,500	301,824	362,880
P	ADOBE SYSTEMS INC	112,121	4,460,029	5,468,145
P	AIR PROD & CHEMICAL INC	432	11,406	27,415
P	ALASKA AIR GROUP INC	340	15,207	37,162
P	ALIGN TECHNOLOGY INC	124	16,611	16,698
P	AMDOCS LTD	773	26,064	41,410
P	AMER EXPRESS CO	203	11,914	32,923
P	AMERICAN INTERNATIONAL GROUP INC	1,654	26,719	37,744
P	AMERICAN INTERNATIONAL GROUP INC	538	29,830	44,530
P	AMETEK INC	170	13,540	20,392
P	AMGEN INC	471	22,846	25,213
P	AMGEN INC	960	25,149	52,934
P	ANSYS INC	179	6,681	16,546
P	APPLE INC	640	22,581	54,918
P	APPLE INC	564	20,584	22,690
P	ARCHER DANIELS MIDLAND CO	923	43,327	45,596
P	ARGONAUT GOLD INC	1,092	26,603	31,373
P	ASHLAND INC	274	14,688	21,049
P	ASPEN TECHNOLOGY INC	2,750	33,548	38,747
P	AT&T	1,646	42,855	42,483
P	AUTOLIV INC	193	28,096	36,668
P	BAIDU INC	649	23,439	35,786
P	BANK OF AMERICA CORP	326	19,993	31,335
P	BARD C R INC	118	24,056	24,578
P	BAYTEX ENERGY CORP	731	32,004	44,211
P	BCE INC	697	26,062	37,805
P	BELDEN INC	765	28,792	35,917
P	BIOGEN IDEC INC	234	19,134	16,998
P	BOEING COMPANY	478	10,938	18,666
P	BOSTON PROPERTIES INC	895	37,913	36,704
P	BOSTON SCIENTIFIC CORP	572	22,469	27,919
P	CALPINE CORP	247	13,087	29,040
P	CANADIAN OIL SANDS LTD	570	17,339	24,470
P	CAPITAL ONE FINANCIAL CORP	285	8,622	27,078
P	CATERPILLAR INC	230	17,404	24,610
P	CBS OUTDOOR AMERS INC	1,204	18,767	19,770
P	CELGENE CORP	330	28,201	41,808

ERNEST GALLO FOUNDATION
F.Y.E. 10/31/2014

94-6061537

FORM 990-PF, PART II, LINE 10(b), INVESTMENTS - CORPORATE STOCK

How Acquired P-Purch	D-Donated	NAME OF STOCK	SHARES	COST	CURRENT FMV - STOCK
P	CHECK POINT SOFTWARE TECH	740	16,855	39,287	
P	CHEVRON	404	11,954	31,378	
P	CHEVRON	1,659	54,993	88,873	
P	CHUBB CORP	690	37,554	111,904	
P	CINEMARK HOLDINGS INC	1,378	59,745	64,625	
P	CINTAS CORP	723	53,247	78,135	
P	CISCO SYSTEMS INC	840	58,209	77,062	
P	CISCO SYSTEMS INC	340	62,906	81,182	
P	CITIGROUP INC	810	60,489	57,664	
P	COMCAST CORP	565	67,615	71,614	
P	COMCAST CORP NEW SPECIAL CL A	4,905	61,513	65,138	
P	COMERICA INC	612	64,736	62,063	
P	CORRECTIONS CORP OF AMERICA	891	53,616	66,157	
P	COSTCO WHOLESALE CORP	1,347	53,622	98,654	
P	COSTCO WHOLESALE CORP	1,055	37,794	90,530	
P	COVANCE INC	875	59,569	60,506	
P	COVIDIEN PLC	1,011	76,958	84,944	
P	CRACKER BARREL OLD CTRY STORE	970	59,619	67,473	
P	CVS CAREMARK CORP	575	59,482	55,608	
P	CVS CAREMARK CORP	614	76,426	75,510	
P	CVS HEALTH CORP	1,305	24,909	146,160	
P	DELTA AIR LINES INC	2,961	74,866	55,608	
P	DISCOVER FINANCIAL SERVICES	1,470	57,776	81,056	
P	DOW CHEMICAL	2,128	72,346	76,353	
P	DOW CHEMICAL	1,380	60,800	74,106	
P	DST SYSTEMS INC	690	66,500	95,807	
P	DU PONT DE NEMOURS	763	75,838	75,651	
P	EATON CORP	717	74,696	77,278	
P	EBAY INC	728	67,385	72,298	
P	EMC CORP MASS	1,247	75,501	72,251	
P	EMC CORP MASS	1,515	61,368	71,129	
P	ENDURO RTY TR	1,195	36,921	118,580	
P	ENTERGY CORP	697	71,993	77,116	
P	EQUITY RESIDENTIAL	1,302	54,100	71,766	
P	EXPRESS SCRIPTS INC	940	50,969	88,492	
P	EXPRESS SCRIPTS INC	1,141	72,528	69,749	
P	EXXON MOBIL CORP	2,210	60,879	88,488	
P	EXXON MOBIL CORP	625	58,967	52,231	
P	EXXON MOBIL CORP	636	67,361	69,629	
P	FACEBOOK INC	420	59,089	64,583	
P	FEDERATED INVESTORS INC	410	59,040	99,523	
P	FIRST EAGLE GLOBAL FUND	1,800	39,143	95,814	

ERNEST GALLO FOUNDATION
F.Y.E. 10/31/2014

94-6061537

FORM 990-PF, PART II, LINE 10(b), INVESTMENTS - CORPORATE STOCK

How Acquired P-Purch D-Donated	NAME OF STOCK	SHARES	COST	CURRENT FMV -STOCK
P	FNB CORP	1,150	63,918	60,513
P	FORD MOTOR CO COMMON NEW	1,470	67,948	69,884
P	FS NETWORK INC	780	37,513	70,161
P	FS NETWORKS INC	1,330	43,431	69,360
P	GENERAL ELECTRIC CO	890	67,878	69,918
P	GENTEX CORP	840	62,918	90,720
P	GILEAD SCIENCES INC	1,880	69,753	69,428
P	GILEAD SCIENCES INC	460	66,997	75,426
P	GILEAD SCIENCES INC	480	50,140	59,957
P	GLAXO SMITHKLINE PLC ADR	530	57,564	63,574
P	GOLDCORP INC	690	58,056	68,558
P	GOLDMAN SACHS GROUP INC	2,830	68,307	69,250
P	HALLIBURTON CO	1,420	70,427	67,791
P	HALLIBURTON CO	530	69,232	70,686
P	HCA HOLDINGS INC	840	70,973	67,116
P	HELMERICH & PAYNE INC	1,220	58,386	77,812
P	HEWLETT PACKARD CO	730	64,091	70,335
P	HEWLETT PACKARD CO	705	44,495	68,181
P	HOME DEPOT INC	1,100	68,257	82,489
P	HONEYWELL INTL INC	600	69,587	73,788
P	HOSPIRA INC	2,120	49,930	69,409
P	HOSPITALITY PROPERTIES TRUST	790	64,769	88,480
P	HUGOTON ROYALTY TRUST	650	35,041	56,433
P	HUMANA INC	2,600	66,048	93,288
P	INTEL CORP	820	36,435	79,966
P	INTERCONTINENTAL EXCH GROUP	680	49,530	73,290
P	INTL FLAVORS & FRAGRANCES	590	53,355	67,419
P	JOHNSON & JOHNSON	1,480	38,425	82,451
P	JOHNSON & JOHNSON	400	30,123	81,364
P	JP MORGAN CHASE & CO	780	52,332	56,659
P	KIMBERLY CLARK CORP	60	43,315	72,373
P	KRAFT FOODS GROUP INC	580	56,604	65,163
P	KROGER COMPANY	790	56,272	59,692
P	LAMAR ADVERTISING CO	730	50,195	73,584
P	LAUDER ESTEE COS CL A	740	65,562	86,173
P	LEGGETT & PLATT INC	1,540	57,115	77,140
P	MCKESSON CORP	980	41,693	84,574
P	MEAD JOHNSON NUTRITION CO	940	71,101	73,010
P	MERCK & CO	980	37,571	62,191
P	MERCK & CO INC	2,530	84,123	88,145
P	METLIFE INC	1,475	57,666	45,061
P	MICHAEL KORS HLDGS LTD	1,680	73,264	74,710

ERNEST GALLO FOUNDATION
F.Y.E. 10/31/2014

94-6061537

FORM 990-PF, PART II, LINE 10(b), INVESTMENTS - CORPORATE STOCK

How Acquired P-Purch D-Donated	NAME OF STOCK	SHARES	COST	CURRENT FMV - STOCK
P	MICROCHIP TECHNOLOGY INC	1,800	40,984	28,222
P	MICROSOFT CORP	2,030	66,328	61,773
P	MICROSOFT CORP	1,585	36,896	55,982
P	MOODYS CORP	2,245	50,358	54,935
P	NATIONAL CINEMEDIA INC	1,965	67,663	72,273
P	NATL OILWELLVARCO INC	515	51,496	59,405
P	NATL-OILWELLVARCO INC	1,520	50,129	75,088
P	NIKE INC	1,215	65,802	83,094
P	NORDSTROM INC	2,455	43,263	21,629
P	NORFOLK STHN CORP	1,850	44,285	57,850
P	NUCOR CORP	4,855	49,178	62,095
P	OPEN TEXT CORP	1,630	75,477	74,149
P	ORACLE CORP	2,040	46,488	60,404
P	ORACLE CORP	2,275	51,458	77,373
P	PACIFIC GROWTH FUND	1,145	60,516	64,521
P	PEARSON PLC SPON ADR	1,295	67,570	66,887
P	PEOPLE'S UNITED FINANCIAL INC	1,520	45,125	59,858
P	PLUM CREEK TIMBER CO INC REIT	1,125	39,745	65,182
P	POTASH CORP SASK INC CANADA	1,085	38,279	46,774
P	PRICELINE.COM INC	1,930	29,033	30,687
P	PUBLIC SERVICE ENTERPRISE GROUP	740	29,651	40,004
P	QUALCOMM INC	4,130	74,876	77,438
P	REALOGY HOLDINGS CORP	4,550	55,286	66,521
P	REGAL ENTERTAINMENT GROUP	1,030	44,512	42,240
P	ROCKWELL AUTOMATION INC	2,275	74,205	77,737
P	RYMAN HOSPITALITY PPTYS INC	2,075	70,636	85,718
P	SANDISK CORP	2,710	51,389	60,026
P	SEAGATE TECHNOLOGY PLC SHS	1,925	68,984	94,999
P	SENSATA TECHNOLOGIES HOLDINGS	1,180	46,898	74,139
P	SIX FLAGS ENTERTAINMENT CORP	1,275	51,595	51,382
P	SONOCO PRODUCTS CO	1,940	67,930	79,288
P	STARBUCKS CORP	1,435	46,976	53,411
P	TE CONNECTIVITY LTD	1,305	75,593	73,393
P	THERMO FISHER SCIENTIFIC INC	1,590	53,195	52,820
P	THOMSON REUTERS CORP	2,073	91,753	145,359
P	TJX COS INC	1,416	102,977	152,928
P	TRAVELERS COS INC/THE	414	102,007	132,927
P	TYCO INTL LTD	1,602	109,296	171,558
P	UNION PACIFIC CORP	2,565	137,747	141,973
P	UNITED HEALTH GROUP INC	1,184	124,775	157,910
P	UNITED STATES STEEL CORP	1,777	100,976	152,484
P	UNTD TECHNOLOGIES CORP	2,652	139,042	139,230

ERNEST GALLO FOUNDATION
F.Y.E. 10/31/2014

94-6061537

FORM 990-PF, PART II, LINE 10(b), INVESTMENTS - CORPORATE STOCK

How Acquired	NAME OF STOCK	SHARES	COST	CURRENT FMV -STOCK
P	VALERO ENERGY CORP	4,714	113,086	135,433
P	VERMILION ENERGY INC	2,088	127,746	160,400
P	VMWARE INC	1,316	92,521	147,392
P	VODAFONE GROUP PLC	2,095	145,032	146,755
P	VORNADO REALTY TRUST	1,859	123,323	139,760
P	WABTEC INC	1,989	167,291	156,316
P	WALT DISNEY CO (HOLDING CO)	1,588	94,803	147,636
P	WEATHERFORD INTL LTD	2,031	115,573	147,470
P	WELLPOINT INC	3,696	129,824	144,329
P	WELLS FARGO & CO	1,837	122,267	144,223
P	WYNDHAM WORLDWIDE	2,385	140,019	151,018
P	WYNDHAM WORLDWIDE CORP	1,606	92,335	146,756
TOTAL CORPORATE STOCKS			<u>19,947,076</u>	<u>24,868,470</u>

**ERNEST GALLO FOUNDATION
F.Y.E. 10/31/2014**

94-6061537

FORM 990-PF, PART II, LINE 13, OTHER INVESTMENTS

INVESTMENT:	PURCHASE PRICE	FMV
ALKEON GROWTH OFFSHORE FUND	2,088,325	2,994,071
BLACK DIAMOND	4,750,000	6,598,081
BRAESIDE CAPITAL	1,000,000	864,128
MAPLE LEAF OFFSHORE	46,200	50,400
O'CONNOR GLOBAL MULTI STRATEGY FUNDS	4,500,000	5,477,981
ROBERTSON OFFSHORE FUND	1,750,000	2,530,280
STELLIAM OFFSHORE FUND II	1,000,000	1,005,390
 TOTAL HEDGE FUNDS	 15,134,525	 19,520,331

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. X
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ... □

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions ERNEST GALLO FOUNDATION		Employer identification number (EIN) or 94-6061537
	Number, street, and room or suite number. If a P.O. box, see instructions P.O. BOX 1130		Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions MODESTO, CA 95353		

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► TAX & FINANCIAL SERVICES -----

Telephone No. ► 209-341-7573

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box □
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box .. ► . If it is for part of the group, check this box .. ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time

until 6/15, 20 15, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- calendar year 20 ____ or
- tax year beginning 11/01, 20 13, and ending 10/31, 20 14.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3 a \$ 26,046.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3 b \$ 9,881.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3 c \$ 16,165.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
		Enter filer's identifying number, see instructions
Type or print File by the extended due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions ERNEST GALLO FOUNDATION	Employer identification number (EIN) or 94-6061537
	Number, street, and room or suite number. If a P O box, see instructions. TAX AND FINANCIAL SERVICES PO BOX 1130	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions MODESTO, CA 95353	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► **TAX & FINANCIAL SERVICES** -----
Telephone No. ► **209-341-7573** ----- Fax No. ►
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box . . . ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 9/15, 20 15.
- For calendar year 11/01, 20 13, and ending 10/31, 20 14.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- State in detail why you need the extension . . . Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax return.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$ 10,583.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$ 26,046.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ►

Title ► **President**

BAA

FIFZ0502L 12/31/13

Date ►

Form 8868 (Rev 1-2014)