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

2013

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

Department of the Treasury
Internal Revenue Service

For calendar year 2013, or tax year beginning 12/01, 2013, and ending 11/30, 2014

Winifred Johnson Clive Foundation
1660 Bush Street #300
San Francisco, CA 94109

A Employer identification number
25-6277031

B Telephone number (see the instructions)
415-561-6540

C If exemption application is pending, check here

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

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

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

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 18,494,530.

J Accounting method Cash Accrual
 Other (specify) Modified Cash
(Part I, column (d) must be on cash basis)

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	121.	121.	N/A	
	4 Dividends and interest from securities	410,825.	410,825.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	200,771.			
	b Gross sales price for all assets on line 6a	2,140,681.			
	7 Capital gain net income (from Part IV, line 2)		200,771.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
See Statement 1	11,556.				
12 Total. Add lines 1 through 11	623,273.	611,717.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	4,445.			4,445.
	c Other prof fees (attach sch) See St 3	164,999.	77,350.		87,649.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 4	35,000.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	47,583.			47,583.
22 Printing and publications					
23 Other expenses (attach schedule)					
See Statement 5	160.			160.	
24 Total operating and administrative expenses. Add lines 13 through 23	252,187.	77,350.		139,837.	
25 Contributions, gifts, grants paid Part XV	846,375.			846,375.	
26 Total expenses and disbursements. Add lines 24 and 25	1,098,562.	77,350.		986,212.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-475,289.				
b Net investment income (if negative, enter 0)		534,367.			
c Adjusted net income (if negative, enter 0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing		46,226.	172,320.	172,320.
	2	Savings and temporary cash investments		1,865,705.	914,410.	914,410.
	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			500.	500.
	10a	Investments – U S and state government obligations (attach schedule) Statement 6		665,039.	852,274.	852,274.
	b	Investments – corporate stock (attach schedule) Statement 7		10,893,805.	11,886,433.	11,886,433.
	c	Investments – corporate bonds (attach schedule) Statement 8		3,804,641.	3,842,615.	3,842,615.
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) Statement 9		738,876.	663,328.	663,328.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe See Statement 10)		162,650.	162,650.	162,650.	
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		18,176,942.	18,494,530.	18,494,530.	
LIABILITIES	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.	
NET FUND ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		18,176,942.	18,494,530.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)		18,176,942.	18,494,530.		
31	Total liabilities and net assets/fund balances (see instructions)		18,176,942.	18,494,530.		

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	18,176,942.
2	Enter amount from Part I, line 27a	2	-475,289.
3	Other increases not included in line 2 (itemize) See Statement 11	3	792,877.
4	Add lines 1, 2, and 3	4	18,494,530.
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	18,494,530.

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 Sales Publicly Traded Securities	P	Various	Various
b Capital Gain Distributions	P	Various	Various
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 2,128,241.		1,939,910.	188,331.
b 12,440.			12,440.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			188,331.
b			12,440.
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	200,771.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	0.

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	789,942.	16,940,598.	0.046630
2011	804,718.	15,489,380.	0.051953
2010	759,028.	15,476,648.	0.049043
2009	849,933.	14,579,036.	0.058298
2008	942,069.	13,729,675.	0.068616

2 Total of line 1, column (d)	2	0.274540
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	0.054908
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	18,084,060.
5 Multiply line 4 by line 3	5	992,960.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,344.
7 Add lines 5 and 6	7	998,304.
8 Enter qualifying distributions from Part XII, line 4	8	986,212.

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	10,687.
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	10,687.
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	10,687.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	20,271.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	20,271.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
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		9,584.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	9,584.	0.

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
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. (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? <i>If 'Yes,' attach a detailed description of the activities</i>		X
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? <i>If 'Yes,' attach a conformed copy of the changes</i>		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? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>FL CA</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 12		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
Petersen, Flynn & Dinsmore, Inc. One Market St., Ste 1208 San Francisco, CA 94105	Invstmnt Fees/Plan	77,350.
Pacific Foundation Services, LLC 1660 Bush Street, Suite 300 San Francisco, CA 94109	Grant Administration	75,377.

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See 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	1 a	16,628,230.
b	Average of monthly cash balances	1 b	1,212,572.
c	Fair market value of all other assets (see instructions)	1 c	518,650.
d	Total (add lines 1a, b, and c)	1 d	18,359,452.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	18,359,452.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	275,392.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,084,060.
6	Minimum investment return. Enter 5% of line 5	6	904,203.

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	904,203.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	10,687.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	10,687.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	893,516.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	893,516.
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	893,516.

Part XIII 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	1 a	986,212.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	986,212.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	986,212.

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				893,516.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			373,380.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>986,212.</u>				
a Applied to 2012, but not more than line 2a			373,380.	
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				612,832.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				280,684.
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)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

See Statement 13

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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
<p><i>a</i> Paid during the year See Statement 14</p>				
<p>Total</p>				<p>▶ 3 a 846,375.</p>
<p><i>b</i> Approved for future payment</p>				
<p>Total</p>				<p>▶ 3 b</p>

Winifred Johnson Clive Foundation

25-6277031

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Return of Capital			
Total	\$ 11,556.	\$ 0.	\$ 0.

Statement 2
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 Fees				
Total	\$ 4,445.	\$ 0.		\$ 4,445.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consultants	\$ 12,272.			\$ 12,272.
Grant Administration	75,377.			75,377.
Investment Fees	77,350.	\$ 77,350.		
Total	\$ 164,999.	\$ 77,350.		\$ 87,649.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax				
Total	\$ 35,000.	\$ 0.		\$ 0.

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Statement 5
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 Fees	\$ 160.			\$ 160.
Total	\$ 160.	\$ 0.		\$ 160.

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
US Treasury 2.75% Due 11/30/16	Mkt Val	\$ 652,930.	\$ 652,930.
US Treasury 1.00% Due 05/31/18	Mkt Val	199,344.	199,344.
		\$ 852,274.	\$ 852,274.
Total		\$ 852,274.	\$ 852,274.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Bristol-Myers Squibb, 8,300 Sh	Mkt Val	\$ 490,115.	\$ 490,115.
Gallagher, Arthur & Co, 7,825 Sh	Mkt Val	375,209.	375,209.
Templeton Dragon Fund, 11,000 Sh	Mkt Val	287,760.	287,760.
Abbott Laboratories, 10,800 Sh	Mkt Val	480,708.	480,708.
Verizon Communications, 8,750 Sh	Mkt Val	442,662.	442,662.
Reliance Stl & Aluminum, 5,500 Sh	Mkt Val	351,670.	351,670.
Fiserv Inc, 7,850 Sh	Mkt Val	561,197.	561,197.
Simpson Manufacturing Co, 9,700 Sh	Mkt Val	322,040.	322,040.
Amgen Inc, 3,075 Sh	Mkt Val	508,328.	508,328.
Aptargroup Inc, 6,120 Sh	Mkt Val	399,330.	399,330.
Blair Strip Steel, 5 Sh	Mkt Val	31,000.	31,000.
ConocoPhillips 6,100 Sh	Mkt Val	403,027.	403,027.
Kimberly-Clark Corp 3,285 Sh	Mkt Val	382,998.	382,998.
Microsoft Corp, 11,800 Sh	Mkt Val	564,158.	564,158.
Mosaic Company, 6,990 Sh	Mkt Val	319,932.	319,932.
Thermo Fisher Scientific, 4,300 Sh	Mkt Val	555,947.	555,947.
Validus Holdings Ltd, 9,105 Sh	Mkt Val	377,858.	377,858.
Disney Walt Co, 6,600 Sh	Mkt Val	610,566.	610,566.
Kraft Foods, 8,300 Sh	Mkt Val	499,411.	499,411.
Johnson & Johnson, 4,900 Sh	Mkt Val	530,425.	530,425.
Pepsico Inc, 4,000 Sh	Mkt Val	400,400.	400,400.
Qualcomm Inc, 5,425 Sh	Mkt Val	395,483.	395,483.
Abbvie Inc, 8,500 Sh	Mkt Val	588,200.	588,200.
Occidental Pete Corp, 3,800 Sh	Mkt Val	303,126.	303,126.
Schlumberger Ltd, 5,100 Sh	Mkt Val	438,345.	438,345.
Trimble Navigation LTD, 12,400 Sh	Mkt Val	348,750.	348,750.

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Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Accrued Dividend Income	Mkt Val	\$ 16,110.	\$ 16,110.
Halyard Health Inc, 410 Sh	Mkt Val	16,075.	16,075.
Stamps.com, 10,000 Sh	Mkt Val	472,500.	472,500.
Visa Inc, 1,600 Sh	Mkt Val	413,103.	413,103.
	Total	<u>\$ 11,886,433.</u>	<u>\$ 11,886,433.</u>

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Wal-Mart 4.5% Due 07/01/15	Mkt Val	\$ 384,220.	\$ 384,220.
Berkshire Hathaway 2.45% Due 12/15/15	Mkt Val	199,182.	199,182.
Anheuser-Busch 5.05% Due 10/15/16	Mkt Val	376,831.	376,831.
Astrazeneca PLC 5.9% Due 09/15/17	Mkt Val	225,215.	225,215.
Berkshire Hathaway 1.55% Due 02/09/18	Mkt Val	251,266.	251,266.
BP Capital Mkt 1.7% Due 12/05/14	Mkt Val	425,034.	425,034.
Caterpillar Finl 5.85% Due 09/01/17	Mkt Val	230,334.	230,334.
Verizon Communications 5.5% Due 02/15/18	Mkt Val	112,061.	112,061.
Verizon Communications 6.1% Due 04/15/18	Mkt Val	37,653.	37,653.
Accrued Interest Income	Mkt Val	35,715.	35,715.
American Express 6.65% Due 09/15/15	Mkt Val	36,542.	36,542.
Charles Schwab 6.375% Due 09/01/17	Mkt Val	107,915.	107,915.
John Deere 1.95% Due 03/04/19	Mkt Val	394,369.	394,369.
Philip Morris 1.875% Due 01/15/19	Mkt Val	500,358.	500,358.
Union Pacific Co 2.25% Due 02/15/19	Mkt Val	407,462.	407,462.
Wells Fargo 5.75% Due 02/01/18	Mkt Val	118,458.	118,458.
	Total	<u>\$ 3,842,615.</u>	<u>\$ 3,842,615.</u>

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
PC Exploration Inc. Ltd 1984	Mkt Val	\$ 75,000.	\$ 75,000.
PC Exploration Inc. Ltd 1985	Mkt Val	75,000.	75,000.
PC Exploration Inc. Ltd 1986	Mkt Val	75,000.	75,000.
PC Exploration Inc. Ltd 1988	Mkt Val	100,000.	100,000.
	Total Other Investments	<u>\$ 325,000.</u>	<u>\$ 325,000.</u>
<u>Other Publicly Traded Securities</u>			
Wisdomtree Emerging Markets, 7,400 Sh	Mkt Val	338,328.	338,328.
	Total Other Publicly Traded Securities	<u>\$ 338,328.</u>	<u>\$ 338,328.</u>
	Total	<u>\$ 663,328.</u>	<u>\$ 663,328.</u>

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Statement 10
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Art Work on Loan	\$ 162,650.	\$ 162,650.
Total	<u>\$ 162,650.</u>	<u>\$ 162,650.</u>

Statement 11
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments	\$ 792,877.
Total	<u>\$ 792,877.</u>

Statement 12
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Grace J. Perkins 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Trustee 5.00	\$ 0.	\$ 0.	\$ 0.
Lisa J. Lunday 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Sec'y/Trustee 5.00	0.	0.	0.
Winifred J. Sharp 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Chair 5.00	0.	0.	0.
Stephanie J. Kiewlich 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Trustee 5.00	0.	0.	0.
Elizabeth Stewart 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Trustee 5.00	0.	0.	0.
Jonathan C. Perkins 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Tres/Trustee 5.00	0.	0.	0.
Steger Johnson 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Trustee 5.00	0.	0.	0.

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Statement 12 (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
Jennifer Thielhelm 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Trustee 5.00	\$ 0.	\$ 0.	\$ 0.
Total		\$ 0.	\$ 0.	\$ 0.

Statement 13
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: Fatma Abdullahi
Care Of:
Street Address: 1660 Bush Street, Ste 300
City, State, Zip Code: San Francisco, CA 94109-5308
Telephone: 415-561-6540
E-Mail Address:
Form and Content: Brief resume of purpose, planned use of funds, and a copy of the exemption letter.
Submission Deadlines: None
Restrictions on Awards: Preference is given to charitable organizations operating for religious, charitable, scientific, artistic, literary, and educational purposes, societies to prevent cruelty to animals and preservation of wildlife, and organizations addressing the problem of aging and the aging needy.

Statement 14
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Orlando Museum of Art, Inc. 2416 N. Mills Avenue Orlando, FL 32803	N/A	PC	School Learning Trips & Art Camp Scholarships	\$ 26,000.
Central Christian Church 250 SW Ivanhoe Blvd Orlando, FL 32804	N/A	PC	NGP- Volunteer Matching	300.
Association of Small Fdn 1720 N Street NW Washington, DC 20036	N/A	PC	Exponent Philanthropy's 2014 Annual Fund	1,275.

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Statement 14 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Nat'l City Christian Church 5 Thomas Circle NW Washington, DC 20005	N/A	PC	Challenge Grant for Capital Campaign	\$ 50,000.
Unity Care Group, Inc 957 Industrial Road, B San Carlos, CA 94070	N/A	PC	Imani Village	50,000.
University of Central Florida Foundation 12424 Research Parkway, #250 Orlando, FL 32826	N/A	PC	Visiting Artist & Master Printer Program	7,500.
A Gift for Teaching, Inc. 6501 Magic Way Bldg 400 C Orlando, FL 32908	N/A	PC	School SmARTS and A Gift for Music's new after-school program	28,200.
Child Advocacy Ctr of the Ninth Judicial P O Box 928 Lenoir City, TN 37771	N/A	PC	Outreach Program	20,000.
Medicine Horse Center P O Box 1074 Mancos, CO 81328	N/A	PC	AWARE Program, a school based experimental learning program	25,000.
Rollins College 1000 Holt Avenue - 2754 Winter Park, FL 32789	N/A	PC	Expand Educational offerings	20,000.
Siena Heights University 1247 E Siena Heights Drive Adrian, MI 49221	N/A	PC	General Support & nursing scholarships	60,000.
Brooklyn Kindergarten Society 57 Willoughby Street, 4th Floor Brooklyn, NY 11201	N/A	PC	Music Program in preschool and toddler classrooms	15,000.
CuriOdyssey 1651 Coyote Point Drive San Mateo, CA 94401	N/A	PC	Keepers in Training & Leaders in Training programs	15,000.

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Statement 14 (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
Oakland Nature Preserve PO Box 841 Oakland, FL 34760	N/A	PC	Environmental Education Programs	\$ 26,000.
City of Dreams PO Box 77007 San Francisco, CA 94107	N/A	PC	Experimental Learning Events and Transforming Urban Neighborhoods	8,500.
Project Hope 550 Dudley Street Boston, MA 02119	N/A	PC	Children's Center Activities	30,000.
StreetSquash Inc 40 West 116th Street New York, NY 10026	N/A	PC	College Scholarships	25,000.
Cast Hope PO Box 3740 Chico, CA 95927	N/A	PC	General support to expand fly fishing program into the Sacramento region & program about Salmon and Steelhead	15,000.
Broad Institute 7 Cambridge Center Cambridge, MA 02142	N/A	PC	Fund Underrepresented Minority	25,000.
Edgewood Ctr for Children and Families 1801 Vicente Street San Francisco, CA 94116	N/A	PC	Expressive Arts Program	10,000.
Meals on Wheels SF 1375 Fairfax Avenue San Francisco, CA 94124	N/A	PC	Spring Cleaning All Year Round Program	15,000.
Mancos Public Library P.O. Box 158 Mancos, CO 81328	N/A	PC	Construction of new library - Children's Wing	5,000.
Southwest Indian Foundation 201 East Highway Gallup, NM 87301	N/A	PC	Art Scholarship Program	5,000.
United Global Outreach, Inc. 2301 N. Orange Ave Orlando, FL 32804	N/A	PC	Transformation Village Natural	15,000.

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Statement 14 (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
WildCare 76 Albert Park Lane San Rafael, CA 94939	N/A	PC	Nature Education and Wildlife Ambassador Programs	\$ 25,000.
Central Florida Community Arts Inc. 250 SW Ivanhoe Blvd. Orlando, FL 32804	N/A	PC	General Support of CFCArts Children and Youths Art	25,000.
Corporation of the Fine Arts Museums 50 Hagiwara Tea Garden Drive San Francisco, CA 94118	N/A	PC	Past and Present	15,000.
Feelosopher's Path 128 13th Avenue San Mateo, CA 94402	N/A	PC	Enrichment Program - Kids 8-13	1,800.
First United Methodist Church 225 E Duval Street Jacksonville, FL 32202	N/A	PC	NGP- Volunteer Matching	300.
Girls Write Now Inc. 247 West 37th Street, #1800 New York, NY 10018	N/A	PC	Digital Media Mentoring Program	40,000.
Legacy Institute for Nature and Culture P.O. Box 1802 Tampa, FL 33601	N/A	PC	Filming Florida	50,000.
Operation Hope, Inc. 707 Wilshire Blvd, #3030 Los Angeles, CA 90017	N/A	PC	HOPE Businesses in A Box Academies	25,000.
Peer Health Exchange 55 Exchange Place, #405 New York, NY 10005	N/A	PC	Training Program for Cohort of College Volunteers	30,000.
Reading Partners 225 W 35th St. 9th Floor New York, NY 10001	N/A	PC	Comprehension Readers	45,000.
Slide Ranch 2025 Shoreline Highway Muir Beach, CA 94965	N/A	PC	School and Community Group Program	15,000.

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Statement 14 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Sun System Development Corp. 2809 N. Orange Ave Orlando, FL 32804	N/A	PC	NGP- Volunteer Matching	\$ 1,500.
Sunrise Horse Rescue P.O. Box 143 St. Helena, CA 94574	N/A	PC	Volunteer Outreach Program	35,000.
The House Development Corp NFP 3827 West Ogden Chicago, IL 60623	N/A	PC	Summer of Peace Arts Camp	20,000.
Winter Garden Heritage Foundation Inc. P.O. Box 770657 Winter Garden, FL 34777	N/A	PC	Construction of the Winter Garden Heritage	20,000.
Total \$				<u>846,375.</u>

Statement 15

Form 990-PF

Part VII-B, Statements Regarding Activities for Which Form 4720 May Be Required
Question 1a(4)

The Trustees are reimbursed for out of pocket expenses incurred in attending the various Board meetings which are held at venues within the United States to accommodate the different home states of the various trustees. The total amount reimbursed was \$9,103 which included airfare, lodging and conference room rentals.