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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 WILLIAM G GILMORE FOUNDATION		A Employer identification number 94-6079493	
Number and street (or P O box number if mail is not delivered to street address) 1660 BUSH STREET NO 300		B Telephone number (see instructions) (415) 561-6540	
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94109		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 22,171,228		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	447	447		
	4 Dividends and interest from securities.	485,168	485,168		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,133,179			
	b Gross sales price for all assets on line 6a 3,058,863				
	7 Capital gain net income (from Part IV, line 2) . . .		1,133,179		
	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	1,618,794	1,618,794		
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)	14,750	1,475		5,000
	c Other professional fees (attach schedule)	88,680	8,875		80,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	22,226	6,208		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,092	400		0
	22 Printing and publications				
	23 Other expenses (attach schedule)	5,522	0		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	135,270	16,958		85,000
	25 Contributions, gifts, grants paid	1,998,500			1,998,500
	26 Total expenses and disbursements. Add lines 24 and 25	2,133,770	16,958		2,083,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-514,976			
	b Net investment income (if negative, enter -0-)		1,601,836		
	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	46,386	35,744	35,744
	2	Savings and temporary cash investments	1,174,887	1,346,862	1,346,862
	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)	1,181,526	1,167,268	1,167,268
	b	Investments—corporate stock (attach schedule)	13,338,442	12,739,902	12,739,902
	c	Investments—corporate bonds (attach schedule).	6,079,485	5,858,043	5,858,043
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,181,351	1,021,307	1,021,307
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	18,514	2,102	2,102	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	23,020,591	22,171,228	22,171,228	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	10,000		
	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 ▶ _____)	63,000	62,000	
	23	Total liabilities (add lines 17 through 22)	73,000	62,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	22,947,591	22,109,228	
	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)	22,947,591	22,109,228	
	31	Total liabilities and net assets/fund balances (see instructions)	23,020,591	22,171,228	

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	22,947,591
2	Enter amount from Part I, line 27a	2	-514,976
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,000
4	Add lines 1, 2, and 3	4	22,433,615
5	Decreases not included in line 2 (itemize) ▶ _____	5	324,387
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	22,109,228

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)
1 a	REALIZED GAINS ON INVESTMENTS			
b	REALIZED GAINS ON INVESTMENTS			
c	CAPITAL GAINS DIVIDENDS	P		
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,915,292		1,823,971	1,091,321
b 110,799		101,713	9,086
c 32,772			32,772
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			1,091,321
b			9,086
c			32,772
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	1,133,179
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	2,066,909	22,771,700	0 090767
2012	1,643,178	22,115,735	0 074299
2011	1,658,766	22,707,224	0 073050
2010	1,341,873	21,685,930	0 061878
2009	1,310,047	19,849,297	0 066000

2 Total of line 1, column (d).	2	0 365994
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 073199
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	22,841,040
5 Multiply line 4 by line 3.	5	1,671,941
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	16,018
7 Add lines 5 and 6.	7	1,687,959
8 Enter qualifying distributions from Part XII, line 4.	8	2,083,500

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			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		116,018	
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		20	
3		Add lines 1 and 2.		316,018	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		40	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		516,018	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	18,120
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	18,120
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	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	2,102
11		Enter the amount of line 10 to be Credited to 2015 estimated tax ☒ 2,102 Refunded ☐		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
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
		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		No
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?		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b		
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		No
		If "Yes," attach the statement required by General Instruction T.				
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				
		• By language in the governing instrument, or				
		• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes	
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CA				
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes	
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		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		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? Website address WWW PFS-LLC NET/GILMORE	13	Yes	
14	The books are in care of PACIFIC FOUNDATION SERVICES LLC Telephone no (415) 561-6540 Located at 1660 BUSH STREET SUITE 300 SAN FRANCISCO CA ZIP +4 94109			
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? 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	16	Yes	No

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? ☐ 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).	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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>)	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
WILLIAM MACKEY 1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109	CHIEF FINANCIAL OFFICER 1 00	0	0	0
DAVID JUBB 1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109	SECRETARY 1 00	0	0	0
BOB BORTON 1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109	VICE PRESIDENT 1 00	0	0	0
MARY LEE BOKLUND 1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109	PRESIDENT 1 00	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

Form 990-PF (2014)

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
PACIFIC FOUNDATION SERVICES LLC 1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109	FOUNDATION MANAGEMENT	88,680
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	21,896,461
b	Average of monthly cash balances.	1b	1,292,412
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	23,188,873
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	23,188,873
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	347,833
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,841,040
6	Minimum investment return. Enter 5% of line 5.	6	1,142,052

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	1,142,052
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	16,018
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	16,018
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,126,034
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,126,034
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	1,126,034

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	2,083,500
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	2,083,500
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	16,018
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,067,482
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				1,126,034
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.	333,784			
b From 2010.	277,958			
c From 2011.	549,285			
d From 2012.	565,791			
e From 2013.	964,506			
f Total of lines 3a through e.	2,691,324			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 2,083,500				
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.				1,126,034
e Remaining amount distributed out of corpus	957,466			
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	3,648,790			
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). . . .	333,784			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	3,315,006			
10 Analysis of line 9				
a Excess from 2010. . . .	277,958			
b Excess from 2011. . . .	549,285			
c Excess from 2012. . . .	565,791			
d Excess from 2013. . . .	964,506			
e Excess from 2014. . . .	957,466			

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

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.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 XVSupplementary 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:

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))

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

2

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

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

a

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

AMY FREEMAN
1660 BUSH STREET
SAN FRANCISCO, CA 94109
(415) 561-6540

b

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

FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE WWW PFS-LLC NET

c

Any submission deadlines

FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE WWW PFS-LLC NET

d

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

FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE WWW PFS-LLC NET

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	1,998,500
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	*****	2015-05-20	*****	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 MICHAEL Z OLDS	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00140262
	Firm's name ☒ JACK WOLDS & COMPANY LLP			Firm's EIN ☒ 93-0504742	
	Firm's address ☒ 421 SW 6TH AVENUE SUITE 900 PORTLAND, OR 97204			Phone no (503) 226-4541	

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				
AIM HIGH PO BOX 410715 SAN FRANCISCO,CA 94110		PUBLIC CHARITY	MIDDLE SCHOOL SUMMER LEARNING PROGRAM	20,000
ALAMEDA COUNTY COMMUNITY FOOD BANK 7900 EDGEWATER DRIVE OAKLAND,CA 94621		PUBLIC CHARITY	CHILDREN'S FOOD DISTRIBUTION AND BACKPACK PROGRAM	10,000
AT THE CROSSROADS 333 VALENCIA STREET SUITE 320 SAN FRANCISCO,CA 94103		PUBLIC CHARITY	STREET OUTREACH AND COUNSELING FOR HOMELESS YOUTH	20,000
BERKELEY FOOD AND HOUSING PROJECT 2362 BANCROFT WAY 2ND FLOOR BERKELEY,CA 94704		PUBLIC CHARITY	SAFETY NET SERVICES FOR HOMELESS AND LOW INCOME	20,000
BERKELEY YOUTH LIVING WITH DISABILITIES 2110 7TH STREET BERKELEY,CA 94710		PUBLIC CHARITY	RENEWING SUPPORT FOR UNDERWRITING FOOD COSTS	2,000
BIG BROTHERS BIG SISTERS OF THE BAY AREA 649 MISSION STREET 5TH FLOOR SAN FRANCISCO,CA 94105		PUBLIC CHARITY	COMMUNITY BASED MENTORING	15,000
BLANCHET HOUSE OF HOSPITALITY 340 NW GLISAN STREET PORTLAND,OR 97209		PUBLIC CHARITY	GENERAL SUPPORT	10,000
BLANCHET HOUSE OF HOSPITALITY 340 NW GLISAN STREET PORTLAND,OR 97209		PUBLIC CHARITY	FOOD FOR THE HOMELESS	15,000
BOARD OF TRUSTEES OF THE GLIDE FOUNDATION 330 ELLIS STREET SAN FRANCISCO,CA 94102		PUBLIC CHARITY	WALK-IN CENTER	10,000
BOYS & GIRLS CLUBS OF OAKLAND 3300 HIGH STREET 2ND FLOOR OAKLAND,CA 94619		PUBLIC CHARITY	EDUCATION & CAREER DEVELOPMENT INITIATIVE	10,000
BOYS & GIRLS CLUBS OF SAN FRANCISCO 55 HAWTHORNE STREET SUITE 600 SAN FRANCISCO,CA 94105		PUBLIC CHARITY	INTENSIVE ACADEMIC SUPPORT JUNE JORDAN SCHOOL FOR EQUITY	10,000
BUSINESSES UNITED IN INVESTING LENDING AND DEVELOPMENT (BUILD) 2385 BAY ROAD REDWOOD CITY,CA 94065		PUBLIC CHARITY	BUILDING EDUCATIONAL PATHWAYS	10,000
CATHOLIC CHARITIES OF THE EAST BAY 433 JEFFERSON STREET OAKLAND,CA 94607		PUBLIC CHARITY	HOUSING-CRITICAL FAMILY NEEDS	15,000
CATLIN GABEL SCHOOL 8825 SW BARNES ROAD PORTLAND,OR 97225		EDUCATIONAL ORGANIZA	LOWER SCHOOL MATH & SCIENCE TECHNOLOGY EQUIPMENT	50,000
CATLIN GABEL SCHOOL 8825 SW BARNES ROAD PORTLAND,OR 97225		EDUCATIONAL ORGANIZA	TO SUPPORT S T E A M	50,000
Total  3a				1,998,500

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				
CENTER FOR INDEPENDENT LIVING 3075 ADELINE STREET SUITE 100 BERKELEY,CA 94703		PUBLIC CHARITY	EXPANDING THE MODEL FOR YOUTH SERVICES	15,000
CITY YOUTH NOW 375 WOODSIDE AVENUE SAN FRANCISCO,CA 94127		PUBLIC CHARITY	INTERNSHIP PROGRAM, EDUCATION AND LITERACY MANDATE	10,000
COLLEGE TRACK 111 BROADWAY OAKLAND,CA 94607		PUBLIC CHARITY	CREATING A PATHWAY TO COLLEGE IN BAYVIEW	10,000
COMMUNITY HOUSING PARTNERSHIP 20 JONES STREET SUITE 200 SAN FRANCISCO,CA 94102		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
COMMUNITY MUSIC CENTER 544 CAPP STREET SAN FRANCISCO,CA 94110		PUBLIC CHARITY	YOUNG MUSICIANS PROGRAM	10,000
COMPASS FAMILY SERVICES 49 POWELL STREET 3RD FLOOR SAN FRANCISCO,CA 94102		PUBLIC CHARITY	COMPASS CHILDREN'S CENTER	20,000
CORNERSTONE COMMUNITY DEVELOPMENT CORPORATION (BUILDING FUTURES) 1395 BANCROFT AVENUE SAN LEANDRO,CA 94577		PUBLIC CHARITY	SAFETY NET SERVICES FOR WOMEN AND CHILDREN IN CRISIS	15,000
CORO NORTHERN CALIFORNIA INC 601 MONTGOMERY STREET SUITE 800 SAN FRANCISCO,CA 94111		PUBLIC CHARITY	CORO YOUTH EXPLORING LEADERSHIP PROGRAM	5,000
CURRY SENIOR CENTER 333 TURK STREET SAN FRANCISCO,CA 94102		PUBLIC CHARITY	DAILY BREAKFAST PROGRAM	10,000
DIABETIC YOUTH FOUNDATION 5167 CLAYTON ROAD SUITE F CONCORD,CA 94521		PUBLIC CHARITY	DIABETES RESIDENTIAL EDUCATION PROGRAM	10,000
EACH ONE REACH ONE 146 SOUTH SPRUCE AVENUE SOUTH SAN FRANCISCO,CA 94080		PUBLIC CHARITY	ADAPT EDUCATION PROGRAMS	15,000
EAST OAKLAND YOUTH DEVELOPMENT CENTER 8200 INTERNATIONAL BOULEVARD OAKLAND,CA 94621		PUBLIC CHARITY	AFTER SCHOOL LEADERSHIP ACADEMY	15,000
EAST PALO ALTO TENNIS AND TUTORING PO BOX 60597 PALO ALTO,CA 94306		PUBLIC CHARITY	EPATT-RAVENSWOOD K-2 PILOT PROGRAM	15,000
EDWARDS WORK-ACTIVITY CENTER PO BOX 6269 ALOHA,OR 97007		PUBLIC CHARITY	GENERAL SUPPORT	20,000
EPISCOPAL COMMUNITY SERVICES OF SAN FRANCISCO 165 EIGHTH STREET 3RD FLOOR SAN FRANCISCO,CA 94103		PUBLIC CHARITY	ECS SAFETY NET SERVICES FOR HOMELESS AND AT-RISK	20,000
Total  3a				1,998,500

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				
FAMILY & CHILD EMPOWERMENT SERVICES 1101 MASONIC AVENUE SAN FRANCISCO,CA 94117		PUBLIC CHARITY	GENERAL OPERATING SUPPORT FOR FACES SF	10,000
FIRST BAPTIST CHURCH 909 SW 11TH AVENUE PORTLAND,OR 97205		PUBLIC CHARITY	DOWNTOWN SOUP KITCHEN	10,000
FIRST BAPTIST CHURCH 909 SW 11TH AVENUE PORTLAND,OR 97205		PUBLIC CHARITY	DOWNTOWN SOUP KITCHEN	20,000
FLUID LIVING - DBA SEVEN TEPEES YOUTH PROGRAM 3177 17TH STREET SAN FRANCISCO,CA 94110		PUBLIC CHARITY	LEARNING CENTER PROGRAM	5,000
FRIENDS OF THE CHILDREN - PORTLAND 44 NE MORRIS PORTLAND,OR 97212		PUBLIC CHARITY	GENERAL SUPPORT	25,000
FRIENDS OF THE SAN FRANCISCO PUBLIC LIBRARY 710 VAN NESS AVENUE SAN FRANCISCO,CA 94102		PUBLIC CHARITY	SAN FRANCISCO PUBLIC LIBRARY CHILDREN & YOUTH SERVICES	10,000
GENERAL ASSISTANCE ADVOCACY PROJECT INC 276 GOLDEN GATE AVENUE SAN FRANCISCO,CA 94102		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000
GLENWOOD SCHOOL FOUNDATION 70 PARTRIDGE DRIVE SAN RAFAEL,CA 94901		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000
GUIDE DOGS FOR THE BLIND 32901 SE KELSO ROAD BORING,OR 97009		PUBLIC CHARITY	GENERAL SUPPORT	10,000
HABITAT FOR HUMANITY SAN FRANCISCO 500 WASHINGTON STREET 250 SAN FRANCISCO,CA 94111		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000
HOMELESS PRENATAL PROGRAM 2500 18TH STREET SAN FRANCISCO,CA 94110		PUBLIC CHARITY	CASE MANAGEMENT & SUPPORTIVE SERVICES	15,000
HOMELESS YOUTH ALLIANCE PO BOX 29198 SAN FRANCISCO,CA 94129		PUBLIC CHARITY	GENERAL OPERATIONS OUTREACH, MENTAL HEALTH, AND CASE MANAGEMENT	20,000
HOSPICE BY THE BAY 17 E SIR FRANCIS DRAKE BLVD SUITE 100 LARKSPUR,CA 94939		PUBLIC CHARITY	YOUTH BEREAVEMENT PROGRAM	5,000
HOSPITALITY HOUSE 290 TURK STREET SAN FRANCISCO,CA 94102		PUBLIC CHARITY	SHELTER PROGRAM	15,000
HUCKLEBERRY YOUTH PROGRAMS 3310 GEARY BLVD SAN FRANCISCO,CA 94118		PUBLIC CHARITY	HUCKLEBERRY WELLNESS ACADEMY	15,000
Total  3a				1,998,500

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>				
I HAVE A DREAM FOUNDATION - OREGON 2916 ALBERTA STREET SUITE D PORTLAND,OR 97211		PUBLIC CHARITY	GENERAL SUPPORT	20,000
KIPP BAY AREA SCHOOLS 1404 FRANKLIN STREET SUITE 500 OAKLAND,CA 94612		PUBLIC CHARITY	CREATING PATHWAYS TO COLLEGE	5,000
LA CASA DE LAS MADRES 1663 MISSION STREET SUITE 225 SAN FRANCISCO,CA 94103		PUBLIC CHARITY	EMERGENCY DOMESTIC VIOLENCE SHELTER SERVICES	15,000
LARKIN STREET YOUTH SERVICES 701 SUTTER STREET SUITE 2 SAN FRANCISCO,CA 94109		PUBLIC CHARITY	COMPREHENSIVE SERVICES FOR HOMELESS YOUTH	10,000
LEGAL SERVICES FOR CHILDREN INC 1254 MARKET STREET 3RD FLOOR SAN FRANCISCO,CA 94102		PUBLIC CHARITY	LEGAL SERVICES FOR CHILDREN HOLISTIC REPRESENTATION FOR BAY AREA CHILDREN	10,000
LINFIELD COLLEGE 900 SW BAKER STREET MCMINNVILLE,OR 97128		EDUCATIONAL ORGANIZA	SCIENCE	200,000
LOAVES & FISHES - PORTLAND PO BOX 19477 7710 SW 31ST AVENUE PORTLAND,OR 97280		PUBLIC CHARITY	GENERAL SUPPORT	40,000
MARY ELIZABETH INN 1040 BUSH STREET SAN FRANCISCO,CA 94109		PUBLIC CHARITY	MEALS PROGRAM	15,000
MARYLHURST UNIVERSITY 17600 PACIFIC HIGHWAY PO BOX 261 MARYLHURST,OR 97036		EDUCATIONAL ORGANIZA	GENERAL SUPPORT	10,000
MEALS ON WHEELS OF SAN FRANCISCO INC 1375 FAIRFAX AVENUE SAN FRANCISCO,CA 94124		PUBLIC CHARITY	HOME DELIVERED MEALS PROGRAM FOR SENIORS	15,000
MEDICAL TEAMS INTERNATIONAL PO BOX 10 PORTLAND,OR 97207		PUBLIC CHARITY	PORTLAND CHILDREN'S DENTAL BUS PROGRAM	20,000
MERITUS COLLEGE FUND PO BOX 29024 SAN FRANCISCO,CA 94129		PUBLIC CHARITY	CONNECTIONS PROGRAM	10,000
MISSION GRADUATES 3040 16TH STREET SAN FRANCISCO,CA 94103		PUBLIC CHARITY	COLLEGE CONNECT PROGRAM	10,000
NEW AVENUES FOR YOUTH 1220 SW COLUMBIA STREET PORTLAND,OR 97205		PUBLIC CHARITY	GENERAL SUPPORT	10,000
NEW DOOR VENTURES 3221 20TH STREET SAN FRANCISCO,CA 94110		PUBLIC CHARITY	YOUTH DEVELOPMENT PROGRAMS	5,000
Total  3a				1,998,500

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>				
OAKLAND PUBLIC LIBRARY 125 14TH STREET 2ND FLOOR OAKLAND,CA 94612		PUBLIC CHARITY	CHILDREN'S LITERACY PROGRAMMING FUND	5,000
OKIZU FOUNDATION 16 DIGITAL DRIVE SUITE 130 NOVATO,CA 94949		PUBLIC CHARITY	ONCOLOGY CAMP PROGRAM	10,000
ON LOK DAY SERVICES 225 30TH STREET SAN FRANCISCO,CA 94131		PUBLIC CHARITY	30TH STREET SENIOR CENTER NUTRITION PROGRAM	10,000
OREGON FOOD BANK PO BOX 55370 PORTLAND,OR 97238		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000
PACIFIC NORTHWEST COLLEGE OF ART 1241 NW JOHNSON STREET PORTLAND,OR 97209		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	164,500
PATHWAYS HOSPICE FOUNDATION 585 NORTH MARY AVENUE SUNNYVALE,CA 94085		PUBLIC CHARITY	HOSPICE SERVICES	10,000
PORTLAND ART MUSEUM 1219 SW PARK AVENUE PORTLAND,OR 97205		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000
PORTLAND JAPANESE GARDEN PO BOX 3847 PORTLAND,OR 97208		PUBLIC CHARITY	GENERAL SUPPORT	10,000
PORTLAND RESCUE MISSION PO BOX 3713 PORTLAND,OR 97208		PUBLIC CHARITY	FEEDING THE HUNGRY	20,000
PROJECT AVARY INC 385 BEL MARIN KEYS BLVD SUITE G NOVATO,CA 94949		PUBLIC CHARITY	IMPROVING LIFE OUTCOMES FOR CHILDREN	10,000
PROJECT OPEN HAND 730 POLK STREET SAN FRANCISCO,CA 94109		PUBLIC CHARITY	COMPREHENSIVE NUTRITION PROGRAMS	25,000
RAISING A READER SAN FRANCISCO AND ALAMEDA COUNTIES 470 THIRD STREET SUITE 102 SAN FRANCISCO,CA 94107		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
RAPHAEL HOUSE OF SAN FRANCISCO INC 1065 SUTTER STREET SAN FRANCISCO,CA 94109		PUBLIC CHARITY	ACADEMIC ENRICHMENT PROGRAM	5,000
RAVENSWOOD EDUCATION FOUNDATION PO BOX 396 MENLO PARK,CA 94026		PUBLIC CHARITY	EXTENDED DAY INITIATIVE	10,000
RONALD MCDONALD HOUSE OF SAN FRANCISCO INC 1640 SCOTT STREET SAN FRANCISCO,CA 94115		PUBLIC CHARITY	LODGING PROGRAM	5,000
Total  3a				1,998,500

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>				
RUBY'S PLACE (AKA EMERGENCY SHELTER PROGRAM) 1180 B STREET HAYWARD,CA 94541		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
SAN FRANCISCO COURT APPOINTED SPECIAL ADVOCATES 2535 MISSION STREET SAN FRANCISCO,CA 94110		PUBLIC CHARITY	CORE ADVOCACY PROGRAM	10,000
SAN FRANCISCO GENERAL HOSPITAL FOUNDATION 2789 25TH STREET SUITE 2028 SAN FRANCISCO,CA 94110		PUBLIC CHARITY	SAN FRANCISCO MEDICAL-LEGAL PARTNERSHIP (SFMLP) AT SAN FRANCISCO GENERAL HOSPITAL AND TRAUMA	5,000
SAN FRANCISCO GIRLS CHORUS INC 44 PAGE STREET SUITE 200 SAN FRANCISCO,CA 94102		PUBLIC CHARITY	NEED-BASED SCHOLARSHIPS	5,000
SAN FRANCISCO WOMEN AGAINST RAPE 3543 18TH STREET 7 SAN FRANCISCO,CA 94110		PUBLIC CHARITY	RAPE CRISIS DIRECT SERVICES	10,000
SAN FRANCISCO-MARIN FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO,CA 94107		PUBLIC CHARITY	FOOD ASSISTANCE SAFETY NET	10,000
SECOND HARVEST FOOD BANK OF SANTA CLARA AND SAN MATEO COUNTIES 750 CURTNER AVENUE SAN JOSE,CA 95125		PUBLIC CHARITY	SUSTAINING THE SAFETY NET	15,000
SHANTI PROJECT INC 730 POLK STREET 3RD FLOOR SAN FRANCISCO,CA 94109		PUBLIC CHARITY	VOLUNTEER SERVICES	5,000
ST ANTHONY FOUNDATION 150 GOLDEN GATE AVENUE SAN FRANCISCO,CA 94102		PUBLIC CHARITY	FOOD PROGRAM AND SUPPORT SERVICES	20,000
ST MARY'S ACADEMY 1615 SW 5TH AVENUE PORTLAND,OR 97201		EDUCATIONAL ORGANIZA	GENERAL SUPPORT	10,000
ST MARY'S HOME FOR BOYS 16535 SW TUALATIN VALLEY HIGHWAY BEAVERTON,OR 97006		PUBLIC CHARITY	GENERAL SUPPORT	20,000
ST VINCENT DE PAUL SOCIETY 1237 VAN NESS AVENUE SUITE 200 SAN FRANCISCO,CA 94109		PUBLIC CHARITY	RILEY CENTER SERVICES FOR DOMESTIC VIOLENCE SURVIVORS	20,000
SWORDS TO PLOWSHARES VETERANS RIGHTS ORGANIZATION 1060 HOWARD STREET SAN FRANCISCO,CA 94103		PUBLIC CHARITY	FRONTLINE AT SWORDS TO PLOWSHARES	20,000
TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORPORATION 201 EDDY STREET SAN FRANCISCO,CA 94102		PUBLIC CHARITY	TENANT SERVICES MANAGEMENT AND AFTER SCHOOL PROGRAM	10,000
THE FOUNDATION CENTER 312 SUTTER STREET SUITE 606 SAN FRANCISCO,CA 94108		PUBLIC CHARITY	GENERAL SUPPORT	1,500
Total  3a				1,998,500

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				
POMEROY RECREATION AND REHABILITATION CENTER 207 SKYLINE BLVD SAN FRANCISCO,CA 94132		PUBLIC CHARITY	AFTER SCHOOL PROGRAM FOR CHILDREN & TEENS WITH DEVELOPMENTAL DISABILITIES	10,000
THE LEGAL AID SOCIETY - EMPLOYMENT LAW CENTER 180 MONTGOMERY STREET SUITE 600 SAN FRANCISCO,CA 94104		PUBLIC CHARITY	WORKERS' RIGHTS DISABILITY LAW CLINIC	35,000
VOLUNTEERS IN MEDICINE - SAN FRANCISCO CO CLINIC BY THE BAY 4877 MISSION STREET SAN FRANCISCO,CA 94112		PUBLIC CHARITY	PRIMARY AND PREVENTIVE HEALTH CARE SERVICES AT CLINIC BY THE BAY	15,000
WASHINGTON COUNTY MUSEUM PO BOX 3790 HILLSBORO,OR 97123		PUBLIC CHARITY	GENERAL SUPPORT	50,000
WILLAMETTE UNIVERSITY 900 STATE STREET SALEM,OR 97301		EDUCATIONAL ORGANIZA	WILLAMETTE ACADEMY	15,000
A SAFE PLACE PO BOX 23006 OAKLAND,CA 94623		PUBLIC CHARITY	DOMESTIC VIOLENCE PREVENTION-BASED PROGRAMMING	30,000
ALIVE & FREE 1060 TENNESSEE STREET SAN FRANCISCO,CA 94107		PUBLIC CHARITY	ALIVE & FREE LEADERSHIP ACADEMY	15,000
BUILDING OPPORTUNITIES FOR SELF-SUFFICIENCY (BOSS) 2065 KITTREDGE STREET SUITE E BERKELEY,CA 94704		PUBLIC CHARITY	BOSS CHILDREN'S LEARNING CENTER	15,000
CASA OF SAN MATEO COUNTY 330 TWIN DOLPHIN DRIVE SUITE 139 REDWOOD CITY,CA 94065		PUBLIC CHARITY	CORE SERVICES	10,000
CAZADERO PERFORMING ARTS CAMP PO BOX 7908 BERKELEY,CA 94707		PUBLIC CHARITY	GENERAL SUPPORT	10,000
DE LA SALLE NORTH CATHOLIC HIGH SCHOOL 7528 N FENWICK AVENUE PORTLAND,OR 97217		EDUCATIONAL ORGANIZA	GENERAL SUPPORT	10,000
EDUCATE GIRLS GLOBALLY 367 SAUSALITO BOULEVARD SAUSALITO,CA 94965		PUBLIC CHARITY	GENERAL SUPPORT	15,000
FRED FINCH YOUTH CENTER 3800 COOLIDGE AVENUE OAKLAND,CA 94602		PUBLIC CHARITY	TURNING POINT SUPPORTIVE SERVICES PROGRAM	15,000
GROWING GARDENS 2203 NE OREGON STREET PORTLAND,OR 97232		PUBLIC CHARITY	GENERAL SUPPORT	10,000
HEARING AND SPEECH CENTER OF NORTHERN CALIFORNIA 1234 DIVISADERO STREET SAN FRANCISCO,CA 94115		PUBLIC CHARITY	CHILDREN, YOUTH, AND FAMILY SERVICES	20,000
Total  3a				1,998,500

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>				
LAVA MAE (TIDES CENTER) 1014 TORNEY AVENUE SAN FRANCISCO,CA 94129		PUBLIC CHARITY	SERVING HOMELESS MOBILE HYGIENE	5,000
LEWIS & CLARK COLLEGE COMMUNITY COUNSELING CENTER 615 SW PALATINE HILL ROAD PORTLAND,OR 97219		EDUCATIONAL ORGANIZA	SUPPORT FOR COUNSELING SERVICES FOR YOUTH IN NEED	10,000
LIFE ELDERCARE 3300 CAPITOL AVENUE PO BOX 5006 FREMONT,CA 94538		PUBLIC CHARITY	MEALS ON WHEELS PROGRAM	15,000
NEXT VILLAGE SAN FRANCISCO PO BOX 330460 SAN FRANCISCO,CA 94133		PUBLIC CHARITY	SUBSIDIZED MEMBERSHIPS & VOLUNTEERS	5,000
OREGON MUSEUM OF SCIENCE AND INDUSTRY 1945 SE WATER AVENUE PORTLAND,OR 97214		PUBLIC CHARITY	COASTAL DISCOVERY CENTER	20,000
POTLUCK IN THE PARK PO BOX 12443 PORTLAND,OR 97212		PUBLIC CHARITY	GENERAL SUPPORT	5,000
READING PARTNERS 180 GRAND AVENUE SUITE 800 OAKLAND,CA 94612		PUBLIC CHARITY	ONE-ON-ONE LITERACY INTERVENTION	20,000
SELF ENHANCEMENT INC 3920 NORTH KERBY AVENUE PORTLAND,OR 97227		PUBLIC CHARITY	GENERAL SUPPORT	10,500
ST ANDREW NATIVITY SCHOOL 4925 NE 9TH AVENUE PO BOX 11127 PORTLAND,OR 97211		EDUCATIONAL ORGANIZA	GENERAL SUPPORT	10,000
TAKE ACTION INC 1170 OXFORD DRIVE LAKE OSWEGO,OR 97034		PUBLIC CHARITY	BACKPACKS WITH FOOD FOR SCHOOL KIDS TO TAKE HOME	5,000
WEST CONTRA COSTA SALESIAN BOYS & GIRLS CLUB 2801 MORAN AVENUE RICHMOND,CA 94806		PUBLIC CHARITY	CLUB TECHNOLOGY CENTER	5,000
Total  3a				1,998,500

TY 2014 Accounting Fees Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	14,750	1,475		5,000

**TY 2014 Investments Corporate
Bonds Schedule****Name:** WILLIAM G GILMORE FOUNDATION**EIN:** 94-6079493

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CONSOLIDATED RAIL CORPORATE BOND	3,835	3,835
PIMCO TOTAL RETURN FUND	3,163,674	3,163,674
VANGUARD BOND INDEX FUND	2,690,534	2,690,534

**TY 2014 Investments Corporate
Stock Schedule****Name:** WILLIAM G GILMORE FOUNDATION**EIN:** 94-6079493

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHWAB INTERNATIONAL INDEX FUND	1,715,102	1,715,102
SCOUT INTERNATIONAL FUND	0	0
VANGUARD FTSE EMERGING	550,756	550,756
VANGUARD MID CAP	1,153,309	1,153,309
VANGUARD REIT	1,196,046	1,196,046
VANGUARD SMALL CAP	1,156,567	1,156,567
VANGUARD TOTAL STOCK MARKET	6,968,122	6,968,122

**TY 2014 Investments Government
Obligations Schedule****Name:** WILLIAM G GILMORE FOUNDATION**EIN:** 94-6079493**US Government Securities - End of****Year Book Value:**

1,167,268

US Government Securities - End of**Year Fair Market Value:**

1,167,268

**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: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PIMCO COMMODITY REAL	FMV	1,021,307	1,021,307

TY 2014 Other Assets Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID EXPENSES AND OTHER ASSETS	18,514	2,102	2,102

TY 2014 Other Decreases Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	324,387

TY 2014 Other Expenses Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	5,280	0		0
ADMINISTRATIVE	242	0		0

TY 2014 Other Increases Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Description	Amount
CHANGE IN DEFERRED TAX EXPENSE	1,000

TY 2014 Other Liabilities Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAX LIABILITY	63,000	62,000

TY 2014 Other Professional Fees Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOUNDATION MANAGEMENT	88,680	8,875		80,000

TY 2014 Taxes Schedule**Name:** WILLIAM G GILMORE FOUNDATION**EIN:** 94-6079493

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	16,018	0		0
FOREIGN TAX	6,208	6,208		0