



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2014, or tax year beginning 12-01-2014, and ending 11-30-2015

Name of foundation: Winifred Johnson Clive Foundation. A Employer identification number: 25-6277031. B Telephone number: (415) 561-6540. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$18,424,097. J Accounting method: Modified Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), with a total of 1,083,265 for expenses and 988,695 for disbursements.

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

| Part II Balance Sheets | | Beginning of year | | | End of year | | |
|------------------------------------|---|---|-------------------------------------|----------------------------------|----------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash—non-interest-bearing | 172,320 | 302,268 | 302,268 | | |
| | 2 | Savings and temporary cash investments | 914,410 | 367,975 | 367,975 | | |
| | 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 | 500 | 2,800 | 2,800 | | |
| | 10a | Investments—U S and state government obligations (attach schedule) | 852,274 <input type="checkbox"/> | 836,938 | 836,938 | | |
| | b | Investments—corporate stock (attach schedule) | 11,886,433 <input type="checkbox"/> | 11,175,510 | 11,175,510 | | |
| | c | Investments—corporate bonds (attach schedule) | 3,842,615 <input type="checkbox"/> | 4,585,060 | 4,585,060 | | |
| | 11 | Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | | | |
| | 12 | Investments—mortgage loans | | | | | |
| | 13 | Investments—other (attach schedule) | 663,328 <input type="checkbox"/> | 990,896 | 990,896 | | |
| | 14 | Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | | | |
| 15 | Other assets (describe ▶ _____) | <input type="checkbox"/> 162,650 | <input type="checkbox"/> 162,650 | <input type="checkbox"/> 162,650 | | | |
| 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 18,494,530 | 18,424,097 | 18,424,097 | | | |
| Liabilities | 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 ▶ _____) | | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | 0 | | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | | |
| | 24 | Unrestricted | 18,494,530 | 18,424,097 | | | |
| | 25 | Temporarily restricted | | | | | |
| | 26 | Permanently restricted | | | | | |
| | Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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) | 18,494,530 | 18,424,097 | | | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 18,494,530 | 18,424,097 | | | | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | | |
|----------|--|----------|------------|
| 1 | Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 18,494,530 |
| 2 | Enter amount from Part I, line 27a | 2 | 538,819 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 19,033,349 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/> | 5 | 609,252 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 18,424,097 |

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 | | | |
| | | | |
| | | | |
| | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|--------------------------------------|---|--|
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | | |
|----------|---|---|----------|-----------|
| 2 | Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | 1,112,646 |
| 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 | 986,212 | 18,084,060 | 0.05454 |
| 2012 | 789,942 | 16,940,598 | 0.04663 |
| 2011 | 804,718 | 15,489,380 | 0.05195 |
| 2010 | 759,028 | 15,476,648 | 0.04904 |
| 2009 | 849,933 | 14,579,036 | 0.05830 |

| | | | |
|----------|--|----------|------------|
| 2 | Total of line 1, column (d). | 2 | 0.26046 |
| 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 | 0.05209 |
| 4 | Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. | 4 | 17,919,011 |
| 5 | Multiply line 4 by line 3. | 5 | 933,437 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | 6 | 15,335 |
| 7 | Add lines 5 and 6. | 7 | 948,772 |
| 8 | Enter qualifying distributions from Part XII, line 4. | 8 | 988,695 |

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

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

| | | | |
|-----------|---|-----------|--------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 15,335 |
| 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-) | 2 | |
| 3 | Add lines 1 and 2. | 3 | 15,335 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 4 | |
| 5 | Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- | 5 | 15,335 |
| 6 | Credits/Payments | | |
| a | 2014 estimated tax payments and 2013 overpayment credited to 2014 | 6a | 27,584 |
| 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 | 27,584 |
| 8 | Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 12,249 |
| 11 | Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 12,249 Refunded <input checked="" type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 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? | | No |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> | | No |
| c Did the foundation file Form 1120-POL for this year? | | No |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | | No |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> | | No |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | Yes | |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | Yes | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | | No |
| 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? | Yes | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> | Yes | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA, FL _____ | | |
| 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? <i>If "No," attach explanation.</i> | 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)? <i>If "Yes," complete Part XIV</i> | | No |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> | | 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 N/A | 13 | Yes | |
| 14 | The books are in care of Pacific Foundation Svcs LLC Telephone no (415) 561-6540 Located at 1660 Bush Street Ste 300 San Francisco CA ZIP +4 941095308 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| | (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| 1b | 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. <input type="checkbox"/> | 1b | | No |
| 1c | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___ | | | |
| 2b | 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 | | No |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| 3b | 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 | | No |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | No |
| 4b | 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)

| | | |
|--|-----------|-----------|
| <p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | 5b | No |
| 6b | 6b | No |
| 7b | 7b | No |

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

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

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

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.

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|--|----------------------|------------------|
| Petersen Flynn & Dinsmore Inc One Market St Ste 1208 San Francisco, CA 94105 | Invstmnt Fees/Plan | 76,570 |
| Pacific Foundation Services LLC 1660 Bush Street Suite 300 San Francisco, CA 94109 | Grant Administration | 75,947 |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

Total number of others receiving over \$50,000 for professional services.

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.

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 | 16,670,407 |
| b | Average of monthly cash balances. | 1b | 1,165,482 |
| c | Fair market value of all other assets (see instructions). | 1c | 356,000 |
| d | Total (add lines 1a, b, and c). | 1d | 18,191,889 |
| 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 | |
| 3 | Subtract line 2 from line 1d. | 3 | 18,191,889 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 272,878 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 17,919,011 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 895,951 |

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 | 895,951 |
| 2a | Tax on investment income for 2014 from Part VI, line 5. | 2a | 15,335 |
| b | Income tax for 2014 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 15,335 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 880,616 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4. | 5 | 880,616 |
| 6 | Deduction from distributable amount (see instructions). | 6 | |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. | 7 | 880,616 |

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 | 988,695 |
| b | Program-related investments—total from Part IX-B. | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | |
| b | Cash distribution test (attach the required schedule). | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 988,695 |
| 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 | 15,335 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 973,360 |

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 | | | | 880,616 |
| 2 Undistributed income, if any, as of the end of 2014 | | | | |
| a Enter amount for 2013 only. | | | 280,684 | |
| b Total for prior years 20___, 20___, 20___ | | | | |
| 3 Excess distributions carryover, if any, to 2014 | | | | |
| a From 2009. | | | | |
| b From 2010. | | | | |
| c From 2011. | | | | |
| d From 2012. | | | | |
| e From 2013. | | | | |
| f Total of lines 3a through e. | | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>988,695</u> | | | | |
| a Applied to 2013, but not more than line 2a | | | 280,684 | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | | | |
| c Treated as distributions out of corpus (Election required—see instructions). | 0 | | | |
| d Applied to 2014 distributable amount. | | | | 708,011 |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i> | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b. | | | | |
| 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. | | | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions | | | | |
| e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions | | | | |
| f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 | | | | 172,605 |
| 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) | | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) | | | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a | | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2010. | | | | |
| b Excess from 2011. | | | | |
| c Excess from 2012. | | | | |
| d Excess from 2013. | | | | |
| e Excess from 2014. | | | | |

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

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)

| | 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:

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

Jessica Sutton
1660 Bush Street Ste 300
San Francisco, CA 941095308
(415) 561-6540

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

Brief resume of purpose, planned use of funds, and a copy of the exemption letter

c Any submission deadlines

3/6/15 and 8/28/15

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

Preference is given to charitable organizations operating for religious, charitable, scientific, artistic, literary, and educational purposes, societies to prevent cruelty to animals and preservation of wildlife, and organizations addressing the problem of aging and the aging needy

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 <i>Paid during the year</i> See Additional Data Table | | | | |
| Total | | | | 852,036 |
| b <i>Approved for future payment</i> | | | | |
| Total | | | | 3b |

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
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.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (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 Signature of officer or trustee Date Title

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

Paid Preparer Use Only section containing fields for Preparer's name, Signature, Date, Check if self-employed, PTIN, Firm's name, address, EIN, and Phone no.

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

| (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 |
|--|--|--|--|--|
| Grace J Perkins 1660 Bush St Ste 300 San Francisco, CA 941095308 | Trustee 5 00 | 0 | | |
| Lisa J Lunday 1660 Bush St Ste 300 San Francisco, CA 941095308 | Sec'y/Trustee 5 00 | 0 | | |
| Winifred J Sharp 1660 Bush St Ste 300 San Francisco, CA 941095308 | Chair 5 00 | 0 | | |
| Stephanie J Johnson 1660 Bush St Ste 300 San Francisco, CA 941095308 | Trustee 5 00 | 0 | | |
| Elizabeth Stewart 1660 Bush St Ste 300 San Francisco, CA 941095308 | Trustee 5 00 | 0 | | |
| Alexandra Cercone 1660 Bush St Ste 300 San Francisco, CA 941095308 | Associate Ttee 5 00 | 0 | | |
| Jonathan C Perkins 1660 Bush St Ste 300 San Francisco, CA 941095308 | Tres/Trustee 5 00 | 0 | | |
| Steger Johnson 1660 Bush St Ste 300 San Francisco, CA 941095308 | Trustee 5 00 | 0 | | |
| Jennifer Thielhelm 1660 Bush St Ste 300 San Francisco, CA 941095308 | Trustee 5 00 | 0 | | |

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> | | | | |
| Back to Nature Wildlife Refuge Inc PO Box 4117 Winter Park, FL 32789 | N/A | PC | Operations and Development Expansion and Advancement Program | 25,000 |
| Orlando Museum of Art Inc 2416 N Mills Avenue Orlando, FL 32803 | N/A | PC | School Learning Trips & Art Camp Scholarships | 17,095 |
| Central Christian Church 250 SW Ivanhoe Blvd Orlando, FL 32804 | N/A | PC | Mission Trip, Marketing, Music Program | 52,711 |
| A Gift for Teaching Inc 6501 Magic Way Bldg 400 C Orlando, FL 32908 | N/A | PC | School SmARTS and A Gift for Music's new after-school program | 36,000 |
| Medicine Horse Center P O Box 1074 Mancos, CO 81328 | N/A | PC | AWARE Program, a school based experimental learning program | 30,000 |
| Buck Institute for Age Research 8001 Redwood Blvd Novato, CA 94945 | N/A | PC | Undergraduate Research Experience | 40,000 |
| My New Red Shoes 111 Anza Blvd Ste 110 Burlingame, CA 94010 | N/A | PC | Portland Expansion | 25,000 |
| Oakland Nature Preserve PO Box 841 Oakland, FL 34760 | N/A | PC | Environmental Education Programs | 30,000 |
| Project Hope 550 Dudley Street Boston, MA 02119 | N/A | PC | Children's Center Activities | 20,000 |
| Cast Hope PO Box 3740 Chico, CA 95927 | N/A | PC | General support to expand fly fishing program into the Sacramento region & program about Salmon and Steelhead | 25,000 |
| Broad Institute 7 Cambridge Center Cambridge, MA 02142 | N/A | PC | Summer Research Program | 25,000 |
| Fine Arts Museums of San Francisco 50 Hagiwara Tea Garden Drive San Francisco, CA 94118 | N/A | PC | Past & Present Program | 10,000 |
| Meals on Wheels SF 1375 Fairfax Avenue San Francisco, CA 94124 | N/A | PC | Spring Cleaning All Year Round Program | 10,000 |
| Dr Phillips Center for Performing A 455 S Orange Avenue Suite 700 Orlando, FL 32801 | N/A | PC | Capital Campaign | 50,000 |
| Mancos Public Library PO Box 158 Mancos, CO 81328 | N/A | PC | Augment Library Collection | 15,000 |
| Total | | | | 852,036 |

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> | | | | |
| WildCare 76 Albert Park Lane San Rafael, CA 94939 | N/A | PC | Nature Education and Wildlife Ambassador Programs | 25,000 |
| Central Florida Community Arts Inc 250 SW Ivanhoe Blvd Orlando, FL 32804 | N/A | PC | Programs in Bithlo, Parramore, and Pine Hills | 20,000 |
| Corporation of the Fine Arts Museum 50 Hagiwara Tea Garden Drive San Francisco, CA 94118 | N/A | PC | Past and Present | 15,000 |
| Girls Write Now Inc 247 West 37th Street 1800 New York, NY 10018 | N/A | PC | Digital Media Mentoring Program | 20,000 |
| Peer Health Exchange 55 Exchange Place 405 New York, NY 10005 | N/A | PC | School-Based Health Center | 15,000 |
| Reading Partners 225 W 35th St 9th Floor New York, NY 10001 | N/A | PC | Upgrade Background Check System | 25,000 |
| Sunrise Horse Rescue PO Box 143 St Helena, CA 94574 | N/A | PC | Volunteer Outreach and Infrastructure | 40,000 |
| The House Development Corp NFP 3827 West Ogden Chicago, IL 60623 | N/A | PC | Summer of Peace Arts Camp | 30,000 |
| Winter Garden Heritage Foundation I PO Box 770657 Winter Garden, FL 34777 | N/A | PC | Construction of the Winter Garden Heritage | 10,000 |
| Duke University 2138 Campus Drive Durham, NC 27708 | N/A | PC | Visiting Artists Program | 25,000 |
| Edgewood Center For Children Famili 957 Industrial Rd San Carlos, CA 94070 | N/A | PC | Expressive Arts Program | 10,000 |
| Fairfax County Public Schools 8115 Gatehouse Road Merrifield, VA 22042 | N/A | PC | Cameron Elementary Laptops | 17,000 |
| Feelosopher's Path 128 13th Ave San Mateo, CA 94402 | N/A | PC | General Support | 500 |
| Gifted Support Center 205 E 3rd Ave 201 San Mateo, CA 94401 | N/A | PC | General Support | 28,000 |
| Girl Scouts of Gateway Council 1000 Shearer Ave Jacksonville, FL 32205 | N/A | PC | Support At-Risk Girls | 15,000 |
| Total | | | | 852,036 |

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> | | | | |
| Miller Institute for Learning with 751 Laurel St San Carlos, CA 94070 | N/A | PC | 10 Camp Scholarships | 10,000 |
| Nature Conservancy 201 Mission St 4 San Francisco, CA 94105 | N/A | PC | General Support | 25,000 |
| Old Skool Cafe 1429 Mendell St San Francisco, CA 94124 | N/A | PC | General Support | 10,000 |
| San Francisco Art Institute 800 Chestnut St San Francisco, CA 94133 | N/A | PC | Distinguished Painting Fellowship | 50,000 |
| San Francisco SPCA 201 Alabama Street San Francisco, CA 94103 | N/A | PC | MESCAAT and Peer to Peer Programing | 22,000 |
| The Hub on Canal Inc 132 Canal St New Smyrna Beach, FL 32168 | N/A | PC | General Support | 15,340 |
| Winter Park Day Nursery 741 S Pennsylvania Ave Winter Park, FL 32789 | N/A | PC | General Support | 13,390 |
| Total | | | | 852,036 |

TY 2014 Accounting Fees Schedule

Name: Winifred Johnson Clive Foundation

EIN: 25-6277031

Software ID: 14000265

Software Version: 2014v6.0

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|--------|--------------------------|------------------------|---|
| Accounting Fees | 4,570 | 0 | 0 | 4,570 |

TY 2014 General Explanation Attachment

Name: Winifred Johnson Clive Foundation

EIN: 25-6277031

Software ID: 14000265

Software Version: 2014v6.0

| Identifier | Return Reference | Explanation |
|------------|--|---|
| | General Explanation Supplemental Information for Form 990-PF | Statement 15Form 990-PFPart VII-B, Statements Regarding Activities for Which Form 4720 May Be RequiredQuestion 1a(4)The Trustees are reimbursed for out of pocket expenses incurred in attending the various Board meetings which are held at venues within the United States to accommodate the different home states of the various trustees The total amount reimbursed was \$9,876 which included airfare and other miscellaneous travel expenses |

TY 2014 Investments Corporate Bonds Schedule

Name: Winifred Johnson Clive Foundation

EIN: 25-6277031

Software ID: 14000265

Software Version: 2014v6.0

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|--|------------------------|-------------------------------|
| Berkshire Hathaway 2.45% Due 12/15/15 | 195,137 | 195,137 |
| Anheuser-Busch 5.05% Due 10/15/16 | 362,258 | 362,258 |
| Astrazeneca PLC 5.9% Due 09/15/17 | 216,076 | 216,076 |
| Berkshire Hathaway 1.55% Due 02/09/18 | 251,001 | 251,001 |
| Caterpillar Finl 5.85% Due 09/01/17 | 220,730 | 220,730 |
| Verizon Communications 5.5% Due 02/15/18 | 108,321 | 108,321 |
| Verizon Communications 6.1% Due 04/15/18 | 36,383 | 36,383 |
| Accrued Interest Income | 38,877 | 38,877 |
| Charles Schwab 6.375% Due 09/01/17 | 103,129 | 103,129 |
| John Deere 1.95% Due 03/04/19 | 394,770 | 394,770 |
| Philip Morris 1.875% Due 01/15/19 | 501,413 | 501,413 |
| Union Pacific Co 2.25% Due 02/15/19 | 404,805 | 404,805 |
| Wells Fargo 5.75% Due 02/01/18 | 114,117 | 114,117 |
| Allergan Inc. 5.75% Due 04/01/16 | 304,606 | 304,606 |
| Amazon Com Inc. 2.6% Due 12/05/2019 | 204,355 | 204,355 |
| Amgen Incorporate 4.5% Due 03/15/2020 | 269,221 | 269,221 |
| Conoco Phillips 2.875% Due 11/15/2021 | 134,429 | 134,429 |
| CR Bard Inc 4.4% Due 01/15/2021 | 266,222 | 266,222 |
| Pepsico Inc 3.125% Due 11/01/2020 | 259,982 | 259,982 |
| Wells Fargo 2.15% Due 01/30/2020 | 199,228 | 199,228 |

TY 2014 Investments Corporate Stock Schedule

Name: Winifred Johnson Clive Foundation

EIN: 25-6277031

Software ID: 14000265

Software Version: 2014v6.0

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|------------------------------------|------------------------|-------------------------------|
| Bristol-Myers Squibb, 7,000 Sh | 469,070 | 469,070 |
| Gallagher, Arthur & Co, 7,825 Sh | 342,344 | 342,344 |
| Templeton Dragon Fund, 11,000 Sh | 214,610 | 214,610 |
| Abbott Laboratories, 8,800 Sh | 395,296 | 395,296 |
| Verizon Communications, 8,750 Sh | 397,688 | 397,688 |
| Reliance Stl & Aluminum, 5,500 Sh | 323,455 | 323,455 |
| Fiserv Inc, 5,500 Sh | 529,320 | 529,320 |
| Simpson Manufacturing Co, 9,700 Sh | 360,161 | 360,161 |
| Amgen Inc, 3,075 Sh | 495,383 | 495,383 |
| Aptargroup Inc, 6,120 Sh | 455,817 | 455,817 |
| Blair Strip Steel, 5 Sh | 31,000 | 31,000 |
| ConocoPhillips 6,100 Sh | 329,705 | 329,705 |
| Kimberly-Clark Corp 4,100 Sh | 488,515 | 488,515 |
| Microsoft Corp, 9,800 Sh | 532,627 | 532,627 |
| Mosaic Company, 6,990 Sh | 221,164 | 221,164 |
| Thermo Fisher Scientific, 3,650 Sh | 505,160 | 505,160 |
| Validus Holdings Ltd, 9,105 Sh | 429,574 | 429,574 |
| Disney Walt Co, 4,950 Sh | 561,677 | 561,677 |
| Johnson & Johnson, 4,900 Sh | 496,076 | 496,076 |
| Pepsico Inc, 4,000 Sh | 400,640 | 400,640 |
| Qualcomm Inc, 5,425 Sh | 264,686 | 264,686 |
| Abbvie Inc, 8,500 Sh | 494,275 | 494,275 |
| Occidental Pete Corp, 3,800 Sh | 287,242 | 287,242 |
| Schlumberger Ltd, 5,100 Sh | 393,465 | 393,465 |
| Trimble Navigation LTD, 12,400 Sh | 283,960 | 283,960 |
| Accrued Dividend Income | 17,242 | 17,242 |
| Stamps.com, 5,500 Sh | 557,480 | 557,480 |
| Visa Inc, 6,400 Sh | 505,664 | 505,664 |
| General Electric Co, 13,100 Sh | 392,214 | 392,214 |

**TY 2014 Investments Government
Obligations Schedule**

Name: Winifred Johnson Clive Foundation

EIN: 25-6277031

Software ID: 14000265

Software Version: 2014v6.0

**US Government Securities - End of
Year Book Value:** 836,938

**US Government Securities - End of
Year Fair Market Value:** 836,938

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2014 Investments - Other Schedule

Name: Winifred Johnson Clive Foundation

EIN: 25-6277031

Software ID: 14000265

Software Version: 2014v6.0

| Category/ Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|---------------------------------------|-----------------------|------------|-------------------------------|
| PC Exploration Inc. Ltd 1984 | FMV | 75,000 | 75,000 |
| PC Exploration Inc. Ltd 1985 | FMV | 75,000 | 75,000 |
| PC Exploration Inc. Ltd 1986 | FMV | 75,000 | 75,000 |
| PC Exploration Inc. Ltd 1988 | FMV | 100,000 | 100,000 |
| Wisdomtree Emerging Markets, 7,400 Sh | FMV | 248,418 | 248,418 |
| HCP Inc REIT, 11,750 Sh | FMV | 417,478 | 417,478 |

TY 2014 Other Assets Schedule

Name: Winifred Johnson Clive Foundation

EIN: 25-6277031

Software ID: 14000265

Software Version: 2014v6.0

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|------------------|--------------------------------|--------------------------|---------------------------------|
| Art Work on Loan | 162,650 | 162,650 | 162,650 |

TY 2014 Other Decreases Schedule

Name: Winifred Johnson Clive Foundation

EIN: 25-6277031

Software ID: 14000265

Software Version: 2014v6.0

| Description | Amount |
|-------------------------|--------|
| UBI not included on F/S | 10,100 |

TY 2014 Other Expenses Schedule

Name: Winifred Johnson Clive Foundation

EIN: 25-6277031

Software ID: 14000265

Software Version: 2014v6.0

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------------|--------------------------------|-----------------------|---------------------|---------------------------------------|
| Dues & Subscriptions | 750 | | | 750 |
| Filing Fees | 85 | | | 85 |
| Website | 480 | | | 480 |

TY 2014 Other Income Schedule

Name: Winifred Johnson Clive Foundation

EIN: 25-6277031

Software ID: 14000265

Software Version: 2014v6.0

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|--------------------------|--------------------------------|-----------------------|---------------------|
| Misc Investment Income | 2,075 | 2,075 | |
| Partnership Income - UBI | 10,100 | | |
| Return of Capital | 1,916 | | |

TY 2014 Other Professional Fees Schedule

Name: Winifred Johnson Clive Foundation

EIN: 25-6277031

Software ID: 14000265

Software Version: 2014v6.0

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------------|--------|-----------------------|---------------------|---------------------------------------|
| Consultants | 2,388 | 0 | 0 | 2,388 |
| Grant Administration | 75,947 | 0 | 0 | 75,947 |
| Investment Fees | 76,570 | 76,570 | 0 | 0 |

TY 2014 Taxes Schedule

Name: Winifred Johnson Clive Foundation

EIN: 25-6277031

Software ID: 14000265

Software Version: 2014v6.0

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------|--------|--------------------------|------------------------|---|
| Excise Tax | 18,000 | | | |