See a Social Security Number? Say Something!
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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

A Employer identification number
26-3823367

B Telephone number (see instructions)
(415) 399-5200

C If exemption application is pending, check here □

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

E If private foundation status was terminated under section 507(b)(1)(A), check here □
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here □

<table>
<thead>
<tr>
<th>Analysis of Revenue and Expenses (The total amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</th>
<th>(a) Revenue and expenses per books</th>
<th>(b) Net investment income</th>
<th>(c) Adjusted net income</th>
<th>(d) Disbursements for charitable purposes (cash basis only)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Contributions, gifts, grants, etc., received (attach schedule)</td>
<td>7,000,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Check □ if the foundation is not required to attach Sch B</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Interest on savings and temporary cash investments</td>
<td>43,679</td>
<td>43,679</td>
<td>43,679</td>
</tr>
<tr>
<td>4</td>
<td>Dividends and interest from securities</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5a</td>
<td>Gross rents</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5b</td>
<td>Net rental income or (loss)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6a</td>
<td>Net gain or (loss) from sale of assets not on line 10</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6b</td>
<td>Gross sales price for all assets on line 6a</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Capital gain net income (from Part IV, line 2)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>Net short-term capital gain</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9</td>
<td>Income modifications</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a</td>
<td>Gross sales less returns and allowances</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10b</td>
<td>Less: Cost of goods sold</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10c</td>
<td>Gross profit or (loss) (attach schedule)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11</td>
<td>Other income (attach schedule)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12</td>
<td>Total. Add lines 1 through 11</td>
<td>7,043,679</td>
<td>43,679</td>
<td>43,679</td>
</tr>
<tr>
<td>13</td>
<td>Compensation of officers, directors, trustees, etc</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>14</td>
<td>Other employee salaries and wages</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>15</td>
<td>Pension plans, employee benefits</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>16a</td>
<td>Legal fees (attach schedule)</td>
<td>3,143</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>17</td>
<td>Interest</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>18</td>
<td>Taxes (attach schedule) (see instructions)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19</td>
<td>Depreciation (attach schedule) and depletion</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>20</td>
<td>Occupancy</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>21</td>
<td>Travel, conferences, and meetings</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>Printing and publications</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>23</td>
<td>Other expenses (attach schedule)</td>
<td>4,529</td>
<td></td>
<td></td>
</tr>
<tr>
<td>24</td>
<td>Total operating and administrative expenses. Add lines 13 through 23</td>
<td>7,672</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>25</td>
<td>Contributions, gifts, grants paid</td>
<td>2,618,669</td>
<td></td>
<td></td>
</tr>
<tr>
<td>26</td>
<td>Total expenses and disbursements. Add lines 24 and 25</td>
<td>2,626,341</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>27</td>
<td>Subtract line 26 from line 12</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>27a</td>
<td>Excess of revenue over expenses and disbursements</td>
<td>4,417,338</td>
<td></td>
<td></td>
</tr>
<tr>
<td>27b</td>
<td>Net investment income (if negative, enter -0-)</td>
<td>43,679</td>
<td></td>
<td></td>
</tr>
<tr>
<td>27c</td>
<td>Adjusted net income (if negative, enter -0-)</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Part II Balance Sheets

<table>
<thead>
<tr>
<th></th>
<th>Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)</th>
<th>Beginning of year</th>
<th>End of year</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>(a) Book Value</td>
<td>(b) Book Value</td>
</tr>
<tr>
<td>1</td>
<td>Cash—non-interest-bearing</td>
<td>4,476,589</td>
<td>5,512,514</td>
</tr>
<tr>
<td>2</td>
<td>Savings and temporary cash investments</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Accounts receivable</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Less allowance for doubtful accounts</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Pledges receivable</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Less allowance for doubtful accounts</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Grants receivable</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Other notes and loans receivable (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Less allowance for doubtful accounts</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>Inventories for sale or use</td>
<td></td>
<td></td>
</tr>
<tr>
<td>9</td>
<td>Prepaid expenses and deferred charges</td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a</td>
<td>Investments—U S and state government obligations (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>b Investments—corporate stock (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>c Investments—corporate bonds (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>11</td>
<td>Investments—land, buildings, and equipment basis</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Less accumulated depreciation (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12</td>
<td>Investments—mortgage loans</td>
<td></td>
<td></td>
</tr>
<tr>
<td>13</td>
<td>Investments—other (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>14</td>
<td>Land, buildings, and equipment basis</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Less accumulated depreciation (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>15</td>
<td>Other assets (describe)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>16</td>
<td><strong>Total assets</strong> (to be completed by all filers—see the instructions. Also, see page 1, item 1)</td>
<td>8,076,589</td>
<td>12,512,514</td>
</tr>
<tr>
<td>17</td>
<td>Accounts payable and accrued expenses</td>
<td></td>
<td></td>
</tr>
<tr>
<td>18</td>
<td>Grants payable</td>
<td></td>
<td></td>
</tr>
<tr>
<td>19</td>
<td>Deferred revenue</td>
<td></td>
<td></td>
</tr>
<tr>
<td>20</td>
<td>Loans from officers, directors, trustees, and other disqualified persons</td>
<td></td>
<td></td>
</tr>
<tr>
<td>21</td>
<td>Mortgages and other notes payable (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>Other liabilities (describe)</td>
<td>286</td>
<td>18,873</td>
</tr>
<tr>
<td>23</td>
<td><strong>Total liabilities</strong> (add lines 17 through 22)</td>
<td>286</td>
<td>18,873</td>
</tr>
</tbody>
</table>

### Part III Analysis of Changes in Net Assets or Fund Balances

<table>
<thead>
<tr>
<th></th>
<th>Analysis of Changes in Net Assets or Fund Balances</th>
<th>Beginning of year</th>
<th>End of year</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>8,076,303</td>
<td>12,493,641</td>
</tr>
<tr>
<td>1</td>
<td>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)</td>
<td></td>
<td>1</td>
</tr>
<tr>
<td>2</td>
<td>Enter amount from Part I, line 27a</td>
<td>4,417,338</td>
<td>3</td>
</tr>
<tr>
<td>3</td>
<td>Other increases not included in line 2 (itemize)</td>
<td></td>
<td>4</td>
</tr>
<tr>
<td>4</td>
<td>Add lines 1, 2, and 3</td>
<td></td>
<td>5</td>
</tr>
<tr>
<td>5</td>
<td>Decreases not included in line 2 (itemize)</td>
<td></td>
<td>6</td>
</tr>
<tr>
<td>6</td>
<td>Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30</td>
<td>12,493,641</td>
<td>6</td>
</tr>
</tbody>
</table>

**Form 990-PF (2012)**
### 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.)

<table>
<thead>
<tr>
<th>(e)</th>
<th>Gross sales price</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(f) Depreciation allowed (or allowable)</td>
</tr>
<tr>
<td>a</td>
<td>(g) Cost or other basis plus expense of sale</td>
</tr>
<tr>
<td></td>
<td>(h) Gain or (loss) (e) plus (f) minus (g)</td>
</tr>
<tr>
<td>b</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
</tr>
<tr>
<td>e</td>
<td></td>
</tr>
</tbody>
</table>

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))

|     |     |
|     |     |

### 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 p. 18 of the instructions before making any entries

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

2. **Total** of line 1, column (d).  

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.

4. Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.

5. Multiply line 4 by line 3.

6. Enter 1% of net investment income (1% of Part I, line 27b).

7. Add lines 5 and 6.

8. Enter qualifying distributions from Part XII, line 4.

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 □ and enter “N/A” on line 1
   Date of ruling or determination letter ___________ (attach copy of letter if necessary—see instructions)
   
   1  437

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check
   here □ and enter 1% of Part I, line 27b
   All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2  437

2a Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3  437

3a Add lines 1 and 2

4  437

4a Subtract (b) income tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5  437

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

6 Credits/Payments

   a  2012 estimated tax payments and 2011 overpayment credited to 2012 6a 1,447

   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  1,447 1,447

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

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

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

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

11 Enter the amount of line 10 to be Credited to 2013 estimated tax □ 1,010 Refunded □

### Part VII-A  Statements 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? □ Yes □ No

1b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? □ Yes □ 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.

1c Did the foundation file Form 1120-POL for this year? □ Yes □ No

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

   (1) On the foundation □ $ __________ (2) On foundation managers □ $ __________

1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers □ $ __________

2 Has the foundation engaged in any activities that have not previously been reported to the IRS? □ Yes □ 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, bylaws, or other similar instruments? If “Yes,” attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of $1,000 or more during the year? □ Yes □ No

4b If “Yes,” has it filed a tax return on Form 990-T for this year? □ Yes □ No

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? □ Yes □ No

   If “Yes,” attach the statement required by General Instruction 7C.

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 are contained in the instrument that conflict with the state law remain in the governing instrument? □ Yes □ No

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

   □ Yes □ No

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

   □ Yes □ No

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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)?

   □ Yes □ No

9 □ Yes

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

10 □ Yes
Part VII-A  Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). ................................. 11  No

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) ................................. 12  No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? ................................. 13  Yes

Website address  NA

14 The books are in care of  NA  Telephone no  (415) 399-5200

Located at  222 SUTTER ST 9TH FL  SAN FRANISCO  CA  ZIP 94108

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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ................................. 16  No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country  

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

Yes  No

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 page 20 of the instructions)?? ................................. 1b

Organizations relying on a current notice regarding disaster assistance check here. ................................. 

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 2012? ................................. 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(f)(3) or 4942(f)(5))

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ................................. 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

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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012). ................................. 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

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 2012?
Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? □ Yes □ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry
on, directly or indirectly, any voter registration drive? □ Yes □ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? □ Yes □ No
(4) Provide a grant to an organization other than a charitable, etc., organization described
in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). □ Yes □ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or
educational purposes, or for the prevention of cruelty to children or animals? □ Yes □ No

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

Organizations relying on a current notice regarding disaster assistance check here. □

5b

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

6b

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

7b

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

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

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

<table>
<thead>
<tr>
<th>(a) Name and address</th>
<th>(b) Title, and average hours per week devoted to position</th>
<th>(c) Compensation (If not paid, enter -0-)</th>
<th>(d) Contributions to employee benefit plans and deferred compensation</th>
<th>(e) Expense account, other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>James BuckMaster</td>
<td>Director and President 50</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>222 Sutter Street 9th Fl SAN FRANCISCO, CA 94108</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Craig Newmark</td>
<td>Director, CFO and Secretary 30</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>222 Sutter Street 9th Fl SAN FRANCISCO, CA 94108</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

<table>
<thead>
<tr>
<th>(a) Name and address of each employee paid more than $50,000</th>
<th>(b) Title, and average hours per week devoted to position</th>
<th>(c) Compensation</th>
<th>(d) Contributions to employee benefit plans and deferred compensation</th>
<th>(e) Expense account, other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
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<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total number of other employees paid over $50,000. □ Yes □ No
### 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".

<table>
<thead>
<tr>
<th>(a) Name and address of each person paid more than $50,000</th>
<th>(b) Type of service</th>
<th>(c) Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*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.

<table>
<thead>
<tr>
<th></th>
<th>Expenses</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td></td>
</tr>
</tbody>
</table>

### 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.

<table>
<thead>
<tr>
<th></th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td></td>
</tr>
</tbody>
</table>

All other program-related investments See page 24 of the instructions

| 3 |        |

*Total. Add lines 1 through 3.*
### Part X  Minimum Investment Return
(All domestic foundations must complete this part. Foreign foundations, see instructions.)

<table>
<thead>
<tr>
<th></th>
<th>Description</th>
<th>1a</th>
<th>1b</th>
<th>1c</th>
<th>1d</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Average monthly fair market value of securities.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Average of monthly cash balances.</td>
<td></td>
<td>4,615,089</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Fair market value of all other assets (see instructions).</td>
<td></td>
<td></td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>Total (add lines 1a, b, and c).</td>
<td></td>
<td>4,615,089</td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).</td>
<td>1e</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>Description</th>
<th>2</th>
<th>3</th>
<th>4</th>
<th>5</th>
<th>6</th>
</tr>
</thead>
<tbody>
<tr>
<td>2</td>
<td>Acquisition indebtedness applicable to line 1 assets.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Subtract line 2 from line 1d.</td>
<td></td>
<td>4,615,089</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Cash deemed held for charitable activities  Enter 1 1/2% of line 3 (for greater amount, see instructions).</td>
<td></td>
<td></td>
<td>69,226</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5</td>
<td><strong>Net value of noncharitable-use assets.</strong> Subtract line 4 from line 3  Enter here and on Part V, line 4</td>
<td></td>
<td></td>
<td>4,545,863</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6</td>
<td><strong>Minimum investment return.</strong> Enter 5% of line 5.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>227,293</td>
</tr>
</tbody>
</table>

### 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.)

<table>
<thead>
<tr>
<th></th>
<th>Description</th>
<th>1</th>
<th>2a</th>
<th>2b</th>
<th>2c</th>
<th>3</th>
<th>4</th>
<th>5</th>
<th>6</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Minimum investment return from Part X, line 6.</td>
<td>227,293</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2a</td>
<td>Tax on investment income for 2012 from Part VI, line 5.</td>
<td></td>
<td>437</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2b</td>
<td>Income tax for 2012  (This does not include the tax from Part VI).</td>
<td>2b</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Add lines 2a and 2b.</td>
<td></td>
<td>437</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Distributable amount before adjustments Subtract line 2c from line 1.</td>
<td></td>
<td>226,856</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Recoveries of amounts treated as qualifying distributions.</td>
<td>4</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Add lines 3 and 4.</td>
<td></td>
<td>226,856</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Deduction from distributable amount (see instructions).</td>
<td>6</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7</td>
<td><strong>Distributable amount</strong> as adjusted Subtract line 6 from line 5  Enter here and on Part XIII, line 1.</td>
<td>7</td>
<td>226,856</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Part XII  Qualifying Distributions
(see instructions)

<table>
<thead>
<tr>
<th></th>
<th>Description</th>
<th>1a</th>
<th>1b</th>
<th>2</th>
<th>3a</th>
<th>3b</th>
<th>4</th>
<th>5</th>
<th>6</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.</td>
<td></td>
<td></td>
<td>2,626,341</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Program-related investments—total from Part IX-B.</td>
<td></td>
<td></td>
<td>0</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes.</td>
<td></td>
<td></td>
<td>0</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Amounts set aside for specific charitable projects that satisfy the</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Suitability test (prior IRS approval required).</td>
<td>3a</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Cash distribution test (attach the required schedule).</td>
<td>3b</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td><strong>Qualifying distributions.</strong> Add lines 1a through 3b  Enter here and on Part V, line 8, and Part XIII, line 4</td>
<td>4</td>
<td>2,626,341</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>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).</td>
<td>5</td>
<td>437</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6</td>
<td><strong>Adjusted qualifying distributions.</strong> Subtract line 5 from line 4.</td>
<td>6</td>
<td>2,625,904</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**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)

<table>
<thead>
<tr>
<th></th>
<th>(a) Corpus</th>
<th>(b) Years prior to 2011</th>
<th>(c) 2011</th>
<th>(d) 2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Dist. amount for 2012 from Part XI, line 7</td>
<td></td>
<td></td>
<td>226,856</td>
</tr>
<tr>
<td>2</td>
<td>Undistributed income, if any, as of the end of 2012</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Enter amount for 2011 only</td>
<td></td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Total for prior years 2010, 2009, 2008</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Excess distributions carryover, if any, to 2012</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>From 2007</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>From 2008</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>From 2009</td>
<td>2,018,716</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>From 2010</td>
<td>4,053,635</td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>From 2011</td>
<td>1,839,263</td>
<td></td>
<td></td>
</tr>
<tr>
<td>f</td>
<td>Total of lines 3a through e</td>
<td>7,911,614</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Qualifying distributions for 2012 from Part XII, line 4</td>
<td>$ 2,626,341</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Applied to 2011, but not more than line 2a</td>
<td></td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Applied to undistributed income of prior years (Election required—see instructions)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Treated as distributions out of corpus (Election required—see instructions)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>Applied to 2012 distributable amount</td>
<td>226,856</td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>Remaining amount distributed out of corpus</td>
<td>2,399,485</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Excess distributions carryover applied to 2012</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>(If an amount appears in column (d), the same amount must be shown in column (a).)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Enter the net total of each column as indicated below:</td>
<td></td>
<td>10,311,099</td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Corpus: Add lines 3f, 4c, and 4e Subtract line 5</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Prior years' undistributed income: Subtract line 4b from line 2b</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>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</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>Subtract line 6c from line 6b Taxable amount—see instructions</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>Undistributed income for 2011: Subtract line 4a from line 2a Taxable amount—see instructions</td>
<td></td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>f</td>
<td>Undistributed income for 2012: Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013</td>
<td></td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9</td>
<td>Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a</td>
<td>10,311,099</td>
<td></td>
<td></td>
</tr>
<tr>
<td>10</td>
<td>Analysis of line 9</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Excess from 2008</td>
<td>2,018,716</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Excess from 2009</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Excess from 2010</td>
<td>4,053,635</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>Excess from 2011</td>
<td>1,839,263</td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>Excess from 2012</td>
<td>2,399,485</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### 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 2012, 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).

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.

<table>
<thead>
<tr>
<th>Tax year</th>
<th>Prior 3 years</th>
<th>(e) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) 2012</td>
<td>(b) 2011</td>
<td>(c) 2010</td>
</tr>
<tr>
<td></td>
<td></td>
<td>(d) 2009</td>
</tr>
</tbody>
</table>

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). "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

b "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)(ii).

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 of the person to whom applications should be addressed.

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

c Any submission deadlines.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.
### 3 Grants and Contributions Paid During the Year or Approved for Future Payment

<table>
<thead>
<tr>
<th>Recipient</th>
<th>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</th>
<th>Foundation status of recipient</th>
<th>Purpose of grant or contribution</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>a Paid during the year</td>
<td>See Additional Data Table</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Total:</th>
<th></th>
<th></th>
<th></th>
<th>3a 2,618,669</th>
</tr>
</thead>
</table>

b Approved for future payment

<table>
<thead>
<tr>
<th>Total</th>
<th></th>
<th></th>
<th></th>
<th>3b</th>
</tr>
</thead>
</table>

Form 990-PF (2012)
### Part XVI-A  Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

<table>
<thead>
<tr>
<th>Program service revenue</th>
<th>Unrelated business income</th>
<th>Excluded by section 512, 513, or 514</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(a) Business code</td>
<td>(b) Amount</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td></td>
<td></td>
</tr>
<tr>
<td>f</td>
<td></td>
<td></td>
</tr>
<tr>
<td>g Fees and contracts from government agencies</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

Line No. ▼

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
Part XVII  Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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?

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

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>
<thead>
<tr>
<th>(a) Line No</th>
<th>(b) Amount involved</th>
<th>(c) Name of noncharitable exempt organization</th>
<th>(d) Description of transfers, transactions, and sharing arrangements</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>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?</td>
<td>✔ Yes</td>
<td>☑ No</td>
<td></td>
</tr>
</tbody>
</table>

If "Yes," complete the following schedule

<table>
<thead>
<tr>
<th>(a) Name of organization</th>
<th>(b) Type of organization</th>
<th>(c) Description of relationship</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee 2013-08-14 Title

Paid Preparer Use Only

Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN

Firm's name BDO USA LLP

50 W SAN FERNANDO ST SUITE 200 Firm's EIN

Firm's address SAN JOSE, CA 95113 Phone no (408) 278-0220
<table>
<thead>
<tr>
<th>Recipient</th>
<th>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</th>
<th>Foundation status of recipient</th>
<th>Purpose of grant or contribution</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>ROSC 161 Stovepipe Alley Monroe, ME 04951</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>25,000</td>
</tr>
<tr>
<td>St John of God Church 1290 Fifth Avenue San Francisco, CA 94122</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>3,000</td>
</tr>
<tr>
<td>Center on Conscience &amp; War 1830 Connecticut Ave NW Washington, DC 20009</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>9,810</td>
</tr>
<tr>
<td>Donors Choose 213 W 35th St New York, NY 10001</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>375</td>
</tr>
<tr>
<td>Direct Relief International 27 S La Patera Lane Santa Barbara, CA 93117</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>1,500</td>
</tr>
<tr>
<td>Doctors Without Borders USA PO Box 5030 Hagerstown, MD 21741</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>1,500</td>
</tr>
<tr>
<td>San Francisco Food Bank 900 Pennsylvania Ave San Francisco, CA 94107</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>300</td>
</tr>
<tr>
<td>Tides Center 2166 Hayes St San Francisco, CA 94117</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>300</td>
</tr>
<tr>
<td>UC Berkeley Foundation 2080 Addison Street 4200 Berkeley, CA 94720</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>300</td>
</tr>
<tr>
<td>SF SPCA 2500 16th Street San Francisco, CA 94103</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>450</td>
</tr>
<tr>
<td>Groundspringorg Presidio Building 1014 PO Box 29256 San Francisco, CA 94129</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>1,500</td>
</tr>
<tr>
<td>KALW 917 500 Mansell Street San Francisco, CA 94134</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>150</td>
</tr>
<tr>
<td>Shriners Hospitals for Children 2900 Rocky Point Dr Tampa, FL 33607</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>150</td>
</tr>
<tr>
<td>Wikimedia Foundation 149 New Montgomery Street 3rd Floor San Francisco, CA 94105</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>900</td>
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<tr>
<td>NWTRCC PO Box 150553 Brooklyn, NY 11215</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>-25,000</td>
</tr>
<tr>
<td>Name and address (home or business)</td>
<td>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</td>
<td>Foundation status of recipient</td>
<td>Purpose of grant or contribution</td>
<td>Amount</td>
</tr>
<tr>
<td>------------------------------------</td>
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<td>---------------------------------</td>
<td>--------</td>
</tr>
<tr>
<td>Network for Good 7920 Norfolk Avenue Suite 520 Bethesda, MD 20814</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>1,500</td>
</tr>
<tr>
<td>Woods Hole Oceanographic Institution MS 40 Woods Hole, MA 02540</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>1,500</td>
</tr>
<tr>
<td>San Francisco Food Bank 900 Pennsylvania Ave San Francisco, CA 94107</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>1,500</td>
</tr>
<tr>
<td>KALW 917 500 Mansell Street San Francisco, CA 94134</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>1,500</td>
</tr>
<tr>
<td>Happy Hearts Christian School 3807 Reith Road Kent, WA 98032</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>2,700</td>
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<tr>
<td>Toys For Tots 23D Marine Regiment 900 Commodore Dr San Bruno, CA 94066</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>300</td>
</tr>
<tr>
<td>Jewish Community Endowment Fund 121 Steuart Street San Francisco, CA 94105</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>123,750</td>
</tr>
<tr>
<td>KALW 917 500 Mansell Street San Francisco, CA 94134</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>150</td>
</tr>
<tr>
<td>San Francisco Museum of Modern Art PO BOX 7432 San Francisco, CA 941207432</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>150</td>
</tr>
<tr>
<td>Diabetic Youth Foundation 5167 Clayton Road Suite F Alameda, CA 94501</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>150</td>
</tr>
<tr>
<td>Mills College 5000 MacArthur Blvd Oakland, CA 94613</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>750</td>
</tr>
<tr>
<td>East Bay SPCA 8323 Baldwin Street Oakland, CA 94621</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>450</td>
</tr>
<tr>
<td>American Red Cross PO BOX 37243 Washington, DC 20013</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>600</td>
</tr>
<tr>
<td>Graceway Ministries PO BOX 6068 Christiansburg, VA 24068</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>24,750</td>
</tr>
<tr>
<td>Greenpeace Fund 702 H Street NW Suite 300 Washington, DC 20001</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>600</td>
</tr>
<tr>
<td>Recipient</td>
<td>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</td>
<td>Foundation status of recipient</td>
<td>Purpose of grant or contribution</td>
<td>Amount</td>
</tr>
<tr>
<td>--------------------------------------------------------------------------</td>
<td>----------------------------------------------------------------------------------------------------------</td>
<td>-------------------------------</td>
<td>--------------------------------------------------------------------------------------------------</td>
<td>---------</td>
</tr>
<tr>
<td>American Diabetes Association 492 Ninth Street Oakland, CA 946074055</td>
<td>N/A</td>
<td>Public Charity</td>
<td>General Grant intended to further charitable purpose</td>
<td>206,297</td>
</tr>
<tr>
<td>Soaring Society of America PO BOX 2100 Hobbs, NM 882412100</td>
<td>N/A</td>
<td>Public Charity</td>
<td>General Grant intended to further charitable purpose</td>
<td>750</td>
</tr>
<tr>
<td>Meals On Wheels of San Francisco 1375 Fairfax Ave San Francisco, CA 94124</td>
<td>N/A</td>
<td>Public Charity</td>
<td>General Grant intended to further charitable purpose</td>
<td>300</td>
</tr>
<tr>
<td>The SF Bicycle Coalition Education Fund 833 Market Street 10th Floor San Francisco, CA 941031830</td>
<td>N/A</td>
<td>Public Charity</td>
<td>General Grant intended to further charitable purpose</td>
<td>180</td>
</tr>
<tr>
<td>Trinity Community Church 3807 Reith Road Kent, WA 98032</td>
<td>N/A</td>
<td>Public Charity</td>
<td>General Grant intended to further charitable purpose</td>
<td>1,200</td>
</tr>
<tr>
<td>AIDS Walk San Francisco PO BOX 193920 San Francisco, CA 94119</td>
<td>N/A</td>
<td>Public Charity</td>
<td>General Grant intended to further charitable purpose</td>
<td>1,050</td>
</tr>
<tr>
<td>Immigration Equality 40 Exchange Place No 1705 New York, NY 10005</td>
<td>N/A</td>
<td>Public Charity</td>
<td>General Grant intended to further charitable purpose</td>
<td>1,500</td>
</tr>
<tr>
<td>Center on Conscience &amp; War 1830 Connecticut Ave NW Washington, DC 20009</td>
<td>N/A</td>
<td>Public Charity</td>
<td>General Grant intended to further charitable purpose</td>
<td>6,000</td>
</tr>
<tr>
<td>Wikimedia Foundation Inc 149 New Montgomery Street 3rd Floo San Francisco, CA 94105</td>
<td>N/A</td>
<td>Public Charity</td>
<td>General Grant intended to further charitable purpose</td>
<td>600</td>
</tr>
<tr>
<td>Sequoia Parents Association 277 Boyd Rd Pleasant Hill, CA 94523</td>
<td>N/A</td>
<td>Public Charity</td>
<td>General Grant intended to further charitable purpose</td>
<td>4,787</td>
</tr>
<tr>
<td>Peninsula Humane Society &amp;SPCA 12 Airport Blvd San Mateo, CA 94401</td>
<td>N/A</td>
<td>Public Charity</td>
<td>General Grant intended to further charitable purpose</td>
<td>180</td>
</tr>
<tr>
<td>San Francisco JAZZ Organization 3 Embarcadero Lobby Level San Francisco, CA 94111</td>
<td>N/A</td>
<td>Public Charity</td>
<td>General Grant intended to further charitable purpose</td>
<td>420</td>
</tr>
<tr>
<td>Project DoD Inc 32 Wellstone Dr Portland, ME 04103</td>
<td>N/A</td>
<td>Public Charity</td>
<td>General Grant intended to further charitable purpose</td>
<td>600</td>
</tr>
<tr>
<td>KCSM TVFM 1700 West Hillsdale Blvd San Mateo, CA 94402</td>
<td>N/A</td>
<td>Public Charity</td>
<td>General Grant intended to further charitable purpose</td>
<td>450</td>
</tr>
<tr>
<td>Center for American Progress Attention Development 1333 H Street NW 10th Floor Washington, DC 20005</td>
<td>N/A</td>
<td>Public Charity</td>
<td>General Grant intended to further charitable purpose</td>
<td>300</td>
</tr>
<tr>
<td>Recipient</td>
<td>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</td>
<td>Foundation status of recipient</td>
<td>Purpose of grant or contribution</td>
<td>Amount</td>
</tr>
<tr>
<td>--------------------------------------------------------------------------</td>
<td>----------------------------------------------------------------------------------------------------------</td>
<td>--------------------------------</td>
<td>--------------------------------------------------------------------------------------------------</td>
<td>--------</td>
</tr>
<tr>
<td>Friends of SF Animal Care &amp; Control 1200 15th Street San Francisco, CA 94103</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>750</td>
</tr>
<tr>
<td>Arizona Equine Rescue Organization Inc 34522 N Scottsdale Rd D7-168 Scottsdale, AZ 85266</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>450</td>
</tr>
<tr>
<td>La Leche League International 957 N Plum Grove Road Schaumburg, IL 60168</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>300</td>
</tr>
<tr>
<td>Big Brothers Big Sisters of the Bay Area 731 Market Street 6th Floor San Francisco, CA 94103</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>300</td>
</tr>
<tr>
<td>Haight Ashbury Free Clinics PO Box 29917 San Francisco, CA 94129</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>900</td>
</tr>
<tr>
<td>KALW917 500 Mansell Street San Francisco, CA 94134</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>450</td>
</tr>
<tr>
<td>The Foundation of City College of SF PO Box 40488 San Francisco, CA 94140</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>900</td>
</tr>
<tr>
<td>Electronic Frontier Foundation 454 Shotwell Street San Francisco, CA 94110</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>300</td>
</tr>
<tr>
<td>American Red Cross PO BOX 37243 Washington, DC 20013</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>300</td>
</tr>
<tr>
<td>SPCA Maui PO BOX 1679 Wailuku, HI 96793</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>300</td>
</tr>
<tr>
<td>Oxfam America 226 Causeway Street 5th Floor Boston, MA 02114</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>600</td>
</tr>
<tr>
<td>California State Parks Foundation 50 Francisco St San Francisco, CA 94133</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>300</td>
</tr>
<tr>
<td>Southern Poverty Law Center 400 Washington Ave Montgomery, AL 36104</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>300</td>
</tr>
<tr>
<td>Doctors Without Borders USA PO Box 5030 Hagerstown, MD 21741</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>600</td>
</tr>
<tr>
<td>US Sea Shepherd Conservation Society PO BOX 96059 Washington, DC 200906059</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
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<td>The Leukemia &amp; Lymphoma Society 1311 Mamaroneck Ave White Plains, NY 10605</td>
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<td>American Diabetes Association 492 Ninth Street Oakland, CA 946074055</td>
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<td>Anderson Valley Land Trust POBOX 141 Boonville, CA 95415</td>
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<td>RESIST 259 Elm Street Suite 201 Somerville, MA 02144</td>
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<td>Electronic Frontier Foundation 454 Shotwell Street San Francisco, CA 94110</td>
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<td>Wikimedia Foundation 149 New Montgomery Street 3rd Floo San Francisco, CA 94105</td>
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<td>Apache Software Foundation 1901 Munsey Drive Forest Hill, MD 210502747</td>
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<td>Free Software Foundation 51 Franklin Street Fifth Floor Boston, MA 02110</td>
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<td>Internet Archive 300 Funston Avenue San Francisco, CA 94118</td>
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<td>The Center For Digital Democracy 1621 Connecticut Avenue Suite 550 Washington, DC 20009</td>
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<td>Electronic Privacy Information Center 1718 Connecticut Ave NW Suite 200 Washington, DC 20009</td>
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<td>Third Wave Foundation 220 East 23rd Street Suite 509 New York, NY 10010</td>
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<td>St James Infirmary 1372 Mission Street San Francisco, CA 94103</td>
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<td>Sex Workers Outreach Project USA 309 Cedar St 200 Santa Cruz, CA 95060</td>
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<td>Urban Justice Center 123 William Street 16th Floor New York, NY 10038</td>
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<td>Women's Building (SFO) 3543 18th St 8 San Francisco, CA 94110</td>
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<td>Center for Reproductive Rights 120 Wall Street New York, NY 10005</td>
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<td>Foundation for National Progress 222 Sutter Street Suite 600 San Francisco, CA 94108</td>
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<td>Free Press PO Box 96142 Washington, DC 20077</td>
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<td>Center for Investigative Reporting 2130 Center Street Suite 103 Berkeley, CA 94704</td>
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<td>Fairness &amp; Accuracy In Reporting 112 West 27th Street New York, NY 10001</td>
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<td>SFBC Education Fund 833 Market Street 10th Floor San Francisco, CA 94103</td>
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<td>LA Bike Coalition 634 S Spring Street Suite 821 Los Angeles, CA 90014</td>
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<td>East Bay Bicycle Coalition PO BOX 1736 Oakland, CA 94604</td>
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<td>Transportation Alternatives 127 West 26th Street Suite 1002 New York, NY 10001</td>
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<td>Rocky Mountain Institute 2317 Snowmass Creek Road Snowmass, CO 81654</td>
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<td>Open Plans 148 Lafayette Street PH New York, NY 10013</td>
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<td>Time's Up PO BOX 2030 New York, NY 10009</td>
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<td>Minneapolis Bicycle Coalition 2929 Chicago Avenue 1014 Minneapolis, MN 55047</td>
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<td>NORML Foundation 1600 K Street NW Suite M Washington, DC 20006-2832</td>
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<td>Justice Now 1322 Webster Street Suite 210 Oakland, CA 94612</td>
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<td>Critical Resistance 1904 Franklin Street Suite 504 Oakland, CA 94612</td>
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<td>The Sentencing Project 1705 DeSales Street NW 8th Floor Washington, DC 20036</td>
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<td>Center on Conscience &amp; War 1830 Connecticut Avenue NW Washington, DC 20009</td>
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<td>Veterans for Peace 216 South Meramec Ave StLouis, MO 63105</td>
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<td>Freedom From Religion Foundation PO BOX 750 Madison, WI 53701</td>
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<td>Council for Secular Humanism PO BOX 664 Amherst, NY 14226</td>
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<td>LikeMinded 668 Post Street San Francisco, CA 94109</td>
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<td>Iraq and Afghanistan Veterans of America 292 Madison Avenue 10th Floor New York, NY 10017</td>
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<td>Invenceo 972 Mission Street Fifth Floor San Francisco, CA 94103</td>
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<td>Bob Woodruff Foundation PO BOX 955 Bristow, VA 20136</td>
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<td>Intrepid Museum Foundation West 46th Street and 12th Avenue New York, NY 10036</td>
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<td>National Military Family Association 2500 North Van Dorn Street Suite 1 Alexandria, VA 223021601</td>
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<td>Blue Star Families Inc PO BOX 322 Falls Church, VA 22040</td>
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<td>Swords to Plowshares 1060 Howard Street San Francisco, CA 94103</td>
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<td>Disabled American Vets 3725 Alexandra Pike Cold Springs, KY 41076</td>
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<td>Organic Health Response PO BOX 2780 Glenwood Springs, CO 81602</td>
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<td>NJ Sandy Relief Fund PO BOX 95 Mendham, NJ 079450095</td>
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<td>Wood Hole Oceanographic Institution MS40 266 Woods Hole Road Woods Hole, MA 025431050</td>
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<td>Bicycle Coalition of Greater Philadelphia 1500 Walnut Street Suite 1107 Philadelphia, PA 19102</td>
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<td>Secular Student Alliance PO BOX 2371 Columbus, OH 43216</td>
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<td>AJ Muste Memorial Institute 339 Lafayette St New York, NY 10012</td>
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<td>Students for Sensible Drug Policy 1317 F Street NW Suite 501 Washington, DC 20004</td>
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<td>Women In Dialogue PO BOX 14512 San Francisco, CA 94114</td>
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<td>PUBLIC CHARITY</td>
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<td>ISWFACE 8801 Cedros Ave 7 Panorama City, CA 91402</td>
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<td>Center for Constitutional Rights 666 Broadway 7th floor New York, NY 10012</td>
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<td>Big Brothers Big Sisters of the Bay Area 731 Market Street 6th Floor San Francisco, CA 94103</td>
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<td>Center for Sex &amp; Culture 2261 Market Street Box 455-A San Francisco, CA 94114</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>10,000</td>
</tr>
<tr>
<td>La Casa De Las Madres 1663 Mission Street Suite 225 San Francisco, CA 94103</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>180</td>
</tr>
<tr>
<td>La Casa De Las Madres 1663 Mission Street Suite 225 San Francisco, CA 94103</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>174</td>
</tr>
<tr>
<td>La Casa De Las Madres 1663 Mission Street Suite 225 San Francisco, CA 94103</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>159</td>
</tr>
<tr>
<td>La Casa De Las Madres 1663 Mission Street Suite 225 San Francisco, CA 94103</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>171</td>
</tr>
<tr>
<td>La Casa De Las Madres 1663 Mission Street Suite 225 San Francisco, CA 94103</td>
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<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>150</td>
</tr>
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<td>La Casa De Las Madres 1663 Mission Street Suite 225 San Francisco, CA 94103</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>147</td>
</tr>
<tr>
<td>La Casa De Las Madres 1663 Mission Street Suite 225 San Francisco, CA 94103</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>142</td>
</tr>
<tr>
<td>La Casa De Las Madres 1663 Mission Street Suite 225 San Francisco, CA 94103</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>165</td>
</tr>
<tr>
<td>Name and address (home or business)</td>
<td>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</td>
<td>Foundation status of recipient</td>
<td>Purpose of grant or contribution</td>
<td>Amount</td>
</tr>
<tr>
<td>-------------------------------------------</td>
<td>--------------------------------------------------------------------------------------------------</td>
<td>-------------------------------</td>
<td>--------------------------------------------------------------------------</td>
<td>--------</td>
</tr>
<tr>
<td>La Casa De Las Madres 1663 Mission Street Suite 225 San Francisco, CA 94103</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>154</td>
</tr>
<tr>
<td>Francis Scott Key PTA 1530 43rd Avenue San Francisco, CA 94122</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>300</td>
</tr>
<tr>
<td>San Francisco Food Bank 900 Pennsylvania Avenue San Francisco, CA 94107</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>300</td>
</tr>
<tr>
<td>Meals On Wheels of San Francisco 1375 Fairfax Avenue San Francisco, CA 94124</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>150</td>
</tr>
<tr>
<td>Tides Center 2166 Hayes Street Suite 104 San Francisco, CA 94117</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>300</td>
</tr>
<tr>
<td>Un-Scripted Theater Company 621 Natoma Street San Francisco, CA 94103</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>150</td>
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<tr>
<td>YMCA of Metropolitan Detroit 1401 Broadway Street Detroit, MI 48226</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>150</td>
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<tr>
<td>San Francisco Museum of Modern Art PO BOX 7432 San Francisco, CA 94120</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>150</td>
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<tr>
<td>UC Berkeley Foundation 2080 Addison Street 4200 Berkeley, CA 94720</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>300</td>
</tr>
<tr>
<td>Glide Foundation 330 Ellis Street San Francisco, CA 94102</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>150</td>
</tr>
<tr>
<td>St Paul's Episcopal 116 Montecito Avenue Oakland, CA 94610</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>300</td>
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<tr>
<td>Severn School 201 Water Street Severna, MD 211464599</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>300</td>
</tr>
<tr>
<td>Alameda County Community Food Bank PO BOX 2599 Oakland, CA 94614</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>750</td>
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<td>Sequoia Parents Association 277 Boyd Road Pleasant Hill, CA 94523</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>540</td>
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<tr>
<td>SF SPCA 2500 16th Street San Francisco, CA 94103</td>
<td>N A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>450</td>
</tr>
<tr>
<td>Recipient</td>
<td>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</td>
<td>Foundation status of recipient</td>
<td>Purpose of grant or contribution</td>
<td>Amount</td>
</tr>
<tr>
<td>---------------------------------------------------------------------------</td>
<td>---------------------------------------------------------------------------------------------------------</td>
<td>-------------------------------</td>
<td>-------------------------------------------------------------------------------------</td>
<td>---------</td>
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<tr>
<td>Community Reporting Alliance 20 West Avenue Chester, NY 10918</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>10,000</td>
</tr>
<tr>
<td>Craigslist Foundation 901 Mission Street Suite 205 San Francisco, CA 94103</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>25,000</td>
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<tr>
<td>La Casa De Las Madres 1663 Mission Street Suite 225 San Francisco, CA 94103</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>163</td>
</tr>
<tr>
<td>La Casa De Las Madres 1663 Mission Street Suite 225 San Francisco, CA 94103</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>150</td>
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<tr>
<td>Hurricane Sandy New Jersey Relief Fund PO BOX 95 Mendham, NJ 07945095</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>25,000</td>
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<tr>
<td>Girls Who Code 28 W 23rd Street 4th Floor New York, NY 10010</td>
<td>N/A</td>
<td>PUBLIC CHARITY</td>
<td>GENERAL GRANT INTENDED TO FURTHER CHARITABLE PURPOSE</td>
<td>20,000</td>
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<tr>
<td><strong>Total</strong></td>
<td></td>
<td></td>
<td></td>
<td><strong>2,618,669</strong></td>
</tr>
</tbody>
</table>

3a
**Schedule B**
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

---

**Schedule of Contributors**

*Attach to Form 990, 990-EZ, or 990-PF.*

---

**Name of the organization**
CRAIGSLIST CHARITABLE FUND

**Organization type** (check one)

**Filers of:**

- **Form 990 or 990-EZ**
  - 501(c)(3) exempt private foundation
  - 4947(a)(1) nonexempt charitable trust treated as a private foundation
  - 527 political organization

- **Form 990-PF**
  - 501(c)(3) exempt private foundation
  - 4947(a)(1) nonexempt charitable trust treated as a private foundation
  - 501(c)(3) taxable private foundation

---

**Employer identification number**

26-3823367

---

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

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

---

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor, Complete Parts I and II.

---

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(v) and received from any one contributor, during the year, a contribution of the greater of (1) $5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

---

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).
<table>
<thead>
<tr>
<th>(a) No.</th>
<th>(b) Name, address, and ZIP + 4</th>
<th>(c) Total contributions</th>
<th>(d) Type of contribution</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>craigslist Inc</td>
<td>$7,000,000</td>
<td>Person✓ Payroll_pay Noncash</td>
</tr>
<tr>
<td></td>
<td>222 SUTTER STREET 9TH FLOOR</td>
<td></td>
<td>(Complete Part II if there is a noncash contribution )</td>
</tr>
<tr>
<td></td>
<td>SAN FRANCISCO, CA 94108</td>
<td></td>
<td></td>
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</tbody>
</table>

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)
## Part II: Noncash Property

### (a) No. from Part I

<table>
<thead>
<tr>
<th>(b) Description of noncash property given</th>
<th>(c) FMV (or estimate) (see instructions)</th>
<th>(d) Date received</th>
</tr>
</thead>
<tbody>
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<tr>
<td></td>
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<td></td>
</tr>
</tbody>
</table>
### Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of $1,000 or less for the year (Enter this information once See instructions) ➤ $ ____________

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

<table>
<thead>
<tr>
<th>(a) No. from Part I</th>
<th>(b) Purpose of gift</th>
<th>(c) Use of gift</th>
<th>(d) Description of how gift is held</th>
<th>(e) Transfer of gift</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Transferee's name, address, and ZIP 4</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Relationship of transferor to transferee</td>
</tr>
<tr>
<td></td>
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</tr>
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</tr>
</tbody>
</table>

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)
TY 2012 Depreciation Schedule

**Name:** CRAIGSLIST CHARITABLE FUND

**EIN:** 26-3823367
TY 2012 Land, Etc. Schedule

Name: CRAIGSLIST CHARITABLE FUND

EIN: 26-3823367
TY 2012 Legal Fees Schedule

**Name:** CRAIGSLIST CHARITABLE FUND  
**EIN:** 26-3823367

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount</th>
<th>Net Investment Income</th>
<th>Adjusted Net Income</th>
<th>Disbursements for Charitable Purposes</th>
</tr>
</thead>
<tbody>
<tr>
<td>LEGAL FEES</td>
<td>3,143</td>
<td></td>
<td></td>
<td>3,143</td>
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</tbody>
</table>
# TY 2012 Other Expenses Schedule

**Name:** CRAIGSLIST CHARITABLE FUND  
**EIN:** 26-3823367

<table>
<thead>
<tr>
<th>Description</th>
<th>Revenue and Expenses per Books</th>
<th>Net Investment Income</th>
<th>Adjusted Net Income</th>
<th>Disbursements for Charitable Purposes</th>
</tr>
</thead>
<tbody>
<tr>
<td>FILING FEE</td>
<td>160</td>
<td></td>
<td></td>
<td>160</td>
</tr>
<tr>
<td>LIABILITY INSURANCE</td>
<td>2,600</td>
<td></td>
<td></td>
<td>2,600</td>
</tr>
<tr>
<td>LICENSES &amp; PERMITS</td>
<td>765</td>
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<td></td>
<td>765</td>
</tr>
<tr>
<td>MISC EXP</td>
<td>65</td>
<td></td>
<td></td>
<td>65</td>
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<tr>
<td>BANK SERVICE CHARGES</td>
<td>939</td>
<td></td>
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<td>939</td>
</tr>
</tbody>
</table>
TY 2012 Other Liabilities Schedule

Name: CRAIGSLIST CHARITABLE FUND  
EIN: 26-3823367

<table>
<thead>
<tr>
<th>Description</th>
<th>Beginning of Year - Book Value</th>
<th>End of Year - Book Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>INCOME TAXES PAYABLE</td>
<td>276</td>
<td>276</td>
</tr>
<tr>
<td>ACCRUED EXPENSES</td>
<td>10</td>
<td>-1,403</td>
</tr>
<tr>
<td>FUND TO BE DONATED</td>
<td>0</td>
<td>20,000</td>
</tr>
</tbody>
</table>