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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation PORTER E & HELENMAE THOMPSON FOUNDATION		A Employer identification number 94-2831112	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 417		B Telephone number (see instructions) (925) 284-1653	
City or town, state or province, country, and ZIP or foreign postal code LAFAYETTE, CA 94549		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 2,786,585		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
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))		(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)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	146,986	145,093		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-21,497			
	b Gross sales price for all assets on line 6a 776,854				
	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)	24,981	24,981		
	12 Total. Add lines 1 through 11	150,470	170,074		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,000	1,500		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,850	3,237		0
	19 Depreciation (attach schedule) and depletion . . .	405	405		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,768	1,355		333
	24 Total operating and administrative expenses. Add lines 13 through 23	16,023	6,497		333
	25 Contributions, gifts, grants paid	190,002			190,002
	26 Total expenses and disbursements. Add lines 24 and 25	206,025	6,497		190,335
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-55,555			
	b Net investment income (if negative, enter -0-)		163,577		
c Adjusted net income (if negative, enter -0-)					

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	-12	-10	-10
	2	Savings and temporary cash investments	334,044	724,928	724,928
	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 schedule) ▶ _____ 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)	2,145	1,491	1,491
	b	Investments—corporate stock (attach schedule)	739,704	680,787	733,406
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,713,953	1,326,770	1,326,770
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,789,834	2,733,966	2,786,585
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,782,289	1,782,289	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,007,545	951,677	
	30	Total net assets or fund balances (see instructions)	2,789,834	2,733,966	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	2,789,834	2,733,966	

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 2,789,834
2	Enter amount from Part I, line 27a	2 -55,555
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 2,734,279
5	Decreases not included in line 2 (itemize) ▶ _____	5 313
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 2,733,966

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
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	-21,497
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	176,305	3,464,341	0 050891
2012	184,256	3,308,741	0 055688
2011	187,000	3,373,110	0 055438
2010	192,309	3,299,384	0 058286
2009	193,712	3,291,390	0 058854

2	Total of line 1, column (d).	2	0 279157
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 055831
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	3,597,359
5	Multiply line 4 by line 3.	5	200,844
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,636
7	Add lines 5 and 6.	7	202,480
8	Enter qualifying distributions from Part XII, line 4.	8	190,335

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1

Date of ruling or determination letter

(attach copy of letter if necessary—see instructions)

1

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

2

All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

3

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

4

Add lines 1 and 2.

5

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

6

Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

7

Credits/Payments

8

2014 estimated tax payments and 2013 overpayment credited to 2014

9

Exempt foreign organizations—tax withheld at source

10

Tax paid with application for extension of time to file (Form 8868)

11

Backup withholding erroneously withheld

12

Total credits and payments Add lines 6a through 6d.

13

Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached

14

Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

15

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

16

Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded

6a

4,400

6b

6c

6d

1

3,272

2

0

3

3,272

4

0

5

3,272

7

4,400

8

9

10

1,128

11

0

Part VII-AStatements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a

No

1b

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

1b

No

1c

Did the foundation file Form 1120-POL for this year?

1c

No

2

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

2

No

3

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

3

No

4

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

4

No

5

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

5

No

6a

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

6a

No

6b

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

6b

7

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

7

No

8

If "Yes," attach the statement required by General Instruction T.

8

9

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

9

No

10

By language in the governing instrument, or

10

11

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?

11

Yes

12

Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.

12

Yes

13a

Enter the states to which the foundation reports or with which it is registered (see instructions)

13a

CA

13b

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

13b

Yes

14

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)?

14

No

15

If "Yes," complete Part XIV

15

No

16

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

16

No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of BURR PILGER MAYER INC Telephone no (650) 855-6800 Located at 2000 UNIVERSITY AVENUE SUITE 201 EAST PALO ALTO CA ZIP +4 94303			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
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	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. Yes No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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?.	1c		No
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?. 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).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. Yes No			
b	If "Yes," did it have excess business holdings in 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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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?	4b		No

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 4945(d)(4)(A)? (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)?	5b		
	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).			
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?	6b		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?	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
BARBARA J CADLE	PRESIDENT	0	0	0
4500 CANYON ROAD	0 40			
LAFAYETTE,CA 94549				
CAROLYN CADLE	TREASURER	0	0	0
1027 CURTIS STREET	0 10			
ALBANY,CA 94706				
SUZANNE CADLE GLAUBITZ	SECRETARY	0	0	0
727 ALTA VISTA	0 10			
MILL VALLEY,CA 94941				
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	
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	
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	3,198,955
b	Average of monthly cash balances.	1b	453,186
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,652,141
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	3,652,141
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	54,782
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,597,359
6	Minimum investment return. Enter 5% of line 5.	6	179,868

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	179,868
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	3,272
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,272
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	176,596
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	176,596
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	176,596

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	190,335
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	190,335
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	190,335

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				176,596
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	31,718			
b From 2010.	30,722			
c From 2011.	20,960			
d From 2012.	22,455			
e From 2013.	7,296			
f Total of lines 3a through e.	113,151			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 190,335				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				176,596
e Remaining amount distributed out of corpus	13,739			
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	126,890			
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				0
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). . .	31,718			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	95,172			
10 Analysis of line 9				
a Excess from 2010. . . .	30,722			
b Excess from 2011. . . .	20,960			
c Excess from 2012. . . .	22,455			
d Excess from 2013. . . .	7,296			
e Excess from 2014. . . .	13,739			

Part XIV

1a 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. . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a 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 organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

■ 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))

• 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

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	190,002
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign Here	*****	2015-08-20	*****	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name CAROLYN R AMSTER	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00189994
	Firm's name ☒ BURR PILGER MAYER INC			Firm's EIN ☒ 26-3839190	
	Firm's address ☒ 2000 UNIVERSITY AVE 201 EAST PALO ALTO, CA 94303			Phone no (650) 855-6800	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
500 SHS EATON CORP	P		
300 SHS TARGET CORP	P		
100 SHS BEAM	P		
16,905 SHS BLACKROCK HIGHYIELD	P		
500 SHS ABBOTT	P		
200 SHS BOEING	P		
7,100 SHS CLOUGH	P		
11,345 SHS PIMCO INCOME	P		
17,751 SHS PIMCO DYNAMIC	P		
3,376 SHS DOUBLELINE INCOME	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
31,769		25,640	6,129
16,252		15,331	921
8,350		3,056	5,294
142,991		126,658	16,333
21,076		9,739	11,337
24,215		13,752	10,463
84,265		95,444	-11,179
111,973		124,668	-12,695
139,270		161,294	-22,024
71,053		83,117	-12,064

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6,129
			921
			5,294
			16,333
			11,337
			10,463
			-11,179
			-12,695
			-22,024
			-12,064

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
7,500 SHS IVY HIGH INCOME	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
125,640		139,652	-14,012

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-14,012

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALAMEDA FOOD BANK PO BOX 2167 ALAMEDA,CA 94501	NONE		DISTRIBUTES FOOD TO THOSE IN NEED	5,000
ALDEA INC PO BOX 841 NAPA,CA 94559	NONE		CHILDREN AND FAMILY SERVICES	8,000
ALZHEIMER'S ASSOCIATION 2290 N FIRST STREET SUITE 101 SAN JOSE,CA 95131	NONE		RESEARCH AND SUPPORT SERVICES FOR ALZHEIMER'S DISEASE	10,000
ARMY EMERGENCY RELIEF 200 STOVALL STREET ALEXANDRIA,VA 22332	NONE		EMERGENCY FUNDING TO MILITARY PERSONNEL	5,000
BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL,MA 024673819	NONE		NEWTON COLLEGE ALUMNAE PROFESSORSHIP IN WESTERN CULTURE	5,000
DOCTORS WITHOUT BORDERS PO BOX 5023 HAGERSTOWN,MD 217415023	NONE		MEDICAL RELIEF ORGANIZATION	10,000
ENERGY TRANSFER PARTNERS LP 3738 OAK LAWN DALLAS,TX 75129	NONE		GENERAL OPERATING SUPPORT	2
EPIPHANY CENTER 100 MASONIC AVENUE SAN FRANCISCO,CA 94118	NONE		MENTAL HEALTH CARE FOR CHILDREN AND FAMILIES	3,000
FIRST GRADUATE 3130 20TH STREET SUITE 275 SAN FRANCISCO,CA 94110	NONE		MENTORS LOW INCOME STUDENTS DURING HIGH SCHOOL	5,000
FOOD BANK OF CONTRA COSTA AND SOLANO PO BOX 6324 CONCORD,CA 94524	NONE		DISTRIBUTES FOOD TO THOSE IN NEED	5,000
GALAPAGOS CONSERVANCY 11150 FAIRFAX BLVD SUITE 408 FAIRFAX,VA 22030	NONE		CONSERVATION OF THE ECOSYSTEM OF THE GALAPAGOS ISLANDS	5,000
GREENBELT ALLIANCE 312 SUTTER STREET SUITE 510 SAN FRANCISCO,CA 94108	NONE		PROTECTION OF OPEN SPACES IN THE SAN FRANCISCO BAY AREA	5,000
GUIDE DOGS FOR THE BLIND INC PO BOX 151200 SAN RAFAEL,CA 949151200	NONE		FREE SERVICE AND GUIDE DOGS FOR THOSE WITH VISION LOSS	5,000
HABITAT FOR HUMANITY - EAST BAY 2619 BROADWAY OAKLAND,CA 94612	NONE		BUILDS HOUSES FOR THOSE IN NEED	5,000
HOSPICE BY THE BAY 17 SIR FRANCIS DRAKE BLVD LARKSPUR,CA 94939	NONE		PROVIDES PEDIATRIC AND ADULT PALLIATIVE CARE	5,000
Total  3a				190,002

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HOSPICE OF THE EAST BAY 3470 BUSKIRK AVENUE PLEASANT HILL,CA 94523	NONE		PROVIDES ADULT PALLIATIVE CARE	5,000
LEARNING ALLY 20 ROSZEL ROAD PRINCETON,NJ 08540	NONE		PROVIDES TEXTBOOKS TO THE BLIND & DYSLEXIC	5,000
LITA OF CONTRA COSTA COUNTY PO BOX 121 PORT COSTA,CA 94569	NONE		PROVIDES VOLUNTEERS FOR THE ELDERLY AND DISABLED	2,000
LITTLE SISTERS OF THE POOR 300 LAKE STREET SAN FRANCISCO,CA 94118	NONE		PROVIDES HOUSING FOR THE ELDERLY	5,000
MEALS ON WHEELS OF SAN FRANCISCO 1300 CIVIC DRIVE WALNUT CREEK,CA 94596	NONE		PROVIDES MEALS FOR SENIORS	5,000
QUEEN OF THE VALLEY HOSPITAL FOUNDATION 1000 TRANCAS STREET PO BOX 2069 NAPA,CA 94102	NONE		COMMUNITY HEALTHCARE SERVICES	5,000
REGIONS HOSPITAL 11202C 640 JACKSON STREET ST PAUL,MN 55101	NONE		HEALTH PARTNERS CENTER FOR MEMORY & AGING	10,000
SAN FRANCISCO MARIN FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO,CA 94109	NONE		DISTRIBUTES FOOD TO INDIVIDUALS AND FAMILIES IN NEED	5,000
SECOND START ADULT LITERACY PROGRAM 125 14TH STREET OAKLAND,CA 94612	NONE		TUTORS FUNCTIONALLY ILLITERATE ADULTS	5,000
SPECIAL OLYMPICS 3480 BUSKIRK AVENUE SUITE 340 PLEASANT HILL,CA 94523	NONE		SPORTS TRAINING AND COMPETITIONS FOR THE DEVELOPMENTALLY HANDICAPPED	5,000
ST ANTHONY'S FOUNDATION 150 GOLDEN GATE AVENUE SAN FRANCISCO,CA 94102	NONE		PROVIDES FOOD, CLOTHING AND HEALTHCARE TO POOR	15,000
ST ELIZABETH SETON SCHOOL 1095 CHANNING AVENUE PALO ALTO,CA 94301	NONE		PROVIDES ELEMENTARY EDUCATION TO UNDERPRIVILEGED CHILDREN	2,000
THE FOUNDATION FOR NEUROLOGIC DISEASES 10 STATE ST NEWBURYPORT,MA 01950	NONE		RESEARCH FOR MULTIPLE SCLEROSIS	10,000
THE HIGH DESERT MUSEUM 59800 S HIGHWAY 97 BEND,OR 97702	NONE		RELIGIONAL MUSEUM	5,000
THE MYELIN PROJECT HEADQUARTERS PO BOX 39 PACIFIC PALISADES,CA 90272	NONE		RESEARCH FOR MULTIPLE SCLEROSIS	10,000
Total  3a				190,002

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE NATURE CONSERVANCY 201 MISSION STREET 4TH FLOOR SAN FRANCISCO,CA 94105	NONE		ENVIRONMENTAL CONSERVATION	5,000
UNIVERSITY OF CALIFORNIA COLLEGE OF ENGINEERING MC LAUGHLIN HALL 1722 BERKELEY,CA 94720	NONE		PROVIDES ENGINEERING SCHOLARSHIPS	10,000
Total  3a				190,002

TY 2014 Accounting Fees Schedule

Name: PORTER E & HELENMAE THOMPSON FOUNDATION

EIN: 94-2831112

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,000	1,500		0

TY 2014 Investments Corporate
Stock Schedule

Name: PORTER E & HELENMAE THOMPSON FOUNDATION
EIN: 94-2831112

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABS	0	0
BOEING	0	0
BRISTOL MEYERS	10,588	10,588
CHEVRON	31,335	31,335
DUKE ENERGY/SPECTRA ENERGY	8,845	8,845
EATON CORP	0	0
ENERGY TRANSFERS PARTNERS	15,654	19,694
FORTUNE BRANDS	850	850
FPL GROUP/NEXTERA ENERGY	11,849	11,849
HOME DEPOT	13,834	13,834
ILLINOIS TOOL WORKS	20,945	20,945
INTEL	20,461	20,461
JOHNSON & JOHNSON	24,632	24,632
LOWES	12,305	12,305
METLIFE INC	24,866	24,866
MONSANTO	14,271	14,271
NEW JERSEY RESOURCE	12,361	12,361
NOVARTIS	27,577	27,577
PAYCHEX	9,628	9,628
PEPSICO	13,065	13,065
PROCTER GAMBLE	54,085	54,085
PROGRESS ENERGY	12,838	12,838
PUBLIC SERVICE ENTERPRISE	63,984	63,984
REPUBLIC SERVICES	26,792	26,792
ROYAL DUTCH	29,788	29,788
SABINE ROYALTY	11,908	60,487
SANOFI AVENTIS	11,020	11,020
TARGET CORP	0	0
UNILEVER	7,503	7,503
UNITED TECHS CORP	28,567	28,567

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WALMART STORES	9,813	9,813
WELLS FARGO	108,425	108,425
YUM BRANDS INC	42,998	42,998

**TY 2014 Investments Government
Obligations Schedule**

Name: PORTER E & HELENMAE THOMPSON FOUNDATION
EIN: 94-2831112

US Government Securities - End of Year Book Value:	1,491
US Government Securities - End of Year Fair Market Value:	1,491
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2014 Investments - Other Schedule**Name:** PORTER E & HELENMAE THOMPSON FOUNDATION**EIN:** 94-2831112

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ADAMS EXPRESS	AT COST	1,378	1,378
AMERICAN WASHINGTON	AT COST	154,013	154,013
BLACK ROCK CREDIT	AT COST	121,307	121,307
BLACK ROCK HIGH YIELD	AT COST	0	0
CLOUGH	AT COST	0	0
DOUBLELINE INCOME	AT COST	597	597
EATON VANCE FLOATING	AT COST	115,861	115,861
FIDELITY FLOATING	AT COST	111,558	111,558
FIRST EAGLE	AT COST	131,907	131,907
FIRST EAGLE HIGH YLD	AT COST	113,526	113,526
FIRST TR	AT COST	777	777
LOOMIS SAYLES	AT COST	239,200	239,200
PIMCO	AT COST	114,803	114,803
TEMPLETON GLOBAL	AT COST	122,216	122,216
VANGUARD DIV	AT COST	99,627	99,627

TY 2014 Other Decreases Schedule

Name: PORTER E & HELENMAE THOMPSON FOUNDATION

EIN: 94-2831112

Description	Amount
PY ADJUSTMENT	313

TY 2014 Other Expenses Schedule**Name:** PORTER E & HELENMAE THOMPSON FOUNDATION**EIN:** 94-2831112

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WCMA ANNUAL SERVICE CHARGE	300	300		0
FILING FEES	80	0		0
OTHER ADMINISTRATION EXPENSE	453	120		333
INVESTMENT INTEREST EXPENSE	116	116		0
ADMINISTRATION EXPENSE ON ROYALTIES	819	819		0

TY 2014 Other Income Schedule**Name:** PORTER E & HELENMAE THOMPSON FOUNDATION**EIN:** 94-2831112

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SABINE GAS ROYALTY INCOME	23,571	23,571	23,571
ENERGY TRANSFER PARTNERS, LP	1,410	1,410	1,410

TY 2014 Taxes Schedule**Name:** PORTER E & HELENMAE THOMPSON FOUNDATION**EIN:** 94-2831112

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON DIVIDENDS	971	971		0
SEVERANCE TAX ON ROYALTIES	2,266	2,266		0
FEDERAL INCOME TAX	4,613	0		0