

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
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. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

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

| | | |
|--|--|--|
| Name of foundation THE MORRIS STULSAFT FOUNDATION | | A Employer identification number 94-6064379 |
| Number and street (or P O box number if mail is not delivered to street address) Room/suite 1660 BUSH STREET NO 300 | | B Telephone number (see instructions) (415) 561-6540 |
| City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94109 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| 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 | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 575,713 | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| 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) | 1,409,870 | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 20 | 20 | | |
| | 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 | | | | |
| | b Gross sales price for all assets on line 6a | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | | 0 | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) | | | | | |
| 12 Total. Add lines 1 through 11 | 1,409,890 | 20 | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 5,400 | 1,350 | | 3,780 |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | 15,350 | 9,210 | | 4,605 |
| | c Other professional fees (attach schedule) | 210,898 | 21,090 | | 168,718 |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | 180 | 0 | | 0 |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | 925 | 93 | | 555 |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 1,892 | 200 | | 700 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 234,645 | 31,943 | | 178,358 |
| | 25 Contributions, gifts, grants paid | 1,233,131 | | | 1,172,270 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 1,467,776 | 31,943 | | 1,350,628 | |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | -57,886 | | | | |
| b Net investment income (if negative, enter -0-) | | 0 | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

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

| Part II Balance Sheets | | Beginning of year | | | End of year | | |
|------------------------------------|---|---|----------------|-----------------------|----------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash—non-interest-bearing | | | | | |
| | 2 | Savings and temporary cash investments | 51,599 | 110,713 | 110,713 | | |
| | 3 | Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | | |
| | 4 | Pledges receivable ▶ <u>465,000</u> Less allowance for doubtful accounts ▶ _____ | 471,000 | 465,000 | 465,000 | | |
| | 5 | Grants receivable | | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | | |
| | 8 | Inventories for sale or use | | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | | |
| | 10a | Investments—U S and state government obligations (attach schedule) | | | | | |
| | b | Investments—corporate stock (attach schedule) | | | | | |
| | 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 ▶ _____) | 111,000 | 0 | 0 | | | |
| 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 633,599 | 575,713 | 575,713 | | | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | | |
| | 18 | Grants payable | | | | | |
| | 19 | Deferred revenue | | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | | |
| | 22 | Other liabilities (describe ▶ _____) | | | | | |
| 23 | Total liabilities (add lines 17 through 22) | 0 | 0 | 0 | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> | | | | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | | | | |
| | 24 | Unrestricted | 182,599 | 110,713 | | | |
| | 25 | Temporarily restricted | 451,000 | 465,000 | | | |
| | 26 | Permanently restricted | | | | | |
| | Foundations that do not follow SFAS 117, check here <input type="checkbox"/> | | | | | | |
| | and complete lines 27 through 31. | | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | | | | | | |
| 30 | Total net assets or fund balances (see page 17 of the instructions) | 633,599 | 575,713 | | | | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 633,599 | 575,713 | | | | |

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 | 633,599 |
| 2 | Enter amount from Part I, line 27a | 2 | -57,886 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | 0 |
| 4 | Add lines 1, 2, and 3 | 4 | 575,713 |
| 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 | 575,713 |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo, day, yr) | (d) Date sold (mo, day, yr) |
|--|--|------------------------------------|--------------------------------|
| 1a | | | |
| | | | |
| | | | |
| | | | |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|--------------------------------------|---|--|
| (j) FMV as of 12/31/69 | (k) Adjusted basis as of 12/31/69 | (l) 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 | |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | | 3 | |
| | If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | | | |

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 page 18 of 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 | 1,306,989 | 125,846 | 10.385622 |
| 2011 | 1,338,855 | 153,069 | 8.746742 |
| 2010 | 1,311,702 | 70,163 | 18.695067 |
| 2009 | 1,270,407 | 32,718 | 38.828993 |
| 2008 | 1,407,080 | 64,872 | 21.690097 |

| | | | |
|----------|--|----------|-----------|
| 2 | Total of line 1, column (d). | 2 | 98.346521 |
| 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 | 19.669304 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. | 4 | 99,068 |
| 5 | Multiply line 4 by line 3. | 5 | 1,948,599 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | 6 | 0 |
| 7 | Add lines 5 and 6. | 7 | 1,948,599 |
| 8 | Enter qualifying distributions from Part XII, line 4. | 8 | 1,350,628 |

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

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

Table with 11 rows for excise tax calculations. Rows include: 1a Exempt operating foundations, 1 Domestic foundations, 2 Tax under section 511, 3 Add lines 1 and 2, 4 Subtitle A (income) tax, 5 Tax based on investment income, 6 Credits/Payments (6a-6d), 7 Total credits and payments, 8 Enter any penalty, 9 Tax due, 10 Overpayment, 11 Enter the amount of line 10 to be credited to 2014 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Rows include: 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1b Did it spend more than \$100 during the year for political purposes? 1c Did the foundation file Form 1120-POL for this year? 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws? 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4b If "Yes," has it filed a tax return on Form 990-T for this year? 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 6 Are the requirements of section 508(e) satisfied either by language in the governing instrument, or by state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? 7 Did the foundation have at least \$5,000 in assets at any time during the year? 8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA 8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013? 10 Did any persons become substantial contributors during the tax year?

Part VII-A Statements Regarding Activities (continued)

| | | | | | | |
|-----------|---|-----------|------------|-----------|--|--|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). | 11 | | No | | |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | No | | |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>HTTP //WWW PFS-LLC NET/STULSAFT/</u> | 13 | Yes | | | |
| 14 | The books are in care of ▶ <u>PACIFIC FOUNDATION SERVICES LLC</u> Telephone no ▶ <u>(415) 561-6540</u> Located at ▶ <u>1660 BUSH STREET SUITE 300 SAN FRANCISCO CA</u> ZIP +4 ▶ <u>94109</u> | | | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1" style="display: inline-table;"><tr><td>15</td><td></td></tr></table> | 15 | | | | |
| 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? See 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 | | |

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 type="checkbox"/> Yes <input checked="" 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> | 1b | | No |
| 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 | | No |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | |
| a | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____ | | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____ | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>) | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | No |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | 4b | | No |

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

| | |
|---|--|
| <p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p> | |
|---|--|

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

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

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

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

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

Total number of other employees paid over \$50,000. **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 (see instructions). If none, enter "NONE".

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|--|-----------------------|------------------|
| PACIFIC FOUNDATION SERVICES LLC 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109 | FOUNDATION MANAGEMENT | 210,898 |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services. ▶ | | 0 |

Part IX-A Summary of Direct Charitable Activities

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

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 | |
| 2 | |
| 3 | |
| All other program-related investments. See page 24 of the instructions | |
| 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 | 100,577 |
| c | Fair market value of all other assets (see instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 100,577 |
| 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 | 100,577 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 1,509 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 99,068 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 4,953 |

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 | 4,953 |
| 2a | Tax on investment income for 2013 from Part VI, line 5. | 2a | |
| b | Income tax for 2013 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 0 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 4,953 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | 0 |
| 5 | Add lines 3 and 4. | 5 | 4,953 |
| 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 | 4,953 |

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 | 1,350,628 |
| 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 | 1,350,628 |
| 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 | 1,350,628 |

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 | | | | 4,953 |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only. | | | 0 | |
| b Total for prior years 20__ , 20__ , 20__ | | 0 | | |
| 3 Excess distributions carryover, if any, to 2013 | | | | |
| a From 2008. | 1,407,080 | | | |
| b From 2009. | 1,270,407 | | | |
| c From 2010. | 1,311,702 | | | |
| d From 2011. | 1,338,855 | | | |
| e From 2012. | 1,306,989 | | | |
| f Total of lines 3a through e. | 6,635,033 | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,350,628</u> | | | | |
| a Applied to 2012, but not more than line 2a | | | 0 | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | 0 | | |
| c Treated as distributions out of corpus (Election required—see instructions). | 1,350,628 | | | |
| d Applied to 2013 distributable amount. | | | | 0 |
| e Remaining amount distributed out of corpus | 0 | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).) | 4,953 | | | 4,953 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 7,980,708 | | | |
| 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 2012 Subtract line 4a from line 2a Taxable amount—see instructions | | | 0 | |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). | 0 | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). | 1,402,127 | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 6,578,581 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009. | 1,270,407 | | | |
| b Excess from 2010. | 1,311,702 | | | |
| c Excess from 2011. | 1,338,855 | | | |
| d Excess from 2012. | 1,306,989 | | | |
| e Excess from 2013. | 1,350,628 | | | |

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

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

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

| | Tax year | Prior 3 years | | | (e) Total |
|--|-----------------|-----------------|-----------------|-----------------|------------------|
| | (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test—enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. | | | | | |
| c "Support" alternative test—enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

MARY GREGORY
1660 BUSH STREET SUITE 300
SAN FRANCISCO, CA 94104
(415) 561-6540

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

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

c Any submission deadlines

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

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

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

Part XV Supplementary Information (continued)

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> See Additional Data Table | | | | |
| Total ▶ 3a | | | | 1,172,270 |
| b <i>Approved for future payment</i> | | | | |
| Total ▶ 3b | | | | 0 |

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, and (e) Related or exempt function income. Rows include Program service revenue, membership dues, interest on savings, dividends, rental income, and other revenue.

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.

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

| | | | | |
|--|--|--------------|------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | | |
| (1) Cash. | | 1a(1) | | No |
| (2) Other assets. | | 1a(2) | | No |
| b Other transactions | | | | |
| (1) Sales of assets to a noncharitable exempt organization. | | 1b(1) | | No |
| (2) Purchases of assets from a noncharitable exempt organization. | | 1b(2) | | No |
| (3) Rental of facilities, equipment, or other assets. | | 1b(3) | | No |
| (4) Reimbursement arrangements. | | 1b(4) | | No |
| (5) Loans or loan guarantees. | | 1b(5) | | No |
| (6) Performance of services or membership or fundraising solicitations. | | 1b(6) | | No |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | | 1c | | No |

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

| (a) Line No | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|-------------|---------------------|---|--|
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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 |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |

Sign Here

Under penalties of perjury, I declare that I have examined this return, the best of my knowledge and belief, it is true, correct, and complete based on all information of which preparer has any knowledge

***** | 2014-11-21
 Signature of officer or trustee | Date

Paid Preparer Use Only

| | |
|---|----------------------|
| Print/Type preparer's name ROBERT A LEE | Preparer's Signature |
| Firm's name ▶ ROBERT LEE & ASSOCIATES LLP | |
| Firm's address ▶ 226 AIRPORT PARKWAY SAN JOSE | |

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|--|--|--|--|
| ADELE K CORVIN 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109 | PRESIDENT 1 00 | 0 | 0 | 0 |
| ISADORE PIVNICK 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109 | VICE PRESIDENT 1 00 | 1,100 | 0 | 0 |
| DANA A CORVIN 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109 | SECRETARY 1 00 | 0 | 0 | 0 |
| STUART CORVIN 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109 | TREASURER 1 00 | 0 | 0 | 0 |
| PAT LOOMES 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109 | BOARD MEMBER 1 00 | 3,100 | 0 | 0 |
| WILLIAM GLENN 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109 | BOARD MEMBER 1 00 | 1,200 | 0 | 0 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|--|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| ALLIANCE FOR CHILDHOOD PO BOX 20973 PARK WEST PO NEW YORK CITY, NY 10025 | | 501 (C)(3) PUBLIC CH | GENERAL SUPPORT | 1,000 |
| ASIAN NEIGHBORHOOD DESIGN 1245 HOWARD ST SAN FRANCISCO, CA 94103 | | 501 (C)(3) PUBLIC CH | EMPLOYMENT TRAINING CENTER, TEACHING GREEN BUILDING SKILLS TO YOUNG ADULTS | 10,000 |
| AT THE CROSSROADS 333 VALENCIA STREET SUITE 320 SAN FRANCISCO, CA 94103 | | 501 (C)(3) PUBLIC CH | DIRECT SERVICES FOR HOMELESS YOUTH | 22,500 |
| BAY AREA VIDEO COALITION 2727 MARIPOSA STREET 2ND FLOOR SAN FRANCISCO, CA 94110 | | 501 (C)(3) PUBLIC CH | DIGITAL PATHWAYS PROGRAM | 15,000 |
| BAYVIEW OPERA HOUSE 4705 THIRD STREET SAN FRANCISCO, CA 94124 | | 501 (C)(3) PUBLIC CH | DARE 2 DREAM ARTS ENRICHMENT PROGRAM | 10,000 |
| BIOTECH PARTNERS PO BOX 2186 BERKELEY, CA 94702 | | 501 (C)(3) PUBLIC CH | GENERAL SUPPORT | 20,000 |
| CALIFORNIA STATE UNIVERSITY EAST BAY FOUNDATION INC 25800 CARLOS BEE BLVD HAYWARD, CA 94542 | | 501 (C)(3) PUBLIC CH | RENAISSANCE SCHOLARS PROGRAM - BRIDGE TO EMANCIPATION | 20,000 |
| CALIFORNIA YOUTH CONNECTION 1611 TELEGRAPH AVE SUITE 1100 OAKLAND, CA 94612 | | 501 (C)(3) PUBLIC CH | CIVIC ENGAGEMENT FOR FOSTER YOUTH | 10,000 |
| CANTARE CON VIVO 1611 TELEGRAPH AVENUE SUITE 801 OAKLAND, CA 94612 | | 501 (C)(3) PUBLIC CH | CHILDREN'S PROGRAM IN OAKLAND SCHOOLS | 15,000 |
| CHABOT SPACE & SCIENCE CENTER 10000 SKYLINE BOULEVARD OAKLAND, CA 94619 | | 501 (C)(3) PUBLIC CH | GALAXY EXPLORERS AND CHAMPIONS OF SCIENCE PROGRAMS | 10,000 |
| CHILDREN'S COUNCIL OF SAN FRANCISCO 445 CHURCH STREET SAN FRANCISCO, CA 94114 | | 501 (C)(3) PUBLIC CH | CHILD CARE PROVIDER TRAINING AND MARKETING/BOARD DEVELOPMENT | 20,000 |
| CHILDREN'S HOSPITAL AND RESEARCH CENTER OAKLAND 747 52ND STREET OAKLAND, CA 94609 | | 501 (C)(3) PUBLIC CH | TO SUPPORT CHILDREN EXPOSED TO TRAUMA | 20,000 |
| CITY COLLEGE OF SAN FRANCISCO 50 PHELAN AVENUE E200 SAN FRANCISCO, CA 94112 | | 501 (C)(3) PUBLIC CH | ACCREDITATION MAINTENANCE PROJECT | 50,000 |
| CITY COLLEGE OF SAN FRANCISCO 50 PHELAN AVENUE E200 SAN FRANCISCO, CA 94112 | | 501 (C)(3) PUBLIC CH | GUARDIAN SCHOLARS - STEPS TO STUDENT SUCCESS | 25,000 |
| CITY YOUTH NOW 375 WOODSIDE AVENUE SAN FRANCISCO, CA 94127 | | 501 (C)(3) PUBLIC CH | INTERNSHIP PROGRAM | 15,000 |
| Total | | | 3a | 1,172,270 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|---|------------------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| COASTSIDE CHILDREN'S PROGRAMS 494 MIRAMONTES AVE HALF MOON BAY, CA 94019 | | 501 (C)(3) PUBLIC CH | PROFESSIONAL DEVELOPMENT FOR EARLY CHILDHOOD EDUCATORS | 10,000 |
| COMMUNITY HEALTH WORKS (METRO ACADEMIES) 1600 HOLLOWAY AVENUE HSS 303 SAN FRANCISCO, CA 94132 | | 501 (C)(3) PUBLIC CH | GENERAL SUPPORT | 1,000 |
| COMMUNITY INITIATIVES (BAY AREA CHILDHOOD FUNDERS) 354 PINE STREET SUITE 700 SAN FRANCISCO, CA 94104 | | 501 (C)(3) PUBLIC CH | GENERAL SUPPORT | 1,000 |
| COMMUNITY INITIATIVES (MISSION SCIENCE WORKSHOP) 354 PINE ST SUITE 700 SAN FRANCISCO, CA 94104 | | 501 (C)(3) PUBLIC CH | FIELD TRIPS IN THE EXCELSIOR | 10,000 |
| COMPASS FAMILY SERVICES 49 POWELL STREET 3RD FLOOR SAN FRANCISCO, CA 94102 | | 501 (C)(3) PUBLIC CH | CAPITAL GRANT | 25,000 |
| CONNECTED THE CENTER FOR COLLEGE AND CAREER 2150 SHATTUCK SUITE 1200 BERKELEY, CA 94704 | | 501 (C)(3) PUBLIC CH | GENERAL SUPPORT | 1,000 |
| COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE SUITE 700 ARLINGTON, VA 22202 | | 501 (C)(3) PUBLIC CH | GENERAL SUPPORT | 2,730 |
| DESTINY ARTS CENTER 1000 42ND STREET OAKLAND, CA 94608 | | 501 (C)(3) PUBLIC CH | ARTISTS IN RESIDENCE PROGRAM | 15,000 |
| EACH ONE REACH ONE 146 SO SPRUCE AVE SOUTH SAN FRANCISCO, CA 94080 | | 501 (C)(3) PUBLIC CH | PLAYWRITING PROGRAM | 10,000 |
| EAST BAY AGENCY FOR CHILDREN 303 VAN BUREN AVENUE OAKLAND, CA 94610 | | 501 (C)(3) PUBLIC CH | TRAINING OPPORTUNITIES FOR STAFF AT THE THERAPEUTIC NURSERY SCHOOL | 20,000 |
| EAST BAY CENTER FOR THE PERFORMING ARTS 339 11TH STREET RICHMOND, CA 94801 | | 501 (C)(3) PUBLIC CH | AFTER SCHOOL PERFORMING ARTS OUTREACH PROGRAM | 25,000 |
| EAST BAY CHILDREN'S LAW OFFICES 7700 EDGEWATER DRIVE SUITE 210 OAKLAND, CA 94621 | | 501 (C)(3) PUBLIC CH | EDUCATIONAL ADVOCACY PROGRAM | 15,000 |
| ETM-BAY AREA (ZSHARP) 564 MARKET STREET SUITE 623 SAN FRANCISCO, CA 94104 | | 501 (C)(3) PUBLIC CH | IN-SCHOOL MUSIC EDUCATION AT THE CORONADO ELEMENTARY SCHOOL IN RICHMOND | 20,000 |
| FAIRFAX-SAN ANSELMO CHILDREN'S CENTER 199 PORTEOUS AVE FAIRFAX, CA 94930 | | 501 (C)(3) PUBLIC CH | PROFESSIONAL DEVELOPMENT | 10,000 |
| FAMILY BUILDERS BY ADOPTION 401 GRAND AVE STE 400 OAKLAND, CA 94610 | | 501 (C)(3) PUBLIC CH | OLDER YOUTH PERMANENCY PROJECT | 15,000 |
| Total | | | | 1,172,270 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|------------------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| FAMILY SUPPORT SERVICES OF THE BAY AREA 401 GRAND AVENUE SUITE 500 OAKLAND, CA 94610 | | 501 (C)(3) PUBLIC CH | KINSHIP YOUTH PROGRAM | 20,000 |
| FIRST PLACE FOR YOUTH 426 17TH STREET STE 100 OAKLAND, CA 94612 | | 501 (C)(3) PUBLIC CH | HEALTHY TRANSITIONS PROJECT | 20,000 |
| FORWORDS 136 LAUREL FAIRFAX, CA 94930 | | 501 (C)(3) PUBLIC CH | OPERATING SUPPORT | 10,000 |
| GIRLS INC OF ALAMEDA COUNTY 510 - 16TH STREET OAKLAND, CA 94612 | | 501 (C)(3) PUBLIC CH | EUREKA' TEEN ACHIEVEMENT PROGRAM | 25,000 |
| GLENWOOD ELEMENTARY 225 W CASTLEWOOD DRIVE SAN RAFAEL, CA 94901 | | 501 (C)(3) PUBLIC CH | SCHOOL GRANT | 1,000 |
| GOOD SAMARITAN FAMILY RESOURCE CENTER 1294 POTRERO AVENUE SAN FRANCISCO, CA 94110 | | 501 (C)(3) PUBLIC CH | LITERACY PROGRAMS | 20,000 |
| GREATER RICHMOND INTER-FAITH PROGRAM 165 22ND STREET RICHMOND, CA 94801 | | 501 (C)(3) PUBLIC CH | LITTLE HEARTS CHILDCARE PROGRAM AND CAPITAL IMPROVEMENTS | 25,000 |
| HOLY FAMILY DAY HOME OF SAN FRANCISCO 299 DOLORES STREET SAN FRANCISCO, CA 94103 | | 501 (C)(3) PUBLIC CH | PROFESSIONAL DEVELOPMENT | 20,000 |
| HOMELESS PRENATAL PROGRAM 2500 18TH STREET SAN FRANCISCO, CA 94110 | | 501 (C)(3) PUBLIC CH | KEEPING FAMILIES TOGETHER PROGRAM | 15,000 |
| HUCKLEBERRY YOUTH PROGRAMS 3310 GEARY BLVD SAN FRANCISCO, CA 94118 | | 501 (C)(3) PUBLIC CH | WELLNESS ACADEMY | 20,000 |
| JEWISH COMMUNITY CENTER OF SAN FRANCISCO 3200 CALIFORNIA STREET SAN FRANCISCO, CA 94118 | | 501 (C)(3) PUBLIC CH | EARLY CHILDHOOD EDUCATION PROGRAM | 50,000 |
| JEWISH FAMILY AND CHILDREN'S SERVICES OF THE EAST BAY 2484 SHATTUCK AVE SUITE 210 BERKELEY, CA 94704 | | 501 (C)(3) PUBLIC CH | 24 HOUR OAKLAND PARENT TEACHER CHILDREN CENTER | 15,000 |
| JEWISH VOCATIONAL SERVICE 225 BUSH SAN FRANCISCO, CA 94104 | | 501 (C)(3) PUBLIC CH | CAREER SERVICES PROGRAM | 25,000 |
| MURAL MUSIC & ARTS PROJECT 2043 EUCLID AVENUE EAST PALO ALTO, CA 94303 | | 501 (C)(3) PUBLIC CH | HIP HOP & ARTS EDUCATION PROJECT | 10,000 |
| MUSEUM OF CHILDREN'S ART 1625 CLAY STREET SUITE 100 OAKLAND, CA 94612 | | 501 (C)(3) PUBLIC CH | SCHOOL AND COMMUNITY PROGRAMS | 15,000 |
| Total | | | | 1,172,270 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|--|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| NEW DOOR VENTURES 3075 21ST STREET SAN FRANCISCO, CA 94110 | | 501 (C)(3) PUBLIC CH | YOUTH EMPLOYMENT PROGRAMS | 20,000 |
| NORTHERN CALIFORNIA GRANTMAKERS 625 MARKET STREET 15TH FLOOR SAN FRANCISCO, CA 94105 | | 501 (C)(3) PUBLIC CH | GENERAL SUPPORT | 1,540 |
| OLD SKOOL CAFE 1429 MENDELL STREET SAN FRANCISCO, CA 94124 | | 501 (C)(3) PUBLIC CH | RESTAURANT EMPLOYMENT TRAINING PROGRAM | 15,000 |
| OSHER MARIN JEWISH COMMUNITY CENTER 200 N SAN PEDRO ROAD SAN RAFAEL, CA 94903 | | 501 (C)(3) PUBLIC CH | TO SUPPORT PROFESSIONAL DEVELOPMENT AND SCHOLARSHIPS | 30,000 |
| PACIFIC NEWS SERVICE 275 9TH STREET SAN FRANCISCO, CA 94103 | | 501 (C)(3) PUBLIC CH | THE BEAT WITHIN, WEEKLY WRITING WORKSHOPS FOR INCARCERATED YOUTH | 10,000 |
| PAPERMILL CREEK CHILDREN'S CORNER 503 B STREET PO BOX 996 POINT REYES, CA 94956 | | 501 (C)(3) PUBLIC CH | GENERAL SUPPORT | 10,000 |
| PENINSULA JEWISH COMMUNITY CENTER 800 FOSTER CITY BLVD FOSTER CITY, CA 94404 | | 501 (C)(3) PUBLIC CH | STAFF DEVELOPMENT FOR THE EARLY CHILDHOOD EDUCATION PROGRAM | 40,000 |
| PERFORMING ARTS WORKSHOP 1661 TENNESSEE STREET 3-O SAN FRANCISCO, CA 94107 | | 501 (C)(3) PUBLIC CH | ARTIST RESIDENCY PROGRAM | 10,000 |
| PRESCOTT CIRCUS THEATRE 3864 BROWN AVENUE OAKLAND, CA 94619 | | 501 (C)(3) PUBLIC CH | TO SUPPORT CIRCUS THEATRE PROGRAMS | 7,500 |
| PROJECT AVARY 385 BEL MARIN KEYS BLVD SUITE G NOVATO, CA 94949 | | 501 (C)(3) PUBLIC CH | GENERAL SUPPORT | 20,000 |
| SAINT VINCENT'S DAY HOME 1086 EIGHTH STREET OAKLAND, CA 94607 | | 501 (C)(3) PUBLIC CH | PROFESSIONAL DEVELOPMENT | 15,000 |
| SAN DOMENICO SCHOOL - MUSIC CONSERVATORY 1500 BUTTERFIELD ROAD SAN ANSELMO, CA 94960 | | 501 (C)(3) PUBLIC CH | VIRTUOSO PROGRAM | 6,000 |
| SAN FRANCISCO CASA 2535 MISSION STREET SAN FRANCISCO, CA 94110 | | 501 (C)(3) PUBLIC CH | GENERAL SUPPORT | 15,000 |
| SAN FRANCISCO CONSERVATORY OF MUSIC 50 OAK STREET SAN FRANCISCO, CA 94102 | | 501 (C)(3) PUBLIC CH | RENEWED SCHOLARSHIPS FOR THE 2014-2015 SCHOOL YEAR | 7,500 |
| SAN FRANCISCO STATE UNIVERSITY 1600 HOLLOWAY AVE SAN FRANCISCO, CA 94132 | | 501 (C)(3) PUBLIC CH | GUARDIAN SCHOLARS PROGRAM | 25,000 |
| Total | | | 3a | 1,172,270 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| SAN FRANCISCO STUDY CENTER (BROTHERS ON THE RISE) 1095 MARKET ST SAN FRANCISCO, CA 94103 | | 501 (C)(3) PUBLIC CH | GENERAL SUPPORT | 20,000 |
| SEASON OF SHARING FUND PO BOX 44740 SAN FRANCISCO, CA 94144 | | 501 (C)(3) PUBLIC CH | TO SUPPORT NEEDY FAMILIES IN THE BAY AREA | 10,000 |
| SHAKESPEARE - SAN FRANCISCO PO BOX 460937 SAN FRANCISCO, CA 94146 | | 501 (C)(3) PUBLIC CH | MIDNIGHT SHAKESPEARE | 10,000 |
| SHORELINE ACRES INC 40 JOHN STREET - PO BOX 161 TOMALES, CA 94971 | | 501 (C)(3) PUBLIC CH | SCHOLARSHIP ASSISTANCE TO THREE CHILDREN FOR THE 2013-14 SCHOOL YEAR | 10,000 |
| SOLAR RICHMOND 2730 MAINE AVENUE RICHMOND, CA 94804 | | 501 (C)(3) PUBLIC CH | BRIGHTER FUTURES TRAUMA-INFORMED WORKFORCE DEVELOPMENT PROGRAM | 20,000 |
| SOUTH OF MARKET CHILD CARE 790 FOLSOM STREET SAN FRANCISCO, CA 94107 | | 501 (C)(3) PUBLIC CH | PROFESSIONAL DEVELOPMENT | 20,000 |
| STARVISTA 610 ELM STREET SUITE 212 SAN CARLOS, CA 94070 | | 501 (C)(3) PUBLIC CH | YOUTH SAFETY NET PROGRAMS | 20,000 |
| SUNNY HILLS SERVICES 300 SUNNY HILLS DRIVE SAN ANSELMO, CA 94960 | | 501 (C)(3) PUBLIC CH | REAL ALTERNATIVES FOR ADOLESCENTS | 10,000 |
| THE CONTEMPORARY JEWISH MUSEUM 736 MISSION STREET SAN FRANCISCO, CA 94103 | | 501 (C)(3) PUBLIC CH | SCHOOL FAMILY AND MUSEUM PARTNERSHIP PROGRAM | 10,000 |
| THE CRUCIBLE 1260 7TH STREET OAKLAND, CA 94607 | | 501 (C)(3) PUBLIC CH | YOUTH INDUSTRIAL ARTS EDUCATION SCHOLARSHIP PROGRAM | 10,000 |
| THE FOUNDATION CENTER 312 SUTTER STREET 606 SAN FRANCISCO, CA 94108 | | 501 (C)(3) PUBLIC CH | GENERAL SUPPORT | 2,500 |
| UNITED WAY OF THE BAY AREA 550 KEARNY STREET SUITE 1000 SAN FRANCISCO, CA 94108 | | 501 (C)(3) PUBLIC CH | MATCHBRIDGE | 20,000 |
| VISITACION VALLEY MIDDLE SCHOOL 450 RAYMOND AVE SAN FRANCISCO, CA 94134 | | 501 (C)(3) PUBLIC CH | SCHOOL FUNDS | 1,000 |
| VISITACION VALLEY MIDDLE SCHOOL 450 RAYMOND AVE SAN FRANCISCO, CA 94134 | | 501 (C)(3) PUBLIC CH | SCHOOL GRANT | 1,000 |
| YEAR UP INC 80 SUTTER STREET SAN FRANCISCO, CA 94104 | | 501 (C)(3) PUBLIC CH | YEAR UP BAY AREA | 25,000 |
| Total | | | ▶ 3a | 1,172,270 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| YOUTH RADIO 1701 BROADWAY OAKLAND, CA 94612 | | 501 (C)(3) PUBLIC CH | GENERAL SUPPORT | 15,000 |
| Total | 3a | | | 1,172,270 |

Schedule B
(Form 990, 990-EZ, or 990-PF)

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990, 990-EZ, or 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**

2013

Name of the organization

THE MORRIS STULSAFT FOUNDATION

Employer identification number

94-6064379

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
THE MORRIS STULSAFT FOUNDATION

Employer identification number
94-6064379

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|---|----------------------------|---|
| 1 | THE CHAMBERLAIN EXEMPTION TRUST 999 FIFTH AVENUE SUITE 200 SAN RAFAEL, CA 94901 | \$ 14,000 | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions) |
| 2 | THE MORRIS STULSAFT TESTAMENTARY TR PO BOX 3700 SAN FRANCISCO, CA 94137 | \$ 1,395,870 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

Name of organization
THE MORRIS STULSAFT FOUNDATION

Employer identification number
94-6064379

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------|---|--|-------------------|
| 1 | INTEREST ON CHAMBERLAIN TRUST | \$ 14,000 | 2014-06-30 |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |

Name of organization
THE MORRIS STULSAFT FOUNDATION

Employer identification number
94-6064379

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ▶ \$
Use duplicate copies of Part III if additional space is needed

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|-------------------------|-------------------------|-------------------------------------|
| _____ | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |

| (e) Transfer of gift | |
|---------------------------------------|--|
| Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ _____ _____ | _____ _____ _____ |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|-------------------------|-------------------------|-------------------------------------|
| _____ | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |

| (e) Transfer of gift | |
|---------------------------------------|--|
| Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ _____ _____ | _____ _____ _____ |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|-------------------------|-------------------------|-------------------------------------|
| _____ | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |

| (e) Transfer of gift | |
|---------------------------------------|--|
| Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ _____ _____ | _____ _____ _____ |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|-------------------------|-------------------------|-------------------------------------|
| _____ | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |

| (e) Transfer of gift | |
|---------------------------------------|--|
| Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ _____ _____ | _____ _____ _____ |

TY 2013 Accounting Fees Schedule

Name: THE MORRIS STULSAFT FOUNDATION

EIN: 94-6064379

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|--------|--------------------------|------------------------|---|
| ACCOUNTING FEES | 15,350 | 9,210 | | 4,605 |

TY 2013 Distribution from Corpus Election

Name: THE MORRIS STULSAFT FOUNDATION

EIN: 94-6064379

Election: PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE MORRIS STULSAFT FOUNDATION HERBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AND THE AMOUNT NEEDED TO SATISFY THE CURRENT YEAR DISTRIBUTION REQUIREMENTS AS BEING MADE OUT OF CORPUS.

TY 2013 Other Assets Schedule

Name: THE MORRIS STULSAFT FOUNDATION

EIN: 94-6064379

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|---------------|--------------------------------|--------------------------|---------------------------------|
| PREPAID GRANT | 111,000 | 0 | 0 |

TY 2013 Other Expenses Schedule

Name: THE MORRIS STULSAFT FOUNDATION

EIN: 94-6064379

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------------|--------------------------------|-----------------------|---------------------|---------------------------------------|
| DUES AND SUBSCRIPTIONS | 1,000 | 200 | | 700 |
| INSURANCE AND OTHER | 826 | 0 | | 0 |
| BANK FEES | 66 | 0 | | 0 |

TY 2013 Other Professional Fees Schedule

Name: THE MORRIS STULSAFT FOUNDATION

EIN: 94-6064379

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------------|---------|--------------------------|------------------------|---|
| FOUNDATION MANAGEMENT | 210,898 | 21,090 | | 168,718 |

TY 2013 Substantial Contributors Schedule

Name: THE MORRIS STULSAFT FOUNDATION

EIN: 94-6064379

| Name | Address |
|-------------------------------------|---|
| THE MORRIS STULSAFT TESTAMENTARY TR | P O BOX 3700 SAN FRANCISCO, CA 941370001 |
| CHAMBERLIN TRUST | 999 FIFTH AVENUE SAN RAFAEL, CA 94901 |

TY 2013 Taxes Schedule

Name: THE MORRIS STULSAFT FOUNDATION

EIN: 94-6064379

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------------|--------|--------------------------|------------------------|---|
| STATE FILING FEES | 180 | 0 | | 0 |