Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending ,

ERNEST E. PESTANA
CHARITABLE FOUNDATION, INC.
360 KIELY BOULEVARD #240
SAN JOSE, CA 95129

A Employer identification number: 77-0891712

B Telephone number (see instructions): 408-241-3300

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 ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 1,167,546.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (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).)*

	Line	(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 (attach schedule)	210,000.			
	2 Ck ► ☐ if the foundn is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	12,559.	12,559.	12,559.	
	4 Dividends and interest from securities	569.	569.	569.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-8,785.			
	b Gross sales price for all assets on line 6a 238,775.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	214,343.	13,128.	13,128.	
OPERATING AND 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)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 1	7,156.	6,816.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,156.	6,816.		
	25 Contributions, gifts, grants paid Part XV	46,000.			46,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	53,156.	6,816.	0.	46,000.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	161,187.			
	b **Net investment income** (if negative, enter -0-)		6,312.		
	c **Adjusted net income** (if negative, enter -0-)			13,128.	

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	11,350.		
	2 Savings and temporary cash investments	13,203.	220,618.	220,618.
	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) Statement 2	447,316.	456,957.	444,206.
	b Investments – corporate stock (attach schedule)			
	c Investments – corporate bonds (attach schedule) Statement 3	520,900.	382,995.	364,944.
	11 Investments – land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) Statement 4		138,357.	136,976.
	14 Land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► See Statement 5)	78.	802.	802.
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	992,847.	1,199,729.	1,167,546.
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 ► See Statement 6)		45,695.	
	23 **Total liabilities** (add lines 17 through 22)	0.	45,695.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► [X]			
	24 Unrestricted	992,847.	1,154,034.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► [ ]			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	992,847.	1,154,034.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	992,847.	1,199,729.	

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	992,847.
2	Enter amount from Part I, line 27a	2	161,187.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,154,034.
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	1,154,034.

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)
1a See Statement 7			
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	-8,785.
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	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))
2013	48,724.	959,087.	0.050802
2012	47,787.	997,157.	0.047923
2011	38,785.	946,451.	0.040979
2010	34,448.	737,063.	0.046737
2009	26,495.	695,028.	0.038121

2 **Total** of line 1, column (d)	2	0.224562
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	0.044912
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	998,689.
5 Multiply line 4 by line 3	5	44,853.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	63.
7 Add lines 5 and 6	7	44,916.
8 Enter qualifying distributions from Part XII, line 4	8	46,000.

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 ► [ ] 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 ► [X] and enter 1% of Part I, line 27b		1	63.
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	63.
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	63.
6	Credits/Payments			
a	2014 estimated tax pmts and 2013 overpayment credited to 2014	6a 802.		
b	Exempt foreign organizations — tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	802.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] 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	739.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ► 739.	**Refunded** ►	11	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ►$ 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? *If 'Yes,' attach a detailed description of the activities.*	2		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? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		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?	6	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*	7	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*	8b	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ► MICHAEL J. KELLY, JR. CPA, CFP Telephone no ► 408-241-3300

Located at ► 360 KIELY BOULEVARD, SUITE 240 SAN JOSE CA ZIP + 4 ► 95129

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2014, 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1). If 'Yes,' enter the name of the foreign country ►			

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?	☐ Yes	☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No			
b If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?			1 b	N/A	
Organizations relying on a current notice regarding disaster assistance check here	► ☐				
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 2014?			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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes	☒ 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?	☐ Yes	☒ No			
b If 'Yes,' did it have excess business holdings in 2014 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 2014.)*			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 2014?			4 b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions)	[ ] Yes [X] 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 [X] 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)?		**5b**	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► [ ]				
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A [ ] Yes [ ] No			
If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**		X
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 [X] No			
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
IRENE A. PESTANA 360 KIELY BOULEVARD, SUITE 240 SAN JOSE, CA 95129	President 0	0.	0.	0.
MICHAEL J. KELLY, JR., CPA,CFP 360 KIELY BOULEVARD, SUITE 240 SAN JOSE, CA 95129	Vice Preside 0	0.	0.	0.
LINDA PESTANA 1505 GOLDEN HILLS ROAD COLORADO SPRINGS, CO 80919	Vice Preside 0	0.	0.	0.
CAROLYN GUIDO 2760 GARDENDALE DRIVE SAN JOSE, CA 95125	Vice Preside 0	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	
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.

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	900,271.
b Average of monthly cash balances		1b	113,626.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	1,013,897.
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	1,013,897.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	15,208.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	998,689.
6 **Minimum investment return.** Enter 5% of line 5		6	49,934.

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	49,934.
2a Tax on investment income for 2014 from Part VI, line 5	2a 63.		
b Income tax for 2014. (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	63.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	49,871.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	49,871.
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	49,871.

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	46,000.
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	46,000.
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	63.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	45,937.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				49,871.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			45,393.	
b Total for prior years 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► $ 46,000.				
a Applied to 2013, but not more than line 2a			45,393.	
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 2014 distributable amount				607.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 *(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 2013. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				49,264.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, 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			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
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 ► [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 8				
Total			► 3a	46,000.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion 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	12,559.	
4 Dividends and interest from securities			14	569.	
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					-8,785.
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)				13,128.	-8,785.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	4,343.

(See worksheet in line 13 instructions to verify calculations.)

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			

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee: Diane Pestana | Date: 11/16/15 | Title: President

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
MICHAEL J. KELLY, JR. CPA	MICHAEL J. KELLY, JR. CPA	11/13/15	X	P00697735

Firm's name ► Kelly & Associates — Firm's EIN ► 77-0159132

Firm's address ► 360 Kiely Boulevard, Suite 240
San Jose, CA 95129 — Phone no (408) 241-3300

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**
► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2014

Name of the organization	Employer identification number
ERNEST E. PESTANA CHARITABLE FOUNDATION, INC.	77-0891712

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year ► $ ____________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
ERNEST E. PESTANA	77-0891712

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ERNEST E. PESTANA SEPARATE PROP. TR 360 KIELY BOULEVARD, SUITE 240 SAN JOSE, CA 95129	$ 210,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
ERNEST E. PESTANA	77-0891712

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: ERNEST E. PESTANA

Employer identification number: 77-0891712

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8) or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ► $ N/A

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

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

Account· 918-022097·
ERNEST E PESTANA CHARITABLE FOUNDATION, A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORP ATTN: IRENE A PESTANA CORPORATION

MONTHLY STATEMENT

Reporting Period· **December 1 - 31, 2014**

HOLDINGS DETAIL

COPY

CASH AND CASH ALTERNATIVES

Investment Description	Quantity	Price	Market Value
FDIC INSURED DEPOSIT ACCOUNT IDA12 NOT COVERED BY SIPC	-	$ -	$66,015 99
TOTAL CASH & CASH ALTERNATIVES			**$66,015.99**

EXCHANGE TRADED FUNDS (ETFs)

Investment Description	Symbol/ CUSIP	Quantity	Closing Price	Market Value
MARKET VECTORS GOLD MINERS ETF	GDX	51	$18 38	$937 38
SELECT SECTOR SPDR TRUST HEALTH CARE SELECT INDEX	XLV	63	68 38	4,307 94
SELECT SECTOR SPDR TRUST CONSUMER STAPLES INDEX	XLP	83	48·49	4,024 67
SELECT SECTOR SPDR TRUST CONSUMER DIS SELECT INDEX	XLY	22	72.15	1,587 30
SELECT SECTOR SPDR TRUST ENERGY SELECT INDEX	XLE	39	79 16	3,087.24
SELECT SECTOR SPDR TRUST FINANCIAL SELECT SECTOR FUND	XLF	152	24.73	3,758 96
SELECT SECTOR SPDR TRUST INDUSTRIAL SELECT INDEX	XLI	33	56 58	1,867.14
SELECT SECTOR SPDR TRUST TECHNOLOGY SELECT INDEX	XLK	112	41 35	4,631.20
TOTAL EXCHANGE TRADED FUNDS (ETFs)				**$24,201.83**
	TOTAL EXCHANGE TRADED FUNDS- LONG POSITION			**24,201.83**

HOLDINGS DETAIL *(continued)*

COPY

FIXED INCOME

Investment Description	Symbol/ CUSIP	Quantity	Closing Price	Market Value
BERKSHIRE HATHAWAY FIN SENIOR NOTE M/W 4.85% 01/15/2015	084664AT8	40	$100.116	$40,046.40
CATERPILLAR INC SENIOR NOTE M/W 3 9% 05/27/2021	149123BV2	35	108.289	37,901 15
CISCO SYSTEMS INC SENIOR NOTE M/W 5.5% 02/22/2016	17275RAC6	40	105.502	42,200.80
DEERE & CO SENIOR NOTE CALLABLE 2 6% 06/08/2022	244199BE4	25	98 378	24,594 50
DU PONT E I DE NEMOURS & CO SENIOR NOTE M/W 3.25% 01/15/2015	263534BY4	40	100.066	40,026.40
EBAY INC SENIOR NOTE M/W 1 35% 07/15/2017	278642AG8	46	99 234	45,647 64
FREDDIE MAC MEDIUM TERM NOTE 1.75% 09/10/2015	3137EACM9	10	101.025	10,102.50
FREDDIE MAC MEDIUM TERM NOTE 2% 08/25/2016	3137EACW7	45	102.388	46,074 60
INTEL CORP SENIOR NOTE M/W 1.95% 10/01/2016	458140AH3	40	101.94	40,776 00
JP MORGAN CHASE & CO SENIOR NOTE 3.7% 01/20/2015	46625HHP8	40	100.168	40,067 2[illegible]
ORACLE CORP OZARK HLDG SENIOR NOTE M/W 5 25% 01/15/2016	68402LAC8	30	104.791	31,437.30
US TREASURY NOTE 4.5% 02/15/2016	912828EW6	45	104.633	47,084.85
US TREASURY NOTE 4.25% 11/15/2017	912828HH6	45	109.055	49,074 75
US TREASURY NOTE 3.75% 11/15/2018	912828JR2	30	108 945	32,683.50
US TREASURY NOTE 3.125% 05/15/2019	912828KQ2	33	106.602	35,178 66

HOLDINGS DETAIL *(continued)*

COPY

FIXED INCOME

Investment Description	Symbol/ CUSIP	Quantity	Closing Price	Market Value
US TREASURY NOTE 3.625% 02/15/2020	912828MP2	50	109 641	54,820 50
US TREASURY NOTE 2.625% 11/15/2020	912828PC8	30	104 383	31,314 90
US TREASURY NOTE 2% 02/15/2022	912828SF8	33	100 25	33,082 50
US TREASURY NOTE 0 125% 04/30/2015	912828UY4	80	100.023	80,018 40
US TREASURY NOTE 2 5% 08/15/2023	912828VS6	24	103 211	24,770 64
WELLS FARGO & CO SENIOR NOTE 5 625% 12/11/2017	949746NX5	20	111 231	22,246 20
TOTAL FIXED INCOME				**$809,149.39**

MUTUAL FUNDS

Investment Description	Symbol/ CUSIP	Quantity	Closing Price	Market Value
FIDELITY FDS GLOBAL BALANCE	FGBLX	131 931	$22 85	$3,014 62
FORESIDE FD SVCS LLC POLARIS GLOBAL VALUE FD	PGVFX	118 203	21 10	2,494 08
HATTERAS FUNDS ALPHA HEDGED STR	ALPHX	132 529	11.47	1,520 11
MATTHEWS FDS ASIAN GRTH & INC FD	MACSX	133.42	18 01	2,402 89
OAKMARK FDS EQUITY & INCOME FD	OAKBX	58.286	31 91	1,859 91

HOLDINGS DETAIL *(continued)*

COPY

MUTUAL FUNDS

Investment Description	Symbol/ CUSIP	Quantity	Closing Price	Market Value
OAKMARK FDS OAKMARK INTL SMALL CAP FD	OAKEX	101.977	14.79	1,508.24
PROFESSIONALLY MGD PTFL AKRE FOCUS RETAIL CL	AKREX	137.936	22 55	3,110.46
TURNER INSTL FDS TURNER EMERGING GROWTH	TMCGX	104.176	29.80	3,104.44
VANGUARD DIVIDEND GROWTH INVESTOR	VDIGX	134.926	23.09	3,115 44
VANGUARD INTERNATIONAL GROWTH FUND	VWIGX	138.115	21 54	2,975.00
VANGUARD FTSE ALL-WLD EX-US IDX FD INV	VFWIX	159.807	18.48	2,953.23
VANGUARD TOTAL STOCK MARKET INDEX FUND	VTSMX	302 074	51.58	15,580.98
VANGUARD SMALL-CAP INDEX FUND	NAESX	55.842	55 86	3,119 33
TOTAL MUTUAL FUNDS				**$46,758.73**

TOTAL HOLDINGS	**$946,125.94**
TOTAL ACCOUNT VALUE	**$946,125.94**

MICHAEL J. KELLY, JR. IS AN OFFICER AND DIRECTOR OF ERNEST E. PESTANA CHARITABLE FOUNDATION, INC. MICHAEL IS ALSO A CERTIFIED FINANCIAL PLANNER AND INVESTMENT ADVISOR ASSOCIATE THROUGH CENTAURUS FINANCIAL, INC. DURING THE CALENDAR YEAR, MICHAEL RECEIVED $3,266 OF INVESTMENT ADVISORY FEES FROM THE FOUNDATION FOR SERVICES RENDERED IN CONNECTION WITH PORTFOLIO MANAGEMENT.

Statement 1
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ATTORNEY GEN REGISTRY OF CHAR TRUST FEE	$ 25.			
BANK SERVICE CHARGE	19.			
FEDERAL TAX	276.			
FOREIGN TAXES	15.	$ 15.		
INVESTMENT MANAGEMENT FEES	6,801.	6,801.		
STATE FILING FEE	20.			
Total	$ 7,156.	$ 6,816.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
TD AMERITRADE- SEE ATTACHED STATEMENT	Cost	$ 456,957.	$ 444,206.
	Total	$ 456,957.	$ 444,206.

Statement 3
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
TD AMERITRADE- SEE ATTACHED STATEMENT	Cost	$ 382,995.	$ 364,944.
	Total	$ 382,995.	$ 364,944.

Statement 4
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
TD AMERITRADE- SEE ATTACHED STATEMENT	Cost	$ 138,357.	$ 136,976.
	Total	$ 138,357.	$ 136,976.

Statement 5
Form 990-PF, Part II, Line 15
Other Assets

		Book Value	Fair Market Value
PREPAID FEDERAL TAXES		$ 802.	$ 802.
	Total	$ 802.	$ 802.

Statement 6
Form 990-PF, Part II, Line 22
Other Liabilities

OUTSTANDING CHECKS		$ 45,695.
	Total	$ 45,695.

Statement 7
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	TD AMERITRADE CAPITAL GAIN DISTRIBUTIONS	Purchased	Various	Various
2	40,000 ALLSTATE CORP	Purchased	Various	5/16/2014
3	40,000 US BANCORP	Purchased	Various	5/15/2014
4	45,000 UNITED STATES TREAS NTS	Purchased	Various	4/01/2014
5	26,000 UNITED STATES TREAS NTS	Purchased	Various	Various
6	40,000 CONOCOPHILLIPS CORP	Purchased	12/09/2011	11/25/2014
7	45,000 FANNIE MATE NOTE	Purchased	12/08/2011	10/15/2014

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	1,942.		0.	1,942.				$ 1,942.
2	40,000.		44,923.	-4,923.				-4,923.
3	40,000.		42,804.	-2,804.				-2,804.
4	45,701.		49,718.	-4,017.				-4,017.
5	25,900.		24,913.	987.				987.
6	40,232.		40,202.	30.				30.
7	45,000.		45,000.	0.				0.
							Total	$ -8,785.

Statement 8
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
AMERICAN HEART ASSOCIATION 1400 N. DUTTON AVENUE, SUITE 20 SANTA ROSA, CA 95401	NONE	501(C)(3)	CONTRIBUTION TO THE AMERICAN HEART ASSOCIATION FOR THE PREVENTION OF HEART DISEASE.	$ 3,000.
ST. JUDE CHILDREN'S RES. HOSP 501 ST. JUDE PLACE MEMPHIS, TN 38105	NONE	501(C)(3)	THIS IS A CHILDREN'S HOSPITAL THAT PROVIDES MEDICAL CARE TO CHILDREN IN NEED.	5,000.
MAYO CLINIC FOUNDATION 13400 EAST SHEA BOULEVARD SCOTTSDALE, AZ 85259	NONE	501(C)(3)	THE PURPOSE OF THE GRANT WAS TO PROVIDE THE MAYO CLINIC WITH FUNDS TO BE UTILIZED IN THEIR CAMPAIGN AGAINST ALZHEIMER DISEASE AND MELANOMA RESEARCH EFFORTS.	2,000.
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA CITY, OK 73123	NONE	501(C)(3)	CONTRIBUTION TO THE AMERICAN CANCER SOCIETY TO HELP AIDE IN THE TREATMENT OF CANCER PATIENTS.	5,000.
ALZHEIMER'S DISEASE RESEARCH 22512 GATEWAY CENTER DRIVE CLARKSBURG, MD 20871	NONE	501(C)(3)	CONTRIBUTION TO ALZHEIMER'S DISEASE RESEARCH TO AIDE IN THE TREATMENT OF ALZHEIMER'S DISEASE.	5,000.
SHEPERD'S GATE 1600 PORTOLA AVENUE LIVERMORE, CA 94551	NONE	501(C)(3)	CONTRIBUTION TO SHEPERD'S GATE TO HELP PROVIDE BASIC NEEDS FOR WOMEN AND CHILDREN.	5,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
HUMANE SOCIETY SILICON VALLEY 901 AMES AVENUE MILPITAS, CA 95035	NONE	501(C)(3)	CONTRIBUTION TO THE HUMANE SOCIETY TO PROVIDE FOR THE CARE OF FOSTER ANIMALS.	$ 3,000.
ARCHBISHOP MITTY HIGH SCHOOL 5000 MITTY AVENUE SAN JOSE, CA 95129	NONE	501(C)(3)	CONTRIBUTION TO ARCHBISHOP MITTY HIGH SCHOOL FOR SUPPORT FOR YOUTH FOUNDATIONS.	2,000.
NIKE ANIMAL RESCUE FOUNDATION P.O. BOX 26587 SAN JOSE, CA 95159	NONE	501(C)(3)	CONTRIBUTION TO THE NIKE ANIMAL RESCUE FOUNDATION TO PROVIDE FOR THE CARE OF FOSTER ANIMALS.	5,000.
BELLARMINE COLLEGE PREPATORY 960 WEST HEDDING STREET SAN JOSE, CA 95126	NONE	501(C)(3)	CONTRIBUTION TO BELLARMINE COLLEGE PREPARATORY FOR SUPPORT FOR YOUTH FOUNDATIONS.	2,000.
MEMORIAL SLOAN KETTERING CANCER CENTER 633 THIRD AVENUE, 28TH FLOOR NEW YORK, NY 10017	NONE	501(C)(3)	CONTRIBUTION TO AIDE IN THE TREATMENT OF CANCER PATIENTS.	1,000.
JUNIOR LEAGUE OF COLORADO SPRINGS 2914 BEACON STREET COLORADO SPRINGS, CO 80907	NONE	501(C)(3)	CONTRIBUTION TO AIDE IN THE YOUTH.	1,000.
NEWBORN HOPE PO BOX 2515 COLORADO SPRINGS, CO 80901	NONE	501(C)(3)	CONTRIBUTION TO AIDE IN THE SUPPORT OF NEWBORNS BORN PREMATURELY.	3,000.
WOUNDED WARRIOR PO BOX 758517 TOPEKA, KS 66675	NONE	501(C)(3)	CONTRIBUTION TO HELP VETERANS.	2,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
19 FOR LIFE PO BOX 18832 SAN JOSE , CA 95158	NONE	501(C)(3)	CONTRIBUTION TO SUPPORT VARIOUS CHARTIABLE CAUSES SUCH AS LUCILE PACKARD CHILDRENS HOSPITAL AND SCHOLARSHIPS TO STUDENT ATHLETES.	$ 2,000.
			Total	$ 46,000.