

Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

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

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990.

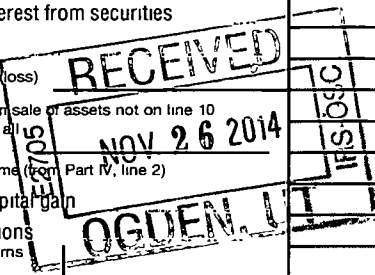
Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation TOMKAT CHARITABLE TRUST		A Employer identification number 38-6866542
Number and street (or P O box number if mail is not delivered to street address) ONE MARITIME PLAZA, 11TH FLOOR	Room/suite	B Telephone number (415)956-9588
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94111		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> 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) \$ 151,109,030. (Part I, column (d) must be on cash basis)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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		3,274.	3,274.		
4 Dividends and interest from securities		24,281.	24,281.		
5a Gross rents					
b Net rental income or loss					
6a Net gain or (loss) from sale of assets not on line 10		<258.>			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			11,939,560.		
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		125,000.	1,690,810.		STATEMENT 1
12 Total. Add lines 1 through 11		152,297.	13,657,925.		
13 Compensation of officers, directors, trustees, etc		172,641.	0.		172,641.
14 Other employee salaries and wages		42,899.	0.		42,899.
15 Pension plans, employee benefits		74,130.	0.		91,773.
16a Legal fees STMT 2		57,398.	28,699.		46,023.
b Accounting fees STMT 3		91,263.	45,632.		45,632.
c Other professional fees STMT 4		38,006.	0.		38,006.
17 Interest					
18 Taxes STMT 5		225,010.	36,189.		10.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		34,837.	0.		34,837.
22 Printing and publications					
23 Other expenses STMT 6		61,387.	1,977,902.		49,995.
24 Total operating and administrative expenses. Add lines 13 through 23		797,571.	2,088,422.		521,816.
25 Contributions, gifts, grants paid		22,757,589.			35,599,341.
26 Total expenses and disbursements. Add lines 24 and 25		23,555,160.	2,088,422.		36,121,157.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<23,402,863.>			
b Net investment income (if negative, enter -0-)			11,569,503.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

914-18

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	632,890.	26,942,960.	26,942,960.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	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	177,216,625.	124,166,070.	124,166,070.
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		177,849,515.	151,109,030.	151,109,030.
Liabilities	17 Accounts payable and accrued expenses	66,367.	31,400.	
	18 Grants payable	21,527,103.	8,685,351.	
	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)		21,593,470.	8,716,751.
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		156,256,045.	142,392,279.
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances		156,256,045.	142,392,279.	
31 Total liabilities and net assets/fund balances		177,849,515.	151,109,030.	

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	156,256,045.
2 Enter amount from Part I, line 27a	2	<23,402,863.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	9,539,097.
4 Add lines 1, 2, and 3	4	142,392,279.
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	142,392,279.

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 PARTNERSHIP					
b PORTFOLIO GAIN (LOSS)					
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			11,939,818.		
b			<258.>		
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			11,939,818.		
b			<258.>		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	11,939,560.	
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))
2012	27,798,968.	176,142,183.	.157821
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

2 Total of line 1, column (d)	2	.269663
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	.053933
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	124,017,918.
5 Multiply line 4 by line 3	5	6,688,658.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	115,695.
7 Add lines 5 and 6	7	6,804,353.
8 Enter qualifying distributions from Part XII, line 4	8	36,121,157.

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 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	115,695.
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	115,695.
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	115,695.
6	Credits/Payments:		
6a	2013 estimated tax payments and 2012 overpayment credited to 2013		190,926.
6b	Exempt foreign organizations - tax withheld at source		
6c	Tax paid with application for extension of time to file (Form 8868)		100,000.
6d	Backup withholding erroneously withheld		
7	Total credits and payments. Add lines 6a through 6d	7	290,926.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	175,231.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 175,231. Refunded <input checked="" type="checkbox"/>	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 ► N/A	13	X	
14	The books are in care of ► THE FOUNDATION Telephone no. ► (415) 956-9588 Located at ► ONE MARITIME PLAZA 11TH FLOOR, SAN FRANCISCO, CA ZIP+4 ► 94111			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
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 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 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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.) N/A	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 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	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 2013?	4b	X

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

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

- (1) Carry on 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)?

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?

If "Yes," attach the statement required by Regulations section 53.4945-5(d). Yes No

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?

If "Yes" to 6b, file Form 8870. Yes No

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? Yes No

N/A

5b		X
6b		X
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
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 INVESTMENTS 37.50	98,623.	28,229.	0.
EMILY BIRCHFIELD ONE MARITIME PLAZA 11TH FLOOR SAN FRANCISCO, CA 94111	PROGRAMMERS ASSISTANT 40.00	74,018.	0.	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
PAMELA COVINGTON - ONE MARITIME PLAZA, 11TH FLOOR, SAN FRANCISCO, CA 94111	ACCOUNTING	54,163.
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		
3 All other program-related investments. See 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	1,740,446.
c	Fair market value of all other assets	1c	124,166,070.
d	Total (add lines 1a, b, and c)	1d	125,906,516.
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	125,906,516.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,888,598.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	124,017,918.
6	Minimum investment return. Enter 5% of line 5	6	6,200,896.

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	6,200,896.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	115,695.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	115,695.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,085,201.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,085,201.
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	6,085,201.

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	36,121,157.
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	36,121,157.
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	115,695.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	36,005,462.

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				6,085,201.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012	11,545,761.			
f Total of lines 3a through e	11,545,761.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 36,121,157.				
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)	0.			
d Applied to 2013 distributable amount				6,085,201.
e Remaining amount distributed out of corpus	30,035,956.			
5 Excess distributions carryover applied to 2013 (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:	41,581,717.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	41,581,717.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	11,545,761.			
e Excess from 2013	30,035,956.			

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 2013, enter the date of the ruling ▶

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

	Tax year				
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address of the person to whom applications should be addressed:

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

- c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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				35,599,341.
Total			▶ 3a	35,599,341.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

FORM 990-PF	OTHER INCOME		STATEMENT	1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER INCOME	125,000.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	125,000.	0.		

FORM 990-PF	LEGAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL	57,398.	28,699.		46,023.	
TO FM 990-PF, PG 1, LN 16A	57,398.	28,699.		46,023.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	91,263.	45,632.		45,632.	
TO FORM 990-PF, PG 1, LN 16B	91,263.	45,632.		45,632.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING	38,006.	0.		38,006.	
TO FORM 990-PF, PG 1, LN 16C	38,006.	0.		38,006.	

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CURRENT TAX PROVISION	225,010.	0.		0.
CALIFORNIA TAXES	0.	0.		10.
FOREIGN TAXES FROM PARTNERSHIPS	0.	36,189.		0.
TO FORM 990-PF, PG 1, LN 18	225,010.	36,189.		10.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE AND DELIVERY	142.	0.		142.
MEMEBERSHIPS	10,500.	0.		10,500.
OFFICE SUPPLIES	994.	0.		994.
SUBSCRIPTIONS	965.	0.		965.
TELEPHONE	6,165.	0.		6,165.
INTERNET HOSTING	1,518.	0.		1,518.
INSURANCE	22,786.	11,393.		11,393.
MISCELLANEOUS	4,420.	0.		4,421.
BANK SERVICE CHARGES	140.	0.		140.
INVESTMENT MANAGEMENT FEES	13,757.	0.		13,757.
PORTFOLIO DEDUCTIONS FROM PARTNERSHIPS	0.	1,966,202.		0.
CONTRIBUTIONS FROM PARTNERSHIPS	0.	307.		0.
TO FORM 990-PF, PG 1, LN 23	61,387.	1,977,902.		49,995.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN LIMITED PARTNERSHIPS	COST	124,166,070.	124,166,070.
TOTAL TO FORM 990-PF, PART II, LINE 13		124,166,070.	124,166,070.

Tomkat Charitable Trust

EIN #38-6866542

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

Expenditure Responsibility Statement
For the Year 2013

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: \$400,000 given in 2013; of which \$400,000 was paid in 2013.
- (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
Attachment for Form 990PF
Part VII-A Question 11

EIN #38-6866542

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	248,750
Brightpath Capital Partners, LP One Kaiser Plaza, Suite 650 Oakland CA 94612	38-6866542	Distribution	(2,724,709)
Brightpath Capital Partners, LP One Kaiser Plaza, Suite 650 Oakland CA 94612	38-6866542	Contribution	995,000
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	1,990,000
Brightpath Capital Partners, LP One Kaiser Plaza, Suite 650 Oakland CA 94612	38-6866542	Distribution	(600,000)
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	248,750
Brightpath Capital Partners, LP One Kaiser Plaza, Suite 650 Oakland CA 94612	38-6866542	Contribution	95,917
Brightpath Capital Partners, LP One Kaiser Plaza, Suite 650 Oakland CA 94612	38-6866542	Contribution	995,000
			1,746,208

TOMKAT CHARITABLE TRUST
ATTACHMENT A
990-PF 2013

	Status Code	Charitable Purpose	Paid Amount
Aspen Global Change Institute 104 Midland Ave Unit 205 Basalt, CO 81621	PC	Support for the Energy Policy Project	250,000 00
		General operating support	500,000 00
		General operating support	250,000 00
Total Aspen Global Change Institute			<u>1,000,000 00</u>
CA League of Voters Education 350 Frank H Ogawa Plaza #1100, Oakland, CA 94612	PC	Strategic climate change Initiative at CLCV Educ Fund	500,000 00
Total CA League of Voters Education			<u>500,000 00</u>
California Academy of Sciences 55 Musk Concourse Drive, Golden Gate Park, San Francisco, CA 94118	PC	Campaign for the New Cal Academy	200,000 00
Total California Academy of Sciences			<u>200,000 00</u>
Center for American Progress 1333 H Street, NW, 10th Floor, Washington DC 20005	PC	General Operating Support	800,000 00
		General Operating Support	1,000,000 00
		Climate Progress Project	500,000 00
Total Center for American Progress			<u>2,300,000 00</u>
Center for EcoLiteracy 2150 Allston Way, Suite 270, Berkeley, CA 94704 1377	PC	2013 TomKat suite of programs	600,000 00
Total Center for EcoLiteracy			<u>600,000 00</u>
Center for Food Safety 660 Pennsylvania Ave SE, Ste 302, Washington DC 20003	PC	general operating support	75,000 00
Total Center for Food Safety			<u>75,000 00</u>
Center for Responsible Lending 302 West Main Street Durham NC 27701	SO I	general operating support	50,000 00
Total Center for Responsible Lending			<u>50,000 00</u>
City Slicker Farms 1625 16th St, Oakland, CA 94607	PC	Capital campaign for Urban Farm and Park	25,000 00
Total City Slicker Farms			<u>25,000 00</u>
Common Sense Media 650 Townsend Suite 375, San Francisco, CA 94103	PC	General operating support	450,000 00
Total Common Sense Media			<u>450,000 00</u>
Ecotrust 721 NW 9th Ave Ste 200, Portland, OR 97209 3448	PC	Support for Taking the Resilience Project Goal	50,000 00
		Support for Taking the Resilience Project Global	300,000 00
Total Ecotrust			<u>350,000 00</u>
Environmental Defense Fund 257 Park Avenue South, New York NY 10010	PC	Study methane leakage across the NG supply chain	1,000,000 00
Total Environmental Defense Fund			<u>1,000,000 00</u>
Focus the Nation 220 N Broadway, Suite 212, Portland, OR 97227	PC	General Operating Support	20,000 00
Total Focus the Nation			<u>20,000 00</u>
FoodCorps 281 Park Avenue South New York, NY 10010	PC	healthy food education program for kids	125,000 00
Total FoodCorps			<u>125,000 00</u>
Good Samaritan Family Resource Center 1294 Potrero Ave San Francisco, CA 94110	PC	hiring of a Development Director and Development Assistant	110,000 00
Total Good Samaritan Family Resource Center			<u>110,000 00</u>
Green America 1612 K St NW, Ste 600, Washington DC 20006	PC	banking/credit card awareness campaign	50,500 00
Total Green America			<u>50,500 00</u>
Harvard University Cambridge MA 02138	PC	TomKat Innovation Fund at SEAS	400,000 00
Total Harvard University			<u>400,000 00</u>
Inner City Advisors 283 4th St Ste 101, Oakland, CA 94607	PC	general operating support	100,000 00
Total Inner City Advisors			<u>100,000 00</u>
Inquiring Systems P O Box 2037, Sonoma, CA 95476	PC	Fiscal Agent for CoFed Strategic Planning	25,000 00
Total Inquiring Systems			<u>25,000 00</u>

	Status Code	Charitable Purpose	Paid Amount
Natural Resources Defense Council 40 West 20th Street, New York NY 10011 4211 Total Natural Resources Defense Council	PC	Create Carbon pollution standards	1,000,000 00 <u>1,000,000 00</u>
Northern California Grantmakers 625 Market Street, 3rd Floor, San Francisco, CA 94105 Total Northern California Grantmakers	PC	Dues In excess of \$500 treated as a grant per NCG Invoice	12,000 00 <u>12,000 00</u>
Oakland Schools Foundation P O Box 27148, Oakland, CA 94602 Total Oakland Schools Foundation	PC	Fiscal Agent for OUSD - Chief of Staff Position	120,000 00 <u>120,000 00</u>
One Pacific Coast Foundation 1438 WEBSTER ST STE 101, Oakland, CA 94612 3229 Total One Pacific Coast Foundation	SO I	unrestricted funding unrestricted funding	3,000,000 00 8,500,000 00 <u>11,500,000 00</u>
PRBO Conservation Science 3820 Cypress Dr #11, Petaluma, CA 94954 Total PRBO Conservation Science	PC	TomKat Ranch Field site	305,089 00 <u>305,089 00</u>
ProPublica One Exchange Plaza 23rd Fl, New York, NY 10006 Total ProPublica	PC	general operations support	200,000 00 <u>200,000 00</u>
Sierra Club 85 2ND ST FL 2, San Francisco, CA 94105-3456 Total Sierra Club	PC	Beyond Fuel Campaign	1,000,000 00 <u>1,000,000 00</u>
SPUR 654 Mission St, San Francisco CA 94105-4015 Total SPUR	PC	support mor food orgs in SF and increased access to healthy food	25,000 00 <u>25,000 00</u>
Sustainability Accounting Standards Board 75 Broadway, San Francisco, CA 94111 Total Sustainability Accounting Standards Board	PC	General Operating Support	1,000,000 00 <u>1,000,000 00</u>
Sustainable Conservation 98 Battery Street, Suite 302, San Francisco, CA 94111 Total Sustainable Conservation	PC	General Operating Support	100,000 00 <u>100,000 00</u>
Sustainable Food Alliance 1000 N West St Ste 1200, Wilmington, DE 19801 Total Sustainable Food Alliance	PC	general support and GMO Support	200,000 00 <u>200,000 00</u>
TCNG 351 California Street, San Francisco CA 94104 Total TCNG	PC	Stem Report	500,000 00 <u>500,000 00</u>
The Energy Foundation 301 Battery St Fl 5, San Francisco CA 94111 Total The Energy Foundation	PC	Program priorities	300,000 00 <u>300,000 00</u>
The Exploratorium Piers 15/17, San Francisco, CA 94111 1456 Total The Exploratorium	PC	Campaign for the New Exploratorium	200,000 00 <u>200,000 00</u>
The Land Institute 2440 East Water Well Road, Salina KS 67401 9051 Total The Land Institute	PC	general operating support	100,000 00 <u>100,000 00</u>
TomKat Ranch Educational Foundation Po Box 726, Pescadero, CA 94060 Total TomKat Ranch Educational Foundation	POF	General Operating Support	400,000 00 <u>400,000 00</u>
Trust for Conservation Innovation 150 Post Street, Suite 342, San Francisco CA 94108 Total Trust for Conservation Innovation	PC	support Food Commons	50,000 00 <u>50,000 00</u>

	Status Code	Charitable Purpose	Paid Amount
UC Davis Foundation	PC		
1460 Drew Avenue, Davis, CA 95618		Endow a Professorsip In Agroecology	200,000.00
Total UC Davis Foundation			<u>200,000.00</u>
WAGES	PC		
1904 Franklin Street Ste #801, Oakland, CA 94612		to develop specialty food cooperatie with La Codna	25,000.00
Total WAGES			<u>25,000.00</u>
Yale University	PC		
P O Box 2038, New Haven, CT 06521 203		Establish the Yale Energy Science Institute	9,000,000.00
		Establish the Yale Energy Science Institute	1,981,752.00
Total Yale University			<u>10,981,752.00</u>
TOTAL			<u><u>35,599,341.00</u></u>

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- 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.

	Enter filer's identifying number	
Type or print	Name of exempt organization or other filer, see instructions. TOMKAT CHARITABLE TRUST	Employer identification number (EIN) or 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)
	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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

THE FOUNDATION

• 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, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2013** 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	290,926.
b If this application is for Forms 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	\$	190,926.
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	\$	100,000.

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