

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 or tax year beginning _____, and ending _____

Name of foundation: **TOMKAT CHARITABLE TRUST**

Number and street (or P O box number if mail is not delivered to street address): **ONE MARITIME PLAZA 11TH FLOOR**

City or town, state, and ZIP code: **SAN FRANCISCO, CA 94111**

A Employer identification number: **38-6866542**

B Telephone number: **(415) 956-9588**

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

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 177,849,515.**

J Accounting method: Cash Accrual
 Other (specify) _____

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))		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	12,067.	12,067.		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	0.			
	b Gross sales price for all assets on line 6a	18,222,784.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		2,531,785.			
12 Total. Add lines 1 through 11	12,067.	20,766,636.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	245,200.	0.		245,200.
	14 Other employee salaries and wages	278,164.	0.		278,164.
	15 Pension plans, employee benefits				
	16a Legal fees STMT 1	84,558.	42,279.		107,969.
	b Accounting fees STMT 2	114,123.	57,062.		57,062.
	c Other professional fees STMT 3	8,858.	0.		8,858.
	17 Interest				
	18 Taxes STMT 4	100,085.	53,626.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	23,065.	0.		23,065.
	22 Printing and publications				
	23 Other expenses STMT 5	50,481.	1,908,445.		40,182.
	24 Total operating and administrative expenses. Add lines 13 through 23	904,534.	2,061,412.		760,500.
	25 Contributions, gifts, grants paid	47,407,123.			27,225,520.
26 Total expenses and disbursements. Add lines 24 and 25	48,311,657.	2,061,412.		27,986,020.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<48,299,590.>				
b Net investment income (if negative, enter -0-)		18,705,224.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			2,064,042.	632,890.	632,890.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable			278,677.		
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment, basis ▶					
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other	STMT 7			189,910,721.	177,216,625.	177,216,625.
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)				192,253,440.	177,849,515.	177,849,515.
Liabilities	17 Accounts payable and accrued expenses			250,681.	66,367.	
	18 Grants payable			1,345,500.	21,527,103.	
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)				1,596,181.	21,593,470.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>					
	24 Unrestricted			190,657,259.	156,256,045.	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>					
	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				190,657,259.	156,256,045.	
31 Total liabilities and net assets/fund balances				192,253,440.	177,849,515.	

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	190,657,259.
2 Enter amount from Part I, line 27a	2	<48,299,590.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	13,898,377.
4 Add lines 1, 2, and 3	4	156,256,046.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	156,256,046.

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 GAINS FROM PARTNERSHIPS				
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			18,222,784.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			18,222,784.	
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 18,222,784.
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). If (loss), enter -0- in Part I, line 8				3 N/A

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))
2011	10,872,603.	198,612,845.	.054743
2010	5,580,440.	206,987,132.	.026960
2009	5,545,966.	184,087,913.	.030127
2008	1,744.	151,224,056.	.000012
2007			

2 Total of line 1, column (d)	2 .111842
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 .027961
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4 176,142,183.
5 Multiply line 4 by line 3	5 4,925,112.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 187,052.
7 Add lines 5 and 6	7 5,112,164.
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 27,986,020.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	187,052.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	187,052.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	187,052.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	203,393.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	60,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	263,393.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	76,341.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 76,341. Refunded <input checked="" type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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	X	
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>ERIN EISENBERG</u> Telephone no. ▶ <u>(415) 956-9588</u> Located at ▶ <u>ONE MARITIME PLAZA 11TH FLOOR, SAN FRANCISCO, CA</u> ZIP+4 ▶ <u>94111</u>			
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 ▶ <u>15</u> <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	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.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u>	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? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	X
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 2012?	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 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)? 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** **X**

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** Yes No **N/A**

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.

(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
BROOKS SHUMWAY ONE MARITIME PLAZA 5TH FLOOR SAN FRANCISCO, CA 94111	EXECUTIVE DIRECTOR 40.00	201,180.	44,020.	0.
KATHRYN HALL ONE MARITIME PLAZA 11TH FLOOR SAN FRANCISCO, CA 94111	TRUSTEE 5.00	0.	0.	0.
ERIN EISENBERG ONE MARITIME PLAZA 11TH FLOOR SAN FRANCISCO, CA 94111	DIRECTOR OF RESEARCH AND INVESTMENT 37.50	88,716.	20,229.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 **0**

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
COBLENTZ, PATCH, DUFFY & BASS LLP - ONE FERRY BUILDING, SUITE 200, SAN FRANCISCO, CA 94111	LEGAL	81,683.
PAMELA COVINGTON - ONE MARITIME PLAZA, 11TH FLOOR, SAN FRANCISCO, CA 94111	ACCOUNTING	65,878.

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	1,607,926.
c	Fair market value of all other assets	1c	177,216,625.
d	Total (add lines 1a, b, and c)	1d	178,824,551.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	178,824,551.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,682,368.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	176,142,183.
6	Minimum investment return. Enter 5% of line 5	6	8,807,109.

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	8,807,109.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	187,052.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	187,052.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,620,057.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,620,057.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,620,057.

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	27,986,020.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	27,986,020.
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	5	187,052.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	27,798,968.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				8,620,057.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			7,820,202.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 27,986,020.				
a Applied to 2011, but not more than line 2a			7,820,202.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				8,620,057.
e Remaining amount distributed out of corpus	11,545,761.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	11,545,761.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	11,545,761.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	11,545,761.			

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

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 2012, 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)

	Tax year				
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					
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).)

NONE

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 of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
SEE ATTACHMENT A					27,225,520.
Total				▶ 3a	27,225,520.
b Approved for future payment					
SEE ATTACHMENT A					20,181,603.
Total				▶ 3b	20,181,603.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 12,067), 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0, 12,067, 0), 13 Total (13, 12,067).

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

Table with 2 columns: 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).

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

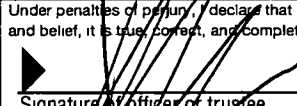
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

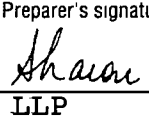
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  Signature of officer or trustee

May the IRS discuss this return with the preparer shown below (see instr)?

Paid Preparer Use Only

Print type preparer's name: SHARON L. ZORBACH

Preparer's signature: 

Firm's name: DELOITTE TAX LLP

Firm's address: 225 WEST SANTA CLARA SAN JOSE, CA 95113

FORM 990-PF	LEGAL FEES			STATEMENT 1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	84,558.	42,279.		107,969.
TO FM 990-PF, PG 1, LN 16A	84,558.	42,279.		107,969.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	114,123.	57,062.		57,062.
TO FORM 990-PF, PG 1, LN 16B	114,123.	57,062.		57,062.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	8,858.	0.		8,858.
TO FORM 990-PF, PG 1, LN 16C	8,858.	0.		8,858.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CURRENT TAX PROVISION	100,085.	0.		0.
FOREIGN TAXES FROM PARTNERSHIPS	0.	53,626.		0.
TO FORM 990-PF, PG 1, LN 18	100,085.	53,626.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE AND DELIVERY	9.	0.		9.
MEMEBERSHIPS	10,500.	0.		10,500.
OFFICE SUPPLIES	2,309.	0.		2,309.
SUBSCRIPTIONS	946.	0.		946.
TELEPHONE	6,029.	0.		6,029.
INTERNET HOSTING	712.	0.		712.
INSURANCE	20,599.	10,300.		10,300.
MISCELLANEOUS	3,414.	0.		3,414.
BANK SERVICE CHARGES	130.	0.		130.
INVESTMENT MANAGEMENT FEES	5,833.	0.		5,833.
PORTFOLIO DEDUCTIONS FROM PARTNERSHIPS	0.	1,898,088.		0.
CONTRIBUTIONS FROM PARTNERSHIPS	0.	57.		0.
TO FORM 990-PF, PG 1, LN 23	50,481.	1,908,445.		40,182.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 6
DESCRIPTION		AMOUNT
UNREALIZED GAIN		13,836,776.
PRIOR PERIOD ADJUSTMENT		61,601.
TOTAL TO FORM 990-PF, PART III, LINE 3		13,898,377.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN LIMITED PARTNERSHIPS	COST	177,216,625.	177,216,625.
TOTAL TO FORM 990-PF, PART II, LINE 13		177,216,625.	177,216,625.

Tomkat Charitable Trust

EIN #38-6866542

Attachment for Form 990PF
Part VII-B, Question 5c on page 6

Expenditure Responsibility Statement
For the Year 2012

Pursuant to IRC Regulations 53.4945-5(d)(2), the TomKat Charitable Trust provides the following information:

- (i) Grantee: Tomkat Foundation
- (ii) Amount of Grant: \$1,750,000 given in 2012; of which \$1,750,000 was paid in 2012.
- (iii) Purpose of Grant: Operating support and facilities grant.
- (iv) & (vi) Reports: The grantee submitted full and complete reports of its expenditure in July 2012.
- (v) Diversions: To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore no independent verification of the report was made (or, provide the details of the independent verification of the grantee's report, if applicable).

Tomkat Charitable Trust

EIN #38-6866542

Attachment for Form 990PF
Part VII-B, Question 5c on page 6

Expenditure Responsibility Statement
For the Year 2012

Pursuant to IRC Regulations 53.4945-5(d)(2), the TomKat Charitable Trust provides the following information:

- (i) Grantee: Tomkat Ranch Educational Foundation
- (ii) Amount of Grant: \$360,000 given in 2012; of which \$360,000 was paid in 2012.
- (iii) Purpose of Grant: Operating support and facilities grant.
- (iv) & (vi) Reports: The grantee submitted full and complete reports of its expenditure in July 2013.
- (v) Diversions: To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore no independent verification of the report was made (or, provide the details of the independent verification of the grantee's report, if applicable).

TOMKAT CHARITABLE TRUST**EIN #38-6866542****Attachment for Form 990PF****Part VII-A Question 11****Statement of Information Regarding Transfers To a Controlled Entity**

Name and address of each controlled entity	Employer Identificatuion Number	Description of Transfer	Amount of Transfer
Brightpath Capital Partners, LP One Kaiser Plaza, Suite 650 Oakland CA 94612	38-6866542	Contribution	250,000
Brightpath Capital Partners, LP One Kaiser Plaza, Suite 650 Oakland CA 94612	38-6866542	Contribution	4,975,000
Brightpath Capital Partners, LP One Kaiser Plaza, Suite 650 Oakland CA 94612	38-6866542	Contribution	99,500
Brightpath Capital Partners, LP One Kaiser Plaza, Suite 650 Oakland CA 94612	38-6866542	Contribution	99,431
Brightpath Capital Partners, LP One Kaiser Plaza, Suite 650 Oakland CA 94612	38-6866542	Distribution	(2,985,000)
Brightpath Capital Partners, LP One Kaiser Plaza, Suite 650 Oakland CA 94612	38-6866542	Contribution	248,750
Brightpath Capital Partners, LP One Kaiser Plaza, Suite 650 Oakland CA 94612	38-6866542	Contribution	3,482,500
Brightpath Capital Partners, LP One Kaiser Plaza, Suite 650 Oakland CA 94612	38-6866542	Contribution	21,847
Brightpath Capital Partners, LP One Kaiser Plaza, Suite 650 Oakland CA 94612	38-6866542	Contribution	248,750
Brightpath Capital Partners, LP One Kaiser Plaza, Suite 650 Oakland CA 94612	38-6866542	Contribution	4,975,000
Brightpath Capital Partners, LP One Kaiser Plaza, Suite 650 Oakland CA 94612	38-6866542	Contribution	261,223
Brightpath Capital Partners, LP One Kaiser Plaza, Suite 650 Oakland CA 94612	38-6866542	Distribution	(955,249)
Brightpath Capital Partners, LP One Kaiser Plaza, Suite 650 Oakland CA 94612	38-6866542	Contribution	1,492,500
			<u>12,214,252</u>

	Date	Name	Address	Memo	Original Amount	Paid Amount
350.org						
	11/07/2012	350 org	20 Jay St , Suite 1010, Brooklyn, NY 11201	General support grant	250,000 00	250,000 00
Total 350 org						250,000 00
Ag Innovations						
	06/27/2012	Ag Innovations	101 Morris St, Ste 212 Sebastopol CA 95472	Feasibility study	25,000 00	25,000 00
Total Ag Innovations						25,000 00
American Lung Association						
	07/24/2012	American Lung Association	115 Talbot Ave, Santa Rosa, CA 95404	Mission work focused on healthy air	250,000 00	250,000 00
Total American Lung Association						250,000 00
Aspen Global Change Institute						
	10/31/2012	Aspen Global Change Institute	100 E Francis St, Aspen CO 81611	Support for the Energy Polisy Project	250,000 00	250,000 00
Total Aspen Global Change Institute						250,000 00
California Academy of Sciences						
	10/24/2012	California Academy of Sciences		Campaign for the New Cal Academy	200,000 00	
Center for American Progress						
	01/06/2012	Center for American Progress	1333 H St, NW STE 1, Washington DC 20005	General Operating Support	400,000 00	400,000 00
Total Center for American Progress						1,200,000 00
Center for Ecoliteracy						
	02/03/2012	Center for Ecoliteracy	1101 14th Street Nw # 1200, Washington, DC 20005-5637	"Rethinking California School Lunch"	392,889 00	392,889 00
Total Center for Ecoliteracy						392,889 00
Center for Food Safety						
	10/11/2012	Center for Food Safety	303 Sacramento St , 2nd Floor, San Francisco, CA 94111	General operating support	50,000 00	50,000 00
Total Center for Food Safety						50,000 00
City Slicker Farms						
	10/09/2012	City Slicker Farms	1625 16th St , Oakland, CA 94607	Support merger with People's Grocery	60,000 00	60,000 00
Total City Slicker Farms						60,000 00
Clean Economy Network Educ. Fund						
	02/03/2012	Clean Economy Network Educ Fund		General operating support for 2012	2,500,000 00	2,500,000 00
Total Clean Economy Network Educ Fund						10,000,000 00
College Track						
	02/08/2012	College Track	111 Broadway Ave , Suite 101, Oakland, CA 94607	Renovation of the Bayview Hunter's Point fa	250,000 00	250,000 00
Total College Track						250,000 00
Common Sense Media						

	Date	Name	Address	Memo	Original Amount	Paid Amount
Total Common Sense Media	03/15/2012	Common Sense Media	650 Townsend, Suite 435, San Francisco, CA 94103	General operating support	450,000 00	450,000 00
Consultative Group on Bio Diversity						
Total Consultative Group on Bio Diversity	08/24/2012	Consultative Group on Bio Diversity	P O Box 29361, San Francisco, CA 94129	2012 Membership	2,000 00	2,000 00
CuriOdyssey						
Total CuriOdyssey	03/15/2012	CuriOdyssey	1651 Coyote Point Drive, San Mateo, CA 94401	Capital campaign	500,000 00	500,000 00
East Bay Community Foundation						
Total East Bay Community Foundation	07/27/2012	East Bay Community Foundation	200 Frank H Ogawa Plaza Oakland, CA 94612	Fund OUSD staffing position	112,900 00	112,900 00
Ecotrust						
Total Ecotrust	11/27/2012	Ecotrust	721 NW 9th Avenue, Ste 200, Portland, OR 97209	Support for Taking the Resilience Project Go	100,000 00	100,000 00
Feed the Hunger Foundation						
Total Feed the Hunger Foundation	10/08/2012	Feed the Hunger Foundation	748 Kokomo Place, Honolulu, HI 96825		15,000 00	15,000 00
Good Samaritan Family Resource Center						
Total Good Samaritan Family Resource Center	08/27/2012	Good Samantan Family Resource Center	1294 Potrero Ave, San Francisco, CA 94110	Hiring of a Development Director and Devel	110,000 00	110,000 00
Harvard University						
Total Harvard University	01/30/2012	Harvard University	Harvard Yard Cambridge, MA 02138	TomKat Inovation Fund @ School of Engene	200,000 00	200,000 00
Inner City Advisors						
Total Inner City Advisors	02/03/2012	Inner City Advisors	283 Fourth St , Suite 101, Oakland, CA 94607	Increase organizational capacity	50,000 00	50,000 00
Institute for Agrigulture and Trade Policy						
Total InSTITUTE for Agrigulture and Trade Policy	08/21/2012	Institute for Agrigulture and Trade Policy	2105 First Avenue South, Minneapolis, MN 55101	Scholarships to the APHA meeting in SF	5,000 00	5,000 00
Lucile Packard Foundation for Children's Health						
Total Lucile Packard Foundation for Children's Health	07/27/2012	Lucile Packard Foundation for Children's Health	400 Hamilton Ave., suite 340, Palo Alto, CA 94301	"Breaking New Ground" Capital Campaign	100,000 00	100,000 00

	<u>Date</u>	<u>Name</u>	<u>Address</u>	<u>Memo</u>	<u>Original Amount</u>	<u>Paid Amount</u>
Marin Organic						
	05/21/2012	Marin Organic	P O Box 962, Pt Reyes Station, CA 94956	Implement Strategic Plan	10,000 00	10,000 00
Total Marin Organic						10,000 00
Northern California Grantmakers						
	05/04/2012	Northern California Grantmakers	625 Market Street, 3rd Floor, San Francisco, CA 94105	Dues in excess of \$500 treated as a grant - p	12,000 00	12,000 00
Total Northern California Grantmakers						12,000 00
One PacificCoast Foundation						
	08/31/2012	One PacificCoast Foundation	1438 Webster St , Oakland, CA 94612	Operations	500,000 00	500,000 00
Total One PacificCoast Foundation						500,000 00
People's Grocery						
	10/09/2012	People's Grocery	1620 Fort Riley Blvd , Suite 101, Manhattan, KS 66502	Support merger with City Slicker Farms	60,000 00	60,000 00
Total People's Grocery						60,000 00
Pie Ranch						
	10/08/2012	Pie Ranch	2080 Cabrillo Highway Pescadero, CA 94060		10,000 00	10,000 00
Total Pie Ranch						10,000 00
PRBO Conservation Science						
	06/29/2012	PRBO Conservation Science	3820 Cypress Drive Petaluma, CA 94954	complete the strategic plan	237,661 00	237,661 00
Total PRBO Conservation Science						237,661 00
Sacramento Area Electrical Workers						
	02/13/2012	Sacramento Area Electrical Workers	1120 S Bascom Avenue, San Jose, CA 95128-3507	Final Pymt - Sustainable Energy Sales Traini	14,335 43	14,335 43
Total Sacramento Area Electrical Workers						14,335 43
San Francisco Food Bank						
	10/11/2012	San Francisco Food Bank	900 Pennsylvania Avenue San Francisco, CA 94107	\$25K - Phase II of SFUSD meal imp , \$10K - g	35,000 00	35,000 00
Total San Francisco Food Bank						35,000 00
SPUR						
	06/21/2012	SPUR	One AT&T Center, San Antonio, TX 78219	To support Healthy Food Systems Program	15,000 00	15,000 00
Total SPUR						15,000 00
Sustainable Food Alliance						
	07/19/2012	Sustainable Food Alliance	654 Mission St , San Francisco, CA 94105	200K general support, 100K = GMO Suppor	300,000 00	300,000 00
Total Sustainable Food Alliance						300,000 00
TCNG						
Total TCNG			351 California St , Ste 1200, San Francisco, CA 94104			1,750,000 00
The Center for Food Safety						
	07/13/2012	The Center for Food Safety	303 Sacramento St , 2nd Floor, San Francisco, CA 94111	Support a community strategy session of CA	8,500 00	8,500 00
Total The Center for Food Safety						8,500 00

	Date	Name	Address	Memo	Original Amount	Paid Amount
The Energy Foundation						
	10/31/2012	The Energy Foundation	301 Battery Street, San Francisco, CA 94111	Program priorities	500,000 00	200,000 00
Total The Energy Foundation						200,000 00
The Land Institute						
	03/15/2012	The Land Institute	2440 E Water Well Rd Salina, KS 67401	general operating support	100,000 00	100,000 00
Total The Land Institute						100,000 00
TomKat Foundation						
	02/08/2012	TomKat Foundation	1 Maritime Plaza, Floor 11, San Francisco, CA 94111-3519	ER Grant to support TCNG	875,000 00	875,000 00
Total TomKat Foundation						1,750,000 00
TomKat Ranch Educational Foundation						
	01/09/2012	TomKat Ranch Educational Foundation	PO Box 726, Pescadero, CA 94060-0726		10,500 00	10,500 00
Total TomKat Ranch Educational Foundation						505,500 00
Trust for Conservation Innovation						
	08/23/2012	Trust for Conservation Innovation	150 Post St , San Francisco, CA 94108	support Food Commons	125,000 00	125,000 00
Total Trust for Conservation Innovation						125,000 00
United Religions Initiative						
	11/14/2012	United Religions Initiative	1009 General Kennedy Avenue San Francisco, CA 94129	Support the URI Enviromental Satelite	20,000 00	20,000 00
Total United Religions Initiative						20,000 00
Vida Verde Nature Education						
	10/08/2012	Vida Verde Nature Education	3540 La Honda Road San Gregorio, CA 94074	To fund a visit by low income students to Vi	21,500 00	21,500 00
Total Vida Verde Nature Education						21,500 00
Women's Initiative for Self Employment						
	07/19/2012	Women's Initiative for Self Employment	1398 Valencia St , San Francisco, CA 94110	Matching grant for laon fund for low incomr	50,000 00	50,000 00
Total Women's Initiative for Self Employment						50,000 00
Worldlink Foundation						
	03/15/2012	Worldlink Foundation	38 Keyes Avenue, Box 17, San Francisco, CA 94129	To support Nourish product distribution, co	200,000 00	200,000 00
Total Worldlink Foundation						200,000 00
Yale University						
	10/01/2012	Yale University	246 Church St , New Haven, CT 06520	Establish the Yale Energy Science Institute	25,000,000 00	6,582,897 00
Total Yale University						6,582,897 00
TOTAL						
				Total Grants Paid		27,225,520
				Grants Approved for Future Payment		20,181,603 00
				Total Grant Expense		<u>47,407,123</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) - You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. TOMKAT CHARITABLE TRUST C/O BROOKS SHUMWAY, EXECUTIVE DIRECTOR	Employer identification number (EIN) or <input checked="" type="checkbox"/> 38-6866542
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. ONE MARITIME PLAZA 11TH FLOOR	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94111	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

C/O BROOKS SHUMWAY, EXECUTIVE DIREC

- The books are in the care of ▶ **ONE MARITIME PLAZA 11TH FLOOR - SAN FRANCISCO, CA 94111**

Telephone No ▶ **(415) 956-9588**

FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2011** or
▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 326,694.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 191,694.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 135,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions TOMKAT CHARITABLE TRUST C/O BROOKS SHUMWAY, EXECUTIVE DIRECTOR	Employer identification number (EIN) or <input checked="" type="checkbox"/> 38-6866542
	Number, street, and room or suite no. If a P.O. box, see instructions. ONE MARITIME PLAZA 11TH FLOOR	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94111	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

C/O BROOKS SHUMWAY, EXECUTIVE DIREC

- The books are in the care of **ONE MARITIME PLAZA 11TH FLOOR - SAN FRANCISCO, CA 94111**
Telephone No. **(415)956-9588** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**

5 For calendar year **2011**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY IN ORDER TO PREPARE AND FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	326,694.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	326,694.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Sharon Zebach** Title **CPA** Date **8/6/2012**