

Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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

Do not enter Social Security numbers on this form as it may be made public.

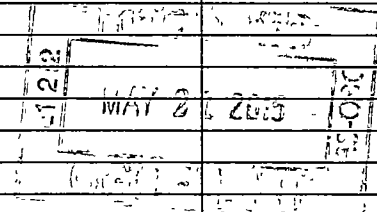
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning 07/01, 2013, and ending 06/30, 2014

Name of foundation PISCES FOUNDATION		A Employer identification number 20-7415160
Number and street (or P O box number if mail is not delivered to street address) ONE MARITIME PLAZA		B Telephone number (see instructions) (415) 738-1212
Room/suite 1545		
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94111		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 40,276,285.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	35.	35.		
	4 Dividends and interest from securities	368,362.	368,362.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	37,664.			
	b Gross sales price for all assets on line 6a	77,111,527.			
	7 Capital gain net income (from Part IV, line 2)		16,306,019.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	406,061.	16,674,416.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	412,566.			412,566.
	14 Other employee salaries and wages	198,518.			198,424.
	15 Pension plans, employee benefits	50,861.			49,139.
	16a Legal fees (attach schedule) <u>ATCH 1</u>	13,200.			12,837.
	b Accounting fees (attach schedule) <u>ATCH 2</u>	36,243.	18,122.		18,121.
	c Other professional fees (attach schedule) *	542,365.	271,182.		271,183.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <u>ATCH 4</u>	154,624.			28,827.
	19 Depreciation (attach schedule) and depletion	7,259.			
	20 Occupancy				
	21 Travel, conferences, and meetings	58,069.			49,971.
	22 Printing and publications				
	23 Other expenses (attach schedule) <u>ATCH 5</u>	135,474.	19,933.		110,942.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,609,179.	309,237.		1,152,010.
	25 Contributions, gifts, grants paid	7,748,633.			7,791,209.
26 Total expenses and disbursements. Add lines 24 and 25	9,357,812.	309,237.		8,943,219.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-8,951,751.				
b Net investment income (if negative, enter -0-)		16,365,179.			
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,201,402.	955,703.	955,703.
	2	Savings and temporary cash investments	5,699.	1,451,288.	1,451,288.
	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	135,891.	25,475.	25,475.
	10 a	Investments - U S and state government obligations (attach schedule). **	17,002,312.	37,796,268.	37,796,268.
	b	Investments - corporate stock (attach schedule)	31,297,500.		
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 7)	31,581.	47,551.	47,551.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	49,674,385.	40,276,285.	40,276,285.	
Liabilities	17	Accounts payable and accrued expenses	64,900.	79,755.	
	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 ▶)	461,204.		
23	Total liabilities (add lines 17 through 22)	526,104.	79,755.		
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	49,148,281.	40,196,530.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . <input type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions),	49,148,281.	40,196,530.		
31	Total liabilities and net assets/fund balances (see instructions)	49,674,385.	40,276,285.		

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	49,148,281.
2	Enter amount from Part I, line 27a	2	-8,951,751.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	40,196,530.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	40,196,530.

**ATCH 6

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any		
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	16,306,019.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	9,090,440.	17,399,702.	0.522448
2011	8,743,669.	4,396,510.	1.988775
2010	7,926,467.	8,293,533.	0.955741
2009	3,919,317.	13,427,330.	0.291891
2008	4,926,337.	12,531,272.	0.393123
2 Total of line 1, column (d)			2 4.151978
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 0.830396
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 46,507,463.
5 Multiply line 4 by line 3			5 38,619,611.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 163,652.
7 Add lines 5 and 6			7 38,783,263.
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			8 8,943,219.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits, penalty, tax due, overpayment, and refunded amount.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about influencing legislation, political purposes, Form 1120-POL filing, tax on political expenditures, reimbursement, IRS reporting, unrelated business income, liquidation, requirements of section 508(e), and substantial contributors.

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).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW.PISCESFOUNDATION.ORG
14 The books are in care of PISCES, INC. Telephone no 415-288-0540
Located at ONE MARITIME PLAZA, SUITE 1400 SAN FRANCISCO, CA ZIP+4 94111
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 2013, 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? Yes No X

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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? X Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2013 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 2013) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propoganda, 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)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		412,566.	64,349.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		169,153.	31,931.	0

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
ATCH 10		474,446.

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 N/A

2

3

4

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount		
1 NONE		

2		

All other program-related investments See instructions		
3 NONE		

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	44,191,380.
b	Average of monthly cash balances	1b	3,024,318.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	47,215,698.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	47,215,698.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	708,235.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	46,507,463.
6	Minimum investment return. Enter 5% of line 5	6	2,325,373.

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	2,325,373.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	327,304.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	327,304.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,998,069.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,998,069.
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	1,998,069.

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	8,943,219.
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	8,943,219.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	8,943,219.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,998,069.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008	4,452,263.			
b From 2009	3,249,832.			
c From 2010	7,512,128.			
d From 2011	8,915,069.			
e From 2012	8,369,273.			
f Total of lines 3a through e	32,498,565.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>8,943,219.</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				1,998,069.
e Remaining amount distributed out of corpus	6,945,150.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	39,443,715.			
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 2012 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	4,452,263.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	34,991,452.			
10 Analysis of line 9				
a Excess from 2009	3,249,832.			
b Excess from 2010	7,512,128.			
c Excess from 2011	8,915,069.			
d Excess from 2012	8,369,273.			
e Excess from 2013	6,945,150.			

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

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

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

ATTACHMENT 11

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>ATCH 12</p>				
Total				7,743,633.
<p>b Approved for future payment</p> <p>ATCH 13</p>				
Total				5,000.

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, and Subtotal.

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

Table with 2 columns: Line No. and 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.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
77111527.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 60805508.				D	VAR 16306019.	VAR
TOTAL GAIN (LOSS)							<u>16306019.</u>	

ATTACHMENT 1FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES <u>PER BOOKS</u>	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET <u>INCOME</u>	CHARITABLE <u>PURPOSES</u>
LEGAL SERVICES	13,200.			12,837.
TOTALS	<u>13,200.</u>			<u>12,837.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING & TAX SERVICES	36,243.	18,122.		18,121.
TOTALS	<u>36,243.</u>	<u>18,122.</u>		<u>18,121.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING FEES	539,391.	269,695.	269,696.
IT CONSULTING	2,974.	1,487.	1,487.
TOTALS	<u>542,365.</u>	<u>271,182.</u>	<u>271,183.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL EXCISE TAX	125,797.	
PAYROLL TAXES	28,817.	28,817.
FILING FEES	10.	10.
TOTALS	<u>154,624.</u>	<u>28,827.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES	19,933.	19,933.	
COMPUTER EXPENSES	2,618.		2,300.
CONTINUING EDUCATION	6,931.		6,931.
DUES, FEES & SUBSCRIPTIONS	23,718.		23,553.
GIFTS	371.		371.
INSURANCE	5,235.		5,235.
MEMBERSHIPS	1,810.		1,810.
MISCELLANEOUS EXPENSE	3,676.		3,508.
OFFICE EXPENSE	9,205.		8,082.
OFFICE FURNITURE EXPENSE	643.		271.
OFFICE REPAIRS & MAINTENANCE	595.		515.
PAYROLL EXPENSES	48,129.		48,129.
POSTAGE & DELIVERY	54.		54.
RECRUITING	5,551.		4,949.
TEAM DEVELOPMENT	275.		275.
TELEPHONE	5,603.		4,620.
WEBSITE	1,127.		339.
TOTALS	<u>135,474.</u>	<u>19,933.</u>	<u>110,942.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
U.S. GOVERNMENT DEBT	37,796,268.	37,796,268.
US OBLIGATIONS TOTAL	<u>37,796,268.</u>	<u>37,796,268.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OTHER ASSETS	47,551.	47,551.
TOTALS	<u>47,551.</u>	<u>47,551.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROBERT J. FISHER ONE MARITIME PLAZA SUITE 1400 SAN FRANCISCO, CA 94111	TRUSTEE 4.00	0	0	0
ELIZABETH S. FISHER ONE MARITIME PLAZA SUITE 1400 SAN FRANCISCO, CA 94111	TRUSTEE 4.00	0	0	0
DAVID S. BECKMAN ONE MARITIME PLAZA SUITE 1545 SAN FRANCISCO, CA 94111	EXECUTIVE DIRECTOR 50.00	412,566.	64,349.	0
	GRAND TOTALS	<u>412,566.</u>	<u>64,349.</u>	<u>0</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	
JENNIFER KURZ ONE MARITIME PLAZA SUITE 1545 SAN FRANCISCO, CA 94111	PROGRAM OFFICER 40.00	113,727.	18,643.	0
ANDREA D FRITSCH ONE MARITIME PLAZA SUITE 1545 SAN FRANCISCO, CA 95111	PROGRAM ASSISTANT 40.00	55,426.	13,288.	0
	TOTAL COMPENSATION	<u>169,153.</u>	<u>31,931.</u>	

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
REDSTONE STRATEGY GROUP, LLC 1542 HIGH STREET BOULDER, CO 80304 2013 STRATEGIC PLAN		404,446.
ANGIE CHEN 3735 CESAR CHAVEZ STREET SAN FRANCISCO, CA 94110 CONSULTING		70,000.
	TOTAL COMPENSATION	<u>474,446.</u>

ATTACHMENT 11

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ROBERT J. FISHER
ELIZABETH S. FISHER

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
350.ORG 20 JAY STREET, SUITE 1010 BROOKLYN, NY 11201	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000
ADVANCED ENERGY ECONOMY INSTITUTE 1000 VERMONT AVE NW 3RD FLOOR WASHINGTON, DC 20005	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000.
ALLIANCE FOR CLIMATE EDUCATION 426 17TH STREET, SUITE 450 OAKLAND, CA 94612	NONE PUBLIC	TO SUPPORT K-12 ENVIRONMENTAL EDUCATION	25,000.
BAYKEEPER 785 MARKET STREET SAN FRANCISCO, CA 94103	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000
CALIFORNIA ACADEMY OF SCIENCES 55 MUSIC CONCOURSE DRIVE SAN FRANCISCO, CA 94118	BOARD MEMBER PUBLIC	TO SUPPORT SCIENTIFIC RESEARCH	10,000.
CALIFORNIA ACADEMY OF SCIENCES 55 MUSIC CONCOURSE DRIVE SAN FRANCISCO, CA 94118	BOARD MEMBER PUBLIC	TO SUPPORT THE THE GLOBAL ACADEMY SCIENCE AND ENVIRONMENTAL EDUCATION INITIATIVE	2,000,000

ATTACHMENT 12

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CALIFORNIA ACADEMY OF SCIENCES 55 MUSIC CONCOURSE DRIVE SAN FRANCISCO, CA 94118	BOARD MEMBER PUBLIC	GENERAL OPERATING SUPPORT	1,000
CALIFORNIA COASTKEEPER ALLIANCE 268 BUSH 4313 SAN FRANCISCO, CA 94104	NONE PUBLIC	GENERAL OPERATING SUPPORT	5,000.
CALIFORNIANS DEDICATED TO EDUCATION FDTN 11501 DUBLIN BLVD SUITE 200 DUBLIN, CA 94568	NONE PUBLIC	TO SUPPRT EFFORTS TO IMPROVE ENVIRONMENTAL LITERACY IN CALIFORNIA	96,810
CALIFORNIA TROUT, INC 870 MARKET STREET, SUITE 528 SAN FRANCISCO, CA 94102	NONE PUBLIC	TO SUPPORT THE 2014 TROUT CAMP BENEFIT	10,000
CALIFORNIA TROUT, INC 870 MARKET STREET, SUITE 528 SAN FRANCISCO, CA 94102	NONE PUBLIC	GENERAL OPERATING SUPPORT	2,500
CENTER FOR ECOLITERACY 2150 ALLSTON WAY SUITE 270 BERKELEY, CA 94704	NONE PUBLIC	GENERAL OPERATING SUPPORT	2,500.

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CERES PO BOX 307 CERES, CA 95307	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000.
CHILDREN & NATURE NETWORK 808 14TH AVE SE MINNEAPOLIS, MN 55414	NONE PUBLIC	GENERAL OPERATING SUPPORT	2,500.
CLIMATE CENTRAL 1 PALMER SQ E STE 330 PRINCETON, NJ 08542	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000
COMMUNITIES FOR A BETTER ENVIRONMENT 6325 PACIFIC BOULEVARD SUITE 300 HUNTINGTON PARK, CA 90255	NONE PUBLIC	GENERAL OPERATING SUPPORT	2,500
COMMUNITY WATER CENTER 311 W MURRAY AVE VISALIA, CA 93291	NONE PUBLIC	GENERAL OPERATING SUPPORT	5,000
CONSERVATION INTERNATIONAL 2011 CRYSTAL DRIVE, SUITE 500 ARLINGTON, VA 22202	BOARD MEMBER PUBLIC	TO SUPPORT CI'S HEALTHY, SUSTAINABLE SOCIETIES STRATEGY	750,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CONSERVATION INTERNATIONAL 2011 CRYSTAL DRIVE, SUITE 500 ARLINGTON, VA 22202	BOARD MEMBER PUBLIC	GENERAL OPERATING SUPPORT	5,000.
CREATIVE COMMONS 444 CASTRO STREET SUITE 916 MOUNTAIN VIEW, CA 94041	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000.
CURIODYSEY 1651 COYOTE POINT DR SAN MATEO, CA 94401	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000.
ECODADS 136 MEEMAA AVE FAIRFAX, CA 94930	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000.
ECOTRUST 721 NW NINTH AVENUE, SUITE 200 PORTLAND, OR 97209	NONE PUBLIC	GENERAL OPERATING SUPPORT	2,500
EDUCATION OUTSIDE 135 VAN NESS AVENUE ROOM 408 SAN FRANCISCO, CA 94102	BOARD MEMBER PUBLIC	TO SUPPORT OUTDOOR ENVIRONMENTAL EDUCATION FOR CHILDREN IN SF ELEMENTARY SCHOOLS	220,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000
ENVIRONMENTAL WORKING GROUP 1436 U ST NW STE 100 WASHINGTON, DC 20009	NONE PUBLIC	GENERAL OPERATING SUPPORT	2,500
FRIENDS OF THE RIVER 1418 20TH ST STE 100 SACRAMENTO, CA 95811	NONE PUBLIC	TO SUPPORT THE 2013 CALIFORNIA RIVER AWARDS	5,000
FRIENDS OF THE URBAN FOREST PRESIDIO BLDG 1007 PO BOX 29456 SAN FRANCISCO, CA 94129	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000
FUNDERS' NETWORK FOR SMART GROWTH 1500 SAN REMO AVENUE SUITE 249 CORAL GABLES, FL 33146	NONE PUBLIC	GENERAL OPERATING SUPPORT	5,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY (GGNPC) BLDG 201 FORT MASON SAN FRANCISCO, CA 94123	TRUSTEE PUBLIC	GENERAL OPERATING SUPPORT	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GOLDEN GATE NATIONAL PARKS CONSERVANCY BLDG 201 FORT MASON SAN FRANCISCO, CA 94123	TRUSTEE PUBLIC	GENERAL OPERATING SUPPORT	5,000
GRADES OF GREEN, INC 519 MAIN STREET EL SEGUNDO, CA 90245	NONE PUBLIC	GENERAL OPERATING SUPPORT	5,000.
GREENBELT ALLIANCE 631 HOWARD ST , SUITE 510 SAN FRANCISCO, CA 94105	NONE PUBLIC	TO SUPPORT THE GREENBELT ALLIANCE'S ANNUAL	5,000
GRIST MAGAZINE, INC. 710 SECOND AVENUE SUITE 860 SEATTLE, WA 98104	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000.
ISLAND PRESS 2000 M STREET, N.W. SUITE 650 WASHINGTON, DC 20036	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000
LAND TRUST ALLIANCE 1660 L STREET NW SUITE 1100 WASHINGTON, DC 20036	NONE PUBLIC	GENERAL OPERATING SUPPORT	10,000

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 1920 L ST NW STE 800 WASHINGTON, DC 20036	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000.
MARIN AGRICULTURAL LAND TRUST PO BOX 809 PT REYES STATION, CA 94956	NONE PUBLIC	GENERAL OPERATING SUPPORT	2,500.
MARIN ORGANIC PO BOX 962 POINT REYES STATION, CA 94956	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000
MILKEN INSTITUTE 1250 4TH ST FL 2 SANTA MONICA, CA 90401	NONE PUBLIC	GENERAL OPERATING SUPPORT	8,500
MONTEREY BAY AQUARIUM 886 CANNERY ROW MONTEREY, CA 93940	NONE PUBLIC	GENERAL OPERATING SUPPORT	5,000.
NORTH AMERICAN ASSOCIATION FOR ENVIRONMENTAL EDU 2000 P ST NW STE 540 WASHINGTON, DC 20036	NONE PUBLIC	TO SUPPORT THE DEVELOPMENT OF THE BLUE SKY FUNDERS FORUM	72,867

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NORTH AMERICAN ASSOCIATION FOR ENVIRONMENTAL EDU 2000 P ST NW STE 540 WASHINGTON, DC 20036	NONE PUBLIC	TO SUPPORT THE LAUNCH OF THE BLUE SKY FUNDERS FORUM	54,004.
NATIONAL CENTER FOR SCIENCE EDUCATION INC 420 40TH ST STE 2 OAKLAND, CA 94609	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000.
NATIONAL GEOGRAPHIC SOCIETY 1145 17TH STREET NW WASHINGTON, DC 20036	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000
NATURAL CAPITALISM SOLUTIONS 11823 N. 75TH ST LONGMONT, CO 80503	NONE PUBLIC	GENERAL OPERATING SUPPORT	2,500
NATURAL RESOURCES DEFENSE COUNCIL (NRDC) 40 W. 20TH STREET NEW YORK, NY 10011	BOARD MEMBER PUBLIC	TO SUPPORT THE WATER PROGRAM AND RESPONSIBLE SOURCING INITIATIVE	610,404.
NATUREBRIDGE 28 GEARY STREET - SUITE 650 SAN FRANCISCO, CA 94108	NONE PUBLIC	TO SUPPORT THE CHANGESCALE ENVIRONMENTAL EDUCATION COLLABORATION	50,000

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
	PUBLIC		
NATURE CONSERVANCY 4245 N FAIRFAX DR, STE 100 ARLINGTON, VA 22203	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000.
NEW VENTURE FUND/CREATION JUSTICE MINISTRIES 1201 CONNECTICUT AVE. NW SUITE 300 WASHINGTON, DC 20036	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000
OCEANIC SOCIETY EXPEDITIONS PO BOX 437 ROSS, CA 94957	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,969.
PACIFIC FOREST TRUST 1001-A O'REILLY AVENUE SAN FRANCISCO, CA 94129	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000
PACIFIC INSTITUTE 432 IVY STREET SAN FRANCISCO, CA 94102	NONE PUBLIC	TO SUPPORT TECHNICAL RESEARCH TO ADDRESS THE CALIFORNIA DROUGHT	75,665.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PACIFIC INSTITUTE 432 IVY STREET SAN FRANCISCO, CA 94102	NONE PUBLIC	GENERAL OPERATING SUPPORT	2,500
PENINSULA OPEN SPACE TRUST 222 HIGH STREET PALO ALTO, CA 94301	NONE PUBLIC	GENERAL OPERATING SUPPORT	2,500
PHOTOPHILANTHROPY 25 6TH AVE SAN FRANCISCO, CA 94118	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000
PIE RANCH 2080 GREEN OAKS WAY PESCADERO, CA 94060	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,500.
PLANNING & CONSERVATION LEAGUE FOUNDATION 1107 9TH ST STE 901 SACRAMENTO, CA 95814	NONE PUBLIC	TO SUPPORT THE 2014 ENVIRONMENTAL SYMPOSIUM WATER FOR LIFE	5,000
PROFESSIONALS INTERNATIONAL/DELIBERATELIFE 3035 MCCLAIN AVE BREMERTON, WA 98310	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON ST STE 600 SAN FRANCISCO, CA 94111	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000.
REDFORD CENTER PO BOX 29144-0144 SAN FRANCISCO, CA 94129	NONE PUBLIC	TO SUPPORT THE CENTER'S ANNUAL BENEFIT	2,500
RESOURCES LEGACY FUND 555 CAPITOL MALL, SUITE 675 SACRAMENTO, CA 95814	NONE PUBLIC	TO HELP ENSURE A SUSTAINABLE AND RESILIENT WATER FUTURE IN CALIFORNIA	2,750,000.
SAN FRANCISCO BOTANICAL GARDEN SOCIETY 9TH AVE AT LINCOLN WAY - PO BOX 225190 SAN FRANCISCO, CA 94122	NONE PUBLIC	TO SUPPORT THE 2014 GARDEN FEAST	10,000
SAN FRANCISCO CONSERVATION CORPS 241 5TH STREET SAN FRANCISCO, CA 94103	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000
SAN FRANCISCO PLANNING AND URBAN RESEARCH 654 MISSION STREET SAN FRANCISCO, CA 94105	NONE PUBLIC	GENERAL OPERATING SUPPORT	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SAN FRANCISCO ZOOLOGICAL SOCIETY 1 ZOO ROAD SAN FRANCISCO, CA 94132	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000
SAVE THE BAY 350 FRANK OGAWA PLAZA STE 900 OAKLAND, CA 94612	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000
SEVENTH GENERATION ADVISORS 2601 OCEAN PARK BLVD STE 311 SANTA MONICA, CA 90405	NONE PUBLIC	TO SUPPORT EFFORTS TO INCREASE ENVIRONMENTAL EDUCATION FOR CHILDREN	17,000
STANFORD UNIVERSITY SCHOOL OF EDUCATION 326 GALVEZ STREET STANFORD, CA 94305	NONE PUBLIC	TO SUPPORT RESEARCH ABOUT THE BENEFITS OF ENVIRONMENTAL EDUCATION	27,414.
STANFORD UNIVERSITY SCHOOL OF EDUCATION 326 GALVEZ STREET STANFORD, CA 94305	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000.
SUSTAINABLE CONSERVATION 98 BATTERY STREET, SUITE 302 SAN FRANCISCO, CA 94111	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH ST, 6TH FLOOR NEW YORK, NY 10018	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000
TEN STRANDS 330 IGNACIO BLVD STE 201 NOVATO, CA 94949	NONE PUBLIC	TO SUPPORT EFFORTS TO INCREASE ENVIRONMENTAL EDUCATION FOR CHILDREN	125,000
THE ASPEN INSTITUTE 1 DUPONT CIR NW STE 700 WASHINGTON, DC 20036	NONE PUBLIC	GENERAL OPERATING SUPPORT	10,000
THE EDIBLE SCHOOLYARD PROJECT 1517 SHATTUCK AVE BERKELEY, CA 94709	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000
THE ENERGY FOUNDATION 301 BATTERY ST. FL 5 SAN FRANCISCO, CA 94111	NONE PUBLIC	TO SUPPORT THE ENERGY FOUNDATION'S EDUCATION AND COMMUNICATION EFFORTS	150,000
THE ENERGY FOUNDATION 301 BATTERY ST. FL 5 SAN FRANCISCO, CA 94111	NONE PUBLIC	TO REDUCE SHORT-LIVED CLIMATE POLLUTANTS AND FOR GENERAL OPERATING SUPPORT	500,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
THE PARTNERSHIP PROJECT 1615 M STREET NW WASHINGTON, DC 20036	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000.
TRANSFORM 436 14TH ST SUITE 600 OAKLAND, CA 94612	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000.
TRUST FOR PUBLIC LAND 101 MONTGOMERY ST SUITE 900 SAN FRANCISCO, CA 94104	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000
U S. CLIMATE ACTION NETWORK 50 F STREET NW 8TH FLOOR WASHINGTON, DC 20001	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000.
UC BERKELEY FOUNDATION 2080 ADDISON ST BERKELEY, CA 94720	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000
UC REGENTS/LAWRENCE HALL OF SCIENCE 2195 HEARST AVE ROOM 120 MC 1104 BERKELEY, CA 94720	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
UNION OF CONCERNED SCIENTISTS TWO BRATTLE SQUARE CAMBRIDGE, MA 02138	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000.
WATERKEEPER ALLIANCE 17 BATTERY PL STE 1329 NEW YORK, NY 10004	NONE PUBLIC	RIVER RALLY SUPPORT	5,000.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000.
WILD SALMON CENTER 721 NW NINTH AVE STE 300 PORTLAND, OR 97209	NONE PUBLIC	GENERAL OPERATING SUPPORT	2,500.
WOODS HOLE RESEARCH CENTER, INC 149 WOODS HOLE ROAD FALMOUTH, MA 02540	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000.
WORLDLINK/LEXICON OF SUSTAINABILITY 38 KEYES AVE STE 17 SAN FRANCISCO, CA 94129	NONE PUBLIC	GENERAL OPERATING SUPPORT	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
YOSEMITE CONSERVANCY 101 MONTGOMERY ST SUITE 1700 SAN FRANCISCO, CA 94104	NONE	GENERAL OPERATING SUPPORT	5,000.
		TOTAL CONTRIBUTIONS PAID	<u>7,743,633.</u>

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 13

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NATUREBRIDGE 28 GEARY STREET - SUITE 650 SAN FRANCISCO, CA 94108	NONE PUBLIC	TO SUPPORT THE 2014 ANNUAL GALA PLEDGE	5,000
		TOTAL CONTRIBUTIONS APPROVED	<u>5,000</u>