

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

**2014**

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/form990pf](http://www.irs.gov/form990pf).**

Open to Public Inspection

**For calendar year 2014 or tax year beginning** July 1, 2014, **and ending** June 30, 2015

|  |   |   |
|--|---|---|
| Name of foundation<br><b>Wakerly Family Foundation</b>   |   | <b>A</b> Employer identification number<br><b>77-0441943</b>  |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>373 Foxborough Drive</b>   | Room/suite  | <b>B</b> Telephone number (see instructions)<br><b>650-968-9057</b>   |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>Mountain View, CA 94041</b>   |   | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>   |
| <b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |   | <b>D</b> 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| <b>H</b> Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation  |   | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>  |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>6,559,573</b>  | <b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>   |

| <b>Part I Analysis of Revenue and Expenses</b> (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) |
|--|---|------------------------------------|---------------------------|-------------------------|---|
| <b>Revenue</b>   | <b>1</b> Contributions, gifts, grants, etc., received (attach schedule)                           | 91,140                             |                           |                         |   |
|  | <b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B |                                    |                           |                         |   |
|  | <b>3</b> Interest on savings and temporary cash investments                                       | 19,453                             | 19,453                    |                         |   |
|  | <b>4</b> Dividends and interest from securities   | 50,351                             | 50,351                    |                         |   |
|  | <b>5a</b> Gross rents   |                                    |                           |                         |   |
|  | <b>b</b> Net rental income or (loss)  |                                    |                           |                         |   |
|  | <b>6a</b> Net gain or (loss) from sale of assets not on line 10                                   | (57,141)                           |                           |                         |   |
|  | <b>b</b> Gross sales price for all assets on line 6a <b>133,455</b>                               |                                    |                           |                         |   |
|  | <b>7</b> Capital gain net income (from Part IV, line 2)   |                                    | 0                         |                         |   |
|  | <b>8</b> Net short-term capital gain  |                                    |                           |                         |   |
|  | <b>9</b> Income modifications   |                                    |                           |                         |   |
|  | <b>10a</b> Gross sales less returns and allowances  |                                    |                           |                         |   |
| <b>b</b> Less: Cost of goods sold  |   |                                    |                           |                         |   |
| <b>c</b> Gross profit or (loss) (attach schedule)  |   |                                    |                           |                         |   |
| <b>11</b> Other income (attach schedule)   |   |                                    |                           |                         |   |
| <b>12 Total.</b> Add lines 1 through 11  | 103,803   | 69,804                             |                           |                         |   |
| <b>Operating and Administrative Expenses</b>   | <b>13</b> Compensation of officers, directors, trustees, etc.                                     |                                    |                           |                         |   |
|  | <b>14</b> Other employee salaries and wages   |                                    |                           |                         |   |
|  | <b>15</b> Pension plans, employee benefits  |                                    |                           |                         |   |
|  | <b>16a</b> Legal fees (attach schedule)   |                                    |                           |                         |   |
|  | <b>b</b> Accounting fees (attach schedule)  |                                    |                           |                         |   |
|  | <b>c</b> Other professional fees (attach schedule)  | 83                                 | 83                        |                         |   |
|  | <b>17</b> Interest  |                                    |                           |                         |   |
|  | <b>18</b> Taxes (attach schedule) (see instructions)  | 1,170                              | 1,170                     |                         |   |
|  | <b>19</b> Depreciation (attach schedule) and depletion  |                                    |                           |                         |   |
|  | <b>20</b> Occupancy   |                                    |                           |                         |   |
|  | <b>21</b> Travel, conferences, and meetings   |                                    |                           |                         |   |
|  | <b>22</b> Printing and publications   |                                    |                           |                         |   |
|  | <b>23</b> Other expenses (attach schedule)  | 10,353                             | 10,353                    |                         |   |
|  | <b>24 Total operating and administrative expenses.</b> Add lines 13 through 23                    | 11,606                             | 11,606                    |                         | 0   |
|  | <b>25</b> Contributions, gifts, grants paid   | 160,000                            |                           |                         | 160,000   |
| <b>26 Total expenses and disbursements.</b> Add lines 24 and 25  | 171,606   | 11,606                             |                           | 160,000                 |   |
| <b>27</b> Subtract line 26 from line 12:   |   |                                    |                           |                         |   |
| <b>a Excess of revenue over expenses and disbursements</b>   | (67,803)  |                                    |                           |                         |   |
| <b>b Net investment income</b> (if negative, enter -0-)  |   | 58,198                             |                           |                         |   |
| <b>c Adjusted net income</b> (if negative, enter -0-)  |   |                                    |                           |                         |   |

| <b>Part II Balance Sheets</b>      |  | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)              |   |           |           |
|------------------------------------|--|---|---|-----------|-----------|
|                                    |  | Beginning of year<br>(a) Book Value   | End of year<br>(b) Book Value (c) Fair Market Value |           |           |
| <b>Assets</b>                      | 1  | Cash—non-interest-bearing . . . . .   |   |           |           |
|                                    | 2  | Savings and temporary cash investments . . . . .  | 3,375,987   | 3,776,190 | 3,776,190 |
|                                    | 3  | Accounts receivable ▶<br>Less: allowance for doubtful accounts ▶  |   |           |           |
|                                    | 4  | Pledges receivable ▶<br>Less: allowance for doubtful accounts ▶   |   |           |           |
|                                    | 5  | Grants receivable . . . . .   |   |           |           |
|                                    | 6  | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . . |   |           |           |
|                                    | 7  | Other notes and loans receivable (attach schedule) ▶<br>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)   | 506,502   | 297,750   | 297,750   |
|                                    | b  | Investments—corporate stock (attach schedule) . . . . .   | 1,975,219   | 1,772,950 | 1,772,950 |
|                                    | c  | Investments—corporate bonds (attach schedule) . . . . .   | 220,508   |           |           |
|                                    | 11   | Investments—land, buildings, and equipment: basis ▶<br>Less: accumulated depreciation (attach schedule) ▶                         |   |           |           |
|                                    | 12   | Investments—mortgage loans . . . . .  | 300,000   | 200,000   | 200,000   |
|                                    | 13   | Investments—other (attach schedule) . . . . .   | 661,175   | 512,683   | 512,683   |
|                                    | 14   | Land, buildings, and equipment: basis ▶<br>Less: accumulated depreciation (attach schedule) ▶                                     |   |           |           |
| 15                                 | Other assets (describe ▶ )   |   |   |           |           |
| 16                                 | <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .                       | 7,039,391   | 6,559,573   | 6,559,573 |           |
| <b>Liabilities</b>                 | 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   | <b>Total liabilities</b> (add lines 17 through 22) . . . . .  | 0   | 0         |           |
| <b>Net Assets or Fund Balances</b> | <b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input type="checkbox"/> |   |   |           |           |
|                                    | 24   | Unrestricted . . . . .  |   |           |           |
|                                    | 25   | Temporarily restricted . . . . .  |   |           |           |
|                                    | 26   | Permanently restricted . . . . .  |   |           |           |
|                                    | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>   |   |   |           |           |
|                                    | 27   | Capital stock, trust principal, or current funds . . . . .  | 7,039,391   | 6,559,573 |           |
|                                    | 28   | Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .  | 0   | 0         |           |
| 29                                 | Retained earnings, accumulated income, endowment, or other funds . . . . .   | 0   | 0   |           |           |
| 30                                 | <b>Total net assets or fund balances</b> (see instructions) . . . . .  | 7,039,391   | 6,559,573   |           |           |
| 31                                 | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .   | 7,039,391   | 6,559,573   |           |           |

| <b>Part III Analysis of Changes in Net Assets or Fund Balances</b> |  |   |                  |
|--|--|---|------------------|
| 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 | 7,039,391        |
| 2  | Enter amount from Part I, line 27a . . . . .   | 2 | (67,803)         |
| 3  | Other increases not included in line 2 (itemize) ▶ <u>change in unrealized capital gains</u> . . . . .   | 3 | (412,015)        |
| 4  | Add lines 1, 2, and 3 . . . . .  | 4 | 6,559,573        |
| 5  | Decreases not included in line 2 (itemize) ▶ . . . . .   | 5 | 0                |
| 6  | <b>Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .</b>   | 6 | <b>6,559,573</b> |

**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<br>P—Purchase<br>D—Donation    | (c) Date acquired<br>(mo., day, yr.)         | (d) Date sold<br>(mo., day, yr.)  |
|--|--|---|--|---|
| <b>1a</b>  | 800 sh RWX   | P   | 11/30/10                                     | 7/29/14   |
| <b>b</b>   | 600 sh VTI   | P   | 3/3/09                                       | 5/18/15   |
| <b>c</b>   | 1500 sh GDOT   | D   | 2/27/03                                      | 6/23/15   |
| <b>d</b>   | MEIH13 partners share  | P   | 12/15/12                                     | 12/30/14  |
| <b>e</b>   | Capital gains distributions  | P   | various                                      | various   |
| (e) Gross sales price  | (f) Depreciation allowed<br>(or allowable)   | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |   |
| <b>a</b> 35,783  |  | 28,790  | 6,993  |   |
| <b>b</b> 66,093  |  | 22,101  | 43,992                                       |   |
| <b>c</b> 31,251  |  | 31,140  | 111  |   |
| <b>d</b> 0   |  | 108,565   | (108,565)                                    |   |
| <b>e</b> 328   |  | 0   | 328  |   |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69  |  |   |  | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
| (i) F.M.V. as of 12/31/69  | (j) Adjusted basis<br>as of 12/31/69   | (k) Excess of col. (i)<br>over col. (j), if any |  |   |
| <b>a</b>   |  |   |  | 6,993   |
| <b>b</b>   |  |   |  | 43,992  |
| <b>c</b>   |  |   |  | 111   |
| <b>d</b>   |  |   |  | (108,565)   |
| <b>e</b>   |  |   |  | 328   |
| <b>2</b>   | Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$      | <b>2</b>  | (57,141)                                     |   |
| <b>3</b>   | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in<br>Part I, line 8 | <b>3</b>  | (57,413)                                     |   |

**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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions   | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|--|--|--|---|
| 2013   | 314,873  | 6,778,551                                    | 0.046451  |
| 2012   | 484,650  | 6,874,708                                    | 0.070499  |
| 2011   | 268,000  | 6,743,969                                    | 0.039739  |
| 2010   | 201,048  | 6,024,671                                    | 0.033371  |
| 2009   | 138,000  | 5,513,199                                    | 0.025031  |
| <b>2</b>   | Total of line 1, column (d)  | <b>2</b>                                     | 0.215091  |
| <b>3</b>   | 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   | <b>3</b>                                     | 0.043018  |
| <b>4</b>   | Enter the net value of noncharitable-use assets for 2014 from Part X, line 5   | <b>4</b>                                     | 6,623,644   |
| <b>5</b>   | Multiply line 4 by line 3  | <b>5</b>                                     | 284,936   |
| <b>6</b>   | Enter 1% of net investment income (1% of Part I, line 27b)   | <b>6</b>                                     | 582   |
| <b>7</b>   | Add lines 5 and 6  | <b>7</b>                                     | 285,518   |
| <b>8</b>   | Enter qualifying distributions from Part XII, line 4<br>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. | <b>8</b>                                     | 360,000   |

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

|           |  |           |       |
|-----------|--|-----------|-------|
| <b>1a</b> | 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>b</b>  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b  | <b>1</b>  | 582   |
| <b>c</b>  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).   |           |       |
| <b>2</b>  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  | <b>2</b>  | 0     |
| <b>3</b>  | Add lines 1 and 2  | <b>3</b>  | 582   |
| <b>4</b>  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  | <b>4</b>  |       |
| <b>5</b>  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-   | <b>5</b>  | 582   |
| <b>6</b>  | Credits/Payments:  |           |       |
| <b>a</b>  | 2014 estimated tax payments and 2013 overpayment credited to 2014  | <b>6a</b> | 1,000 |
| <b>b</b>  | Exempt foreign organizations—tax withheld at source  | <b>6b</b> |       |
| <b>c</b>  | Tax paid with application for extension of time to file (Form 8868)  | <b>6c</b> |       |
| <b>d</b>  | Backup withholding erroneously withheld  | <b>6d</b> |       |
| <b>7</b>  | Total credits and payments. Add lines 6a through 6d  | <b>7</b>  | 1,000 |
| <b>8</b>  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached   | <b>8</b>  |       |
| <b>9</b>  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>  | <b>9</b>  | 0     |
| <b>10</b> | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>  | <b>10</b> | 418   |
| <b>11</b> | Enter the amount of line 10 to be: <b>Credited to 2015 estimated tax</b> <b>400</b> <b>Refunded</b> <b>18</b>  | <b>11</b> | 18    |

**Part VII-A Statements Regarding Activities**

|  | Yes | No |
|--|-----|----|
| <b>1a</b>  |     | ✓  |
| <b>1b</b>  |     | ✓  |
| <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> |     |    |
| <b>1c</b>  |     | ✓  |
| <b>2</b>   |     | ✓  |
| <b>3</b>   |     | ✓  |
| <b>4a</b>  |     | ✓  |
| <b>4b</b>  |     | ✓  |
| <b>5</b>   |     | ✓  |
| <b>6</b>   | ✓   |    |
| <b>7</b>   | ✓   |    |
| <b>8a</b>  |     |    |
| <b>8b</b>  | ✓   |    |
| <b>9</b>   |     | ✓  |
| <b>10</b>  |     | ✓  |

**Part VII-A Statements Regarding Activities (continued)**

|           |  |  |     |         |
|-----------|--|--|-----|---------|
| <b>11</b> | 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)  |  |     | ✓       |
| <b>12</b> | 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)   |  |     | ✓       |
| <b>13</b> | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ▶ <u>www.wakerly.org/WFF</u>  |  | ✓   |         |
| <b>14</b> | The books are in care of ▶ <u>John Wakerly</u> Telephone no. ▶ <u>650-968-9057</u><br>Located at ▶ <u>c/o 373 Foxborough Dr., Mountain View, CA</u> ZIP+4 ▶ <u>94041-1667</u>  |  |     |         |
| <b>15</b> | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . . ▶ <input type="checkbox"/><br>and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <u>15</u>   |  |     |         |
| <b>16</b> | At any time during calendar year 2014, 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?<br>See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶ |  | Yes | No<br>✓ |

**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 |
|-----------|--|-----|----|
| <b>1a</b> | 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? ( <b>Exception.</b> 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>1b</b> | If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . ▶ <input type="checkbox"/><br>Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>  |     |    |
| <b>1c</b> | 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 2014?  |     | ✓  |
| <b>2</b>  | 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)):   |     |    |
| <b>a</b>  | At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ▶ 20____, 20____, 20____, 20____   |     |    |
| <b>b</b>  | Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions.) . . . . .  |     |    |
| <b>2b</b> | If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.<br>▶ 20____, 20____, 20____, 20____  |     |    |
| <b>3a</b> | 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>b</b>  | If "Yes," did it have excess business holdings in 2014 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 2014.</i> ) . . . . . |     |    |
| <b>3b</b> |  |     |    |
| <b>4a</b> | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  |     | ✓  |
| <b>b</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 2014?  |     | ✓  |
| <b>4b</b> |  |     |    |

**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 4945(d)(4)(A)? (see instructions)  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No
- b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
*If "Yes," attach the statement required by Regulations section 53.4945–5(d).*
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
*If "Yes" to 6b, file Form 8870.*
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

|           |  |   |
|-----------|--|---|
|           |  |   |
| <b>5b</b> |  |   |
| <b>6b</b> |  | ✓ |
| <b>7b</b> |  |   |

**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 |
|--|---|---|---|---------------------------------------|
| John F. Wakerly<br>c/o 373 Foxborough Dr., Mtn. View, CA 94041                                     | Pres., Chair, 2.5hr                                       | -0-                                       | -0-   | -0-                                   |
| Regina M. Rich<br>c/o 373 Foxborough Dr., Mtn. View, CA 94041                                      | VP, Secy., 1.0hr  | -0-                                       | -0-   | -0-                                   |
| Ralph T. Wakerly<br>c/o 373 Foxborough Dr., Mtn. View, CA 94041                                    | Treas., 1.5hr   | -0-                                       | -0-   | -0-                                   |
| Michael J. Wakerly, Susanne D. Robertson, Marie Hoy<br>c/o 373 Foxborough Dr., Mtn. View, CA 94041 | Director, 0.75hr  | -0-                                       | -0-   | -0-                                   |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| 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)*

| <b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."</b> |                     |                  |
|---|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000   | (b) Type of service | (c) Compensation |
| NONE  |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
| <b>Total number of others receiving over \$50,000 for professional services</b>   |                     | ▶                |

**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 |
|--|----------|
| <b>1 NONE</b>  |          |
|  |          |
| <b>2</b>   |          |
|  |          |
| <b>3</b>   |          |
|  |          |
| <b>4</b>   |          |
|  |          |

**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         |
|--|----------------|
| <b>1 Zero-interest mortgage loan for Bear Necessities' headquarters office in Chicago, IL. The office provides space for Bear to carry out their charitable purpose. The loan's existence is also being used to attract Bear's donors to pledge new funds to pay off the loan by the end of its 3-year term.</b> | <b>200,000</b> |
| <b>2</b>   |                |
|  |                |
| All other program-related investments. See instructions.   |                |
| <b>3</b>   |                |
|  |                |
| <b>Total. Add lines 1 through 3</b>  | <b>200,000</b> |

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

|          |   |           |           |
|----------|---|-----------|-----------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |           |
| <b>a</b> | Average monthly fair market value of securities   | <b>1a</b> | 2,206,667 |
| <b>b</b> | Average of monthly cash balances  | <b>1b</b> | 3,664,249 |
| <b>c</b> | Fair market value of all other assets (see instructions)  | <b>1c</b> | 853,596   |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)   | <b>1d</b> | 6,724,512 |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |           |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets  | <b>2</b>  |           |
| <b>3</b> | Subtract line 2 from line 1d  | <b>3</b>  | 6,724,512 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)  | <b>4</b>  | 100,868   |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 6,623,644 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5  | <b>6</b>  | 331,182   |

**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.)

|           |   |           |         |
|-----------|---|-----------|---------|
| <b>1</b>  | Minimum investment return from Part X, line 6   | <b>1</b>  | 331,182 |
| <b>2a</b> | Tax on investment income for 2014 from Part VI, line 5  | <b>2a</b> | 582     |
| <b>b</b>  | Income tax for 2014. (This does not include the tax from Part VI.)  | <b>2b</b> |         |
| <b>c</b>  | Add lines 2a and 2b   | <b>2c</b> | 582     |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 330,600 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions   | <b>4</b>  |         |
| <b>5</b>  | Add lines 3 and 4   | <b>5</b>  | 330,600 |
| <b>6</b>  | Deduction from distributable amount (see instructions)  | <b>6</b>  |         |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 330,600 |

**Part XII Qualifying Distributions** (see instructions)

|          |  |           |         |
|----------|--|-----------|---------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:   |           |         |
| <b>a</b> | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26  | <b>1a</b> | 160,000 |
| <b>b</b> | Program-related investments—total from Part IX-B   | <b>1b</b> | 200,000 |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  | <b>2</b>  |         |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:   |           |         |
| <b>a</b> | Suitability test (prior IRS approval required)   | <b>3a</b> |         |
| <b>b</b> | Cash distribution test (attach the required schedule)  | <b>3b</b> |         |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | 360,000 |
| <b>5</b> | 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) | <b>5</b>  | 582     |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4  | <b>6</b>  | 359,418 |

**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)<br>Corpus | (b)<br>Years prior to 2013 | (c)<br>2013    | (d)<br>2014    |
|---|---------------|----------------------------|----------------|----------------|
| <b>1</b> Distributable amount for 2014 from Part XI, line 7 . . . . .   |               |                            |                | <b>330,600</b> |
| <b>2</b> Undistributed income, if any, as of the end of 2014:   |               |                            |                |                |
| <b>a</b> Enter amount for 2013 only . . . . .   |               |                            | <b>204,260</b> |                |
| <b>b</b> Total for prior years: 20____, 20____, 20____  |               | <b>0</b>                   |                |                |
| <b>3</b> Excess distributions carryover, if any, to 2014:   |               |                            |                |                |
| <b>a</b> From 2009 . . . . .  |               |                            |                |                |
| <b>b</b> From 2010 . . . . .  |               |                            |                |                |
| <b>c</b> From 2011 . . . . .  |               |                            |                |                |
| <b>d</b> From 2012 . . . . .  |               |                            |                |                |
| <b>e</b> From 2013 . . . . .  |               |                            |                |                |
| <b>f</b> <b>Total</b> of lines 3a through e   | <b>0</b>      |                            |                |                |
| <b>4</b> Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ <u>360,000</u>   |               |                            |                |                |
| <b>a</b> Applied to 2013, but not more than line 2a . . . . .   |               |                            | <b>204,260</b> |                |
| <b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .  |               | <b>0</b>                   |                |                |
| <b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .  | <b>0</b>      |                            |                |                |
| <b>d</b> Applied to 2014 distributable amount . . . . .   |               |                            |                | <b>155,740</b> |
| <b>e</b> Remaining amount distributed out of corpus . . . . .   | <b>0</b>      |                            |                |                |
| <b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)  |               |                            |                |                |
| <b>6</b> Enter the net total of each column as indicated below:   |               |                            |                |                |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5  | <b>0</b>      |                            |                |                |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .   |               | <b>0</b>                   |                |                |
| <b>c</b> 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 . . . . . |               |                            | <b>0</b>       |                |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .   |               | <b>0</b>                   |                |                |
| <b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .  |               |                            | <b>0</b>       |                |
| <b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 . . . . .  |               |                            |                | <b>174,860</b> |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions) . . . . .         | <b>0</b>      |                            |                |                |
| <b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .  | <b>0</b>      |                            |                |                |
| <b>9</b> <b>Excess distributions carryover to 2015.</b> Subtract lines 7 and 8 from line 6a . . . . .   | <b>0</b>      |                            |                |                |
| <b>10</b> Analysis of line 9:   |               |                            |                |                |
| <b>a</b> Excess from 2010 . . . . .   |               |                            |                |                |
| <b>b</b> Excess from 2011 . . . . .   |               |                            |                |                |
| <b>c</b> Excess from 2012 . . . . .   |               |                            |                |                |
| <b>d</b> Excess from 2013 . . . . .   |               |                            |                |                |
| <b>e</b> Excess from 2014 . . . . .   |               |                            |                |                |

**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 2014, 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 |          |          |          | (e) Total |
|--|----------|----------|----------|----------|-----------|
|  | (a) 2014 | (b) 2013 | (c) 2012 | (d) 2011 |           |
| <b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .                      |          |          |          |          |           |
| <b>b</b> 85% of line 2a . . . . .  |          |          |          |          |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .   |          |          |          |          |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .   |          |          |          |          |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .                                   |          |          |          |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon:  |          |          |          |          |           |
| <b>a</b> "Assets" alternative test—enter:  |          |          |          |          |           |
| <b>(1)</b> Value of all assets . . . . .   |          |          |          |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .   |          |          |          |          |           |
| <b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .                                |          |          |          |          |           |
| <b>c</b> "Support" alternative test—enter:   |          |          |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . . |          |          |          |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .                                      |          |          |          |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization . . . . .   |          |          |          |          |           |
| <b>(4)</b> 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).)

John F. Wakerly

- 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:

**See Statement #7**

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

**See Statement #7**

- c** Any submission deadlines:

**See Statement #7**

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

**See Statement #7**

**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)         |   |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>        |   |                                |                                  |         |
| See Statement #8                            |   |                                | All 501(c) public charities      | 160,000 |
| <b>Total</b>                                |   |                                | ▶ <b>3a</b>                      | 160,000 |
| <b>b</b> <i>Approved for future payment</i> |   |                                |                                  |         |
| <b>Total</b>                                |   |                                | ▶ <b>3b</b>                      | 0       |





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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No. 1545-0047

**2014**

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

Wakerly Family Foundation

Employer identification number

77-0441943

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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<br>Wakerly Family Foundation | Employer identification number<br>77-0441943 |
|---|--|

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

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4  | (c)<br>Total contributions | (d)<br>Type of contribution  |
|------------|--|----------------------------|--|
| 1          | John F. Wakerly<br>3064 Valcour Dr.<br>Glenview IL 60026<br>Foreign State or Province: _____<br>Foreign Country: _____ | \$ 91,140                  | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| -----      | _____<br>_____<br>Foreign State or Province: _____<br>Foreign Country: _____   | \$ -----                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                       |
| -----      | _____<br>_____<br>Foreign State or Province: _____<br>Foreign Country: _____   | \$ -----                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                       |
| -----      | _____<br>_____<br>Foreign State or Province: _____<br>Foreign Country: _____   | \$ -----                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                       |
| -----      | _____<br>_____<br>Foreign State or Province: _____<br>Foreign Country: _____   | \$ -----                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                       |
| -----      | _____<br>_____<br>Foreign State or Province: _____<br>Foreign Country: _____   | \$ -----                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                       |
| -----      | _____<br>_____<br>Foreign State or Province: _____<br>Foreign Country: _____   | \$ -----                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                       |

|   |  |
|---|--|
| Name of organization<br>Wakerly Family Foundation | Employer identification number<br>77-0441943 |
|---|--|

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

| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|---------------------------|--|--|----------------------|
| 1                         | 1500 sh GDOT<br>-----<br>-----<br>-----      | \$ 31,140                                      | 12/29/2014<br>-----  |
| -----                     | -----<br>-----<br>-----                      | \$ -----                                       | -----                |
| -----                     | -----<br>-----<br>-----                      | \$ -----                                       | -----                |
| -----                     | -----<br>-----<br>-----                      | \$ -----                                       | -----                |
| -----                     | -----<br>-----<br>-----                      | \$ -----                                       | -----                |
| -----                     | -----<br>-----<br>-----                      | \$ -----                                       | -----                |
| -----                     | -----<br>-----<br>-----                      | \$ -----                                       | -----                |

Wakerly Family Foundation  
 Form 990-PF Statement #1  
 July 1, 2014 -- June 30, 2015

| All securities are valued at June 30, 2015 market value                       | Amount    |
|---|-----------|
| Part I, line 1 -- Contributions -- see schedule B if nonzero                  | 91,410    |
| Part I, line 16c -- Professional fees -- see Statement #2 (expenses)          | 83        |
| Part I, line 18 -- Taxes -- see Statement #2 (expenses)                       | 1,170     |
| Part I, line 23 -- Other expenses -- see Statement #2 (expenses)              | 10,353    |
| Part II, line 2bc -- Savings (TOTAL)  | 3,776,190 |
| Fidelity x520 FMPXX   | 861,907   |
| Fidelity x520 FDRXX   | 76,209    |
| Fidelity x160 FMPXX   | 259,762   |
| Fidelity x160 FDRXX   | 2         |
| Fidelity x520 brokered CDs  | 1,200,000 |
| Vanguard xxx905 VMMXX   | 396,185   |
| PrivateBank CD  | 242,142   |
| Synchrony CD  | 250,412   |
| BankofInternet CD   | 246,945   |
| CalFirst CD   | 242,626   |
| Part II, line 10bc -- Investments, government obligations (TOTAL)             | 297,750   |
| Fidelity x520 government bonds (see brokerage statement #3)                   | 297,750   |
| Vanguard xxx905 government bonds (see brokerage statement #4)                 | 0         |
| Part II, line 10bc -- Investments, corporate stock (TOTAL)                    | 1,772,950 |
| Fidelity x520 stocks (see brokerage statement #3)                             | 1,772,950 |
| Vanguard xxx905 stocks (see brokerage statement #4)                           | 0         |
| Part II, line 10bc -- Investments, corporate bonds (TOTAL)                    | 0         |
| Fidelity x520 corporate bonds (see brokerage statement #3)                    | 0         |
| Vanguard xxx905 corporate bonds (see brokerage statement #4)                  | 0         |
| Part II, line 12 -- Investments, mortgage loans (TOTAL)                       | 200,000   |
| Bear Necessities, due Sept. 17, 2015 (paid in full)                           | 0         |
| Bear Necessities, due June 22, 2018   | 200,000   |
| Part II, line 13 -- Investments, other (TOTAL)                                | 512,683   |
| Metropolitan Equity Investment Holdings 13, Limited Partnership               | 512,683   |
| Part II, line 16bc -- Total assets  | 6,559,573 |
| Part III, line 3 -- Other increases   |           |
| Increase (decrease) in unrealized capital gains in securities since 6/30/2014 | (412,260) |

Wakerly Family Foundation  
 Form 990-PF Statement #2 (Expenses)  
 July 1, 2014 -- June 30, 2015

| Date       | Ref    | Description   | Amount                 |
|------------|--------|---|------------------------|
| various    | Fid520 | Misc. brokerage fees<br>Total professional fees (line 16c)  | 83.00                  |
| 7/27/2014  | Visa   | Secretary of State -- Form SI-100                           | 20.00                  |
| 8/28/2014  | F1414  | Registry of Charitable Trusts -- Form RRF-1                 | 50.00                  |
| 8/28/2014  | F1415  | Franchise Tax Board -- Form 199                             | 10.00                  |
| 8/29/2014  | EFTPS  | 2013 990PF  | 27.46                  |
| 8/29/2014  | EFTPS  | 2014 Est. Tax   | 1,100.00               |
| 9/25/2014  | Fdep   | Countrywide settlement                                      | -12.60                 |
| 10/16/2014 | EFTPS  | 2014 Est. Tax   | 1,000.00               |
| 10/16/2014 | Fdep   | IRS refund check  | -1,025.13              |
| 11/17/2014 | Fdep   | IRS refund checks 6/13, 6/14                                | -74.87                 |
| n/a        | Fid520 | Foreign taxes<br>Total taxes (line 18)                      | 0.00<br>1,169.73       |
| 12/31/2014 | K-1    | MEIH13 portfolio expenses<br>Total other expenses (line 23) | 10,353.00<br>10,353.00 |



FIDELITY PRIVATE  
CLIENT GROUP SM

Envelope 136086252

WAKERLY FAMILY FOUNDATION  
ATTN JOHN FRANCIS WAKERLY  
373 FOXBOROUGH DR  
MOUNTAIN VIEW CA 94041-1667

2014 990-PF  
STATEMENT #3

\* GOVT. OBLIGATIONS  
\*\* CASH  
ALL OTHERS CORP. STOCK

Investment Report

June 1, 2015 - June 30, 2015

Online FAST(sm)-Automated Telephone  
Private Client Group  
Customer Service  
Fidelity.com  
800-544-5655  
800-544-5704  
800-544-6666

Fidelity Account sm 06520 WAKERLY FAMILY FOUNDATION

Account Summary

Beginning value as of Jun 1 \$2,968,158.77  
Additions 1,296,372.10  
Transaction costs, loads and fees -8.53  
Change in investment value -57,705.29  
Ending value as of Jun 30 \$4,206,817.05  
Accrued Interest (AI) \$336.67  
Change in AI from last statement \$336.67

Income Summary

This Period Year to Date  
Taxable Dividends \$5,029.41 \$15,313.60  
St cap gain 0.00 1.26  
Lt cap gain 0.00 272.02  
Total \$5,029.41 \$15,586.88

Realized Gain/Loss from Sales

This Period Year to Date  
Long-term gain \$30,009.69 \$74,001.32

Account trades from Jul 2014 - Jun 2015 15

Holdings (Symbol) as of June 30, 2015

| Stocks 50% of holdings                | Quantity  | Price per Unit | Total Cost Basis | Total Value June 1, 2015 | Total Value June 30, 2015 |
|---------------------------------------|-----------|----------------|------------------|--------------------------|---------------------------|
| ISHARES GOLD TRUST ISHARES            | 11000.000 | \$11.340       | \$130,246.85     | \$126,610.00             | \$124,740.00              |
| ISHARES TIPS BOND ETF (TIP)           | 1300.000  | 112.050        | 125,110.34       | 147,173.00               | 145,665.00                |
| MARKET VECTORS ETF TR GOLD MINERS ETF | 2100.000  | 17.760         | 78,525.80        | 41,118.00                | 37,296.00                 |



FIDELITY PRIVATE  
CLIENT GROUP S M

Investment Report

June 1, 2015 - June 30, 2015

Fidelity Account <sup>sm</sup> 6520 WAKERLY FAMILY FOUNDATION

| Holdings (Symbol) as of June 30, 2015  | Performance June 30, 2015 | Quantity June 30, 2015 | Price per Unit June 30, 2015 | Total Cost Basis | Total Value June 1, 2015 | Total Value June 30, 2015 |
|--|---------------------------|------------------------|------------------------------|------------------|--------------------------|---------------------------|
| MARKET VECTORS ETF TR AGRIBUSINESS ETF (MOO)   |                           | 2000.000               | 55.120                       | 92,731.16        | 113,960.00               | 110,240.00                |
| SPDR GOLD TR GOLD SHS (GLD)  |                           | 2000.000               | 112.370                      | 210,763.80       | 228,200.00               | 224,740.00                |
| SPDR INDEX SHS FDS S&P GLOBAL NAT RES ETF (GMR)  |                           | 2500.000               | 42.050                       | 134,756.60       | 112,775.00               | 105,125.00                |
| SPDR SER TR DB INTL GOVT INFLATION PROTECTED (WIP)   |                           | 1000.000               | 54.910                       | 53,760.66        | 55,070.00                | 54,910.00                 |
| SPDR SER TR DJ WILSHIRE REIT ETF (RWR)   |                           | 600.000                | 84.380                       | 21,339.80        | 53,382.00                | 50,628.00                 |
| SPDR SER TR S&P OIL & GAS EQUIP (XES)  |                           | 5000.000               | 26.060                       | 164,716.70       | 139,050.00               | 130,300.00                |
| TEMPLETON GLOBAL INCOME FD INC DELAWARE (GIM)  |                           | 21000.000              | 7.030                        | 191,653.65       | 152,670.00               | 147,630.00                |
| VANGUARD FTSE DEVELOPED MARKET ETF (VEA)   |                           | 2500.000               | 39.650                       | 71,900.90        | 103,375.00               | 99,125.00                 |
| VANGUARD INTL EQUITY INDEX FDS GLOBAL EX-US REAL ESTATE INDEX FD-ETF SHS (VNGI)                  |                           | 500.000                | 55.460                       | 29,347.95        | 28,875.00                | 27,730.00                 |
| VANGUARD INTL EQUITY INDEX FDS FTSE EMERGING MKTS ETF (VWO)                                      |                           | 2200.000               | 40.880                       | 85,051.85        | 93,148.00                | 89,936.00                 |
| VANGUARD INDEX FDS VANGUARD REIT ETF FORMERLY VANGUARD INDEX TR TO 09/24/01 REIT VIPER SHS (VNO) |                           | 500.000                | 74.690                       | 17,629.56        | 39,570.00                | 37,345.00                 |
| VANGUARD INDEX FDS VANGUARD SMALL CAP VALUE VIPERS FORMERLY VANGUARD INDEX TR (VBR)              |                           | 800.000                | 107.810                      | 40,129.95        | 87,568.00                | 86,248.00                 |
| VANGUARD INDEX FDS VANGUARD VALUE VIPERS FORMERLY VANGUARD INDEX TR (VTI)                        |                           | 3300.000               | 83.360                       | 141,306.85       | 283,024.50               | 275,088.00                |
| VANGUARD INDEX FDS VANGUARD TOTAL STK MKT ETF (VTI)  |                           | 700.000                | 107.020                      | 33,497.75        | 76,517.00                | 74,914.00                 |
| WISDOMTREE TR EMERGING MKTS ISIN #US97717W2816 SEDOL #B28VH85 (DGS)                              |                           | 3500.000               | 43.390                       | 163,088.40       | 159,285.00               | 151,865.00                |
| WISDOMTREE TR EMERGING MARKETS LOCAL DEBT FD (ELD)   |                           | 2500.000               | 38.870                       | 124,648.03       | 99,350.00                | 97,175.00                 |

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FIDELITY PRIVATE  
CLIENT GROUP S M

Investment Report

June 1, 2015 - June 30, 2015

| Fidelity Account S M                  | WAKERLY FAMILY FOUNDATION | Performance<br>June 30, 2015 | Quantity<br>June 30, 2015 | Price per Unit<br>June 30, 2015 | Total Cost Basis | Total Value<br>June 1, 2015 | Total Value<br>June 30, 2015 |
|---------------------------------------|---------------------------|------------------------------|---------------------------|---------------------------------|------------------|-----------------------------|------------------------------|
| Holdings (Symbol) as of June 30, 2015 | 6520                      |                              |                           |                                 | 1,910,206.60     |                             | 2,070,700.00                 |
| Subtotal of Stocks                    |                           |                              |                           |                                 |                  |                             |                              |

**Mutual Funds 20% of holdings**

|                                     |                    |             |       |                |            |            |
|-------------------------------------|--------------------|-------------|-------|----------------|------------|------------|
| FIDELITY INSTL MMKT PORT CL (FMPXX) | 7-day Yield: 0.10% | 861,907.350 | 1.000 | not applicable | 805,463.03 | 861,907.35 |
| EAI: \$652.11, EY: 0.06%            |                    |             |       |                |            |            |
| Subtotal of Mutual Funds            |                    |             |       |                |            | 861,907.35 |

**Other 28% of holdings**

|                         |             |       |             |            |
|-------------------------|-------------|-------|-------------|------------|
| ALLY BK MIDVALE UTAH CD | 240,000.000 | 0.993 | 240,000.00B | 238,360.80 |
| 1.450000% 06/11/2018    |             |       |             |            |
| FIXED COUPON            |             |       |             |            |
| CTF DEP FDIC INSURED    |             |       |             |            |
| SEMIANNUALLY            |             |       |             |            |
| AI: \$190.88            |             |       |             |            |
| EAI: \$3,489.54         |             |       |             |            |
| CUSIP: 02006LRJ4        |             |       |             |            |
| AMERICAN EXPRESS CENTRN | 240,000.000 | 0.998 | 240,000.00B | 239,606.40 |
| 1.050000% 06/12/2017    |             |       |             |            |
| FIXED COUPON            |             |       |             |            |
| CTF DEP FDIC INSURED    |             |       |             |            |
| SEMIANNUALLY            |             |       |             |            |
| AI: \$144.99            |             |       |             |            |
| EAI: \$2,526.90         |             |       |             |            |
| CUSIP: 02587DYN2        |             |       |             |            |

**BANK BARODA NEW YORK N Y**

|                      |             |       |            |            |
|----------------------|-------------|-------|------------|------------|
| 0.550000% 06/09/2016 | 240,000.000 | 1.000 | 240,000.00 | 240,021.60 |
| FIXED COUPON         |             |       |            |            |
| CTF DEP FDIC INSURED |             |       |            |            |
| AT MATURITY          |             |       |            |            |
| AI:--                |             |       |            |            |
| EAI:--               |             |       |            |            |
| CUSIP: 06278C4M4     |             |       |            |            |

**BANK INDIA NEW YORK N Y**

|                      |             |       |            |            |
|----------------------|-------------|-------|------------|------------|
| 0.550000% 06/08/2016 | 240,000.000 | 1.000 | 240,000.00 | 240,024.00 |
| FIXED COUPON         |             |       |            |            |
| CTF DEP FDIC INSURED |             |       |            |            |
| AT MATURITY          |             |       |            |            |
| AI:--                |             |       |            |            |
| EAI:--               |             |       |            |            |
| CUSIP: 06278C4M4     |             |       |            |            |

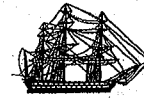
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WAKERLY FAMILY FOUNDATION  
373 FOXBOROUGH DR  
MOUNTAIN VIEW CA 94041-1667

- 2014 990-PF  
STATEMENT #4

Prime Money Mkt Fund 0030-905

7-day SEC yield as of 06/30/2015\* 0.02%

| Date  | Transaction                        | Amount | Share Price | Shares Transacted | Total Shares Owned | Value               |
|-------|------------------------------------|--------|-------------|-------------------|--------------------|---------------------|
|       | Beginning balance on 3/31/2015     |        | \$1.00      |                   | 396,171.020        | \$396,171.02        |
| 04/30 | Income dividend                    | \$3.26 | 1.00        | 3.260             | 396,174.280        |                     |
| 05/29 | Income dividend                    | 4.35   | 1.00        | 4.350             | 396,178.630        |                     |
| 06/30 | Income dividend                    | 6.88   | 1.00        | 6.880             | 396,185.510        |                     |
|       | <b>Ending balance on 6/30/2015</b> |        | \$1.00      |                   | 396,185.510        | <b>\$396,185.51</b> |

\*Average annualized income dividend over the past 7 days. For updated information, visit vanguard.com.

Beginning on January 1, 2012, new tax rules on taxable (nonretirement) mutual fund accounts (excluding money market funds) require Vanguard to track cost basis information for shares acquired and subsequently sold, on or after that date. Unless you select another method, sales of Vanguard mutual funds, but not ETFs, will default to the average cost method. For more information, visit vanguard.com/costbasis.

Fund / Account No. 0030 / 905

Vanguard Prime Money Market Fund

Make checks payable to: The Vanguard Group - 0030

Wakerly Family Foundation

List each check separately. \$

\$

Do not alter or photocopy this investment slip. \$

\$

Total Amount \$

THE VANGUARD GROUP  
PO BOX 105433  
ATLANTA GA 30348-9531  
00 708 107007 000000000 30348 9531



00301 [redacted] 905 309 70



**Wakerly Family Foundation 2014 Form 990PF**

**Statements #5 + #6 Blank**

## Wakerly Family Foundation 2014 Form 990PF Statement #7

### Wakerly Family Foundation

a private charitable foundation

Kate Wakerly (1948-2004), Founding President

#### Statement of Purpose

The Wakerly Family Foundation (WFF), a private foundation, provides financial assistance to qualified public charitable organizations, with a focus on the areas of social services, education, and economic development. We support organizations that receive the majority of their funding from private (non-governmental) sources. **WFF does not consider unsolicited proposals from new organizations** (ones who have not received grants from us before). Most grants are made in local areas where one or more WFF board members can monitor needs and outcomes.

WFF's board of directors is responsible for identifying charitable giving opportunities that are consistent with the foundation's purpose, and is especially interested in funding projects and programs which:

- benefit private education, and assist faculty at private schools, including retired faculty who are members of religious orders. Programs which enhance education in English, math, and science are also encouraged.
- support children in at-risk or economically disadvantaged households.
- help to provide additional low-income and very-low-income housing, especially owner-occupied housing.
- foster job skills training, especially for people who are unemployed or under-employed, with a goal of assisting workers toward full economic self-sufficiency. A particular focus is households that have experienced the loss of a parent and may be struggling financially.
- create new areas of employment through entrepreneurship. Projects that create new jobs for people who have difficulty finding traditional types of employment are encouraged.
- assist immigrants to the U.S. in the areas of education, employment, and housing.
- assist low-income populations with self-help projects including small, starter businesses which will employ members of those populations in their own communities.
- provide direct assistance or emergency aid to an economically disadvantaged population, with particular interest in programs that provide or facilitate access to quality, affordable health care for working, low-income individuals and families.
- promote individual responsibility and economic freedom.

WFF is especially interested in supporting relatively small, low-overhead organizations and programs that can obtain high leverage using WFF's grants.

Organizations and entities that are not eligible or are not normally considered for funding by WFF include:

- any organization which is not a 501(c)3 public charity
- government agencies, or entities receiving the majority of their support from government sources at the local, state, or federal level (including public schools)
- political parties and lobbying organizations

## **Grants available and funding cycle**

Any WFF board member may invite a qualified organization to request a grant of up to \$10,000. Generally, grants will range from \$1,000 to \$10,000 and will be given for one year. Proposals will be reviewed by one or more board members, depending on the request size. Selected applicants may also request funding beyond \$10,000 for special projects, but these will require additional consideration and review by WFF's full board of directors. WFF's total annual grant-making budget is on the order of \$300,000.

New organizations will be asked to apply for grants at various times throughout the year, and existing ones may make a request at any time. WFF's fiscal year runs from July 1 to June 30.

If you are a new organization and have been asked to apply for funding, please submit a brief proposal (1 to 2 pages is fine) describing your organization and the program or project for which funding is requested. Your proposal should address the following points as applicable:

- What is the program for which you are seeking support?
- What community needs will be served by this program? What challenges will this program help participants overcome?
- Who are the target populations (demographic, geographic) that will be served?
- What other organizations or agencies are serving your target population, and how will your project differ from the services currently offered? How will your organization work together with other entities for the benefit of your clients?
- What are the expected outcomes of your project or program? How and how often will you evaluate the effectiveness of your program?
- What are the expected consequences if your project/program is not implemented?
- What is the total cost of your project or program, and for what portion of that total are you requesting WFF support?
- You may also be asked to include one or more of the following: certification of your organization's status under IRS Section 501(c)3 (if not available at [guidestar.org](http://guidestar.org)); names and affiliations of your board members; projected budget for the year for which you are seeking funding; your program ratio (percentage of funds that go directly to your cause); an overview of your financial statements including major sources and uses of funds.

After receiving your proposal and any supplemental materials required, one or more WFF board members will determine whether your project or program can receive funding in the current fiscal year. At that time, your proposal may be funded immediately, or additional information and/or a site visit may be requested. If your proposal is selected for funding or further consideration, a board member will generally respond within one month.

Solicited proposals can be submitted only by email and should be directed to:

John Wakerly, President, Wakerly Family Foundation  
Email: <WFF's president's first name> at wakerly.com

*Latest revision 2/18/2012*

## Wakerly Family Foundation 2014 Form 990PF Statement #8

Wakerly Family Foundation  
Grants for Fiscal Year 2014-2015

|   |                     |
|---|---------------------|
| 7-21-14, Northern Illinois Food Bank, St. Charles, IL.<br>Food acquisition and distribution programs.   | \$ 25,000.00        |
| 7-21-14, Day Worker Center of Mountain View, CA.<br>Unrestricted grant towards general operating expenses.  | \$ 12,000.00        |
| 7-26-14, North Kohala Community Resource Center, Hawi, HI.<br>Kohala Youth Ranch project, equine therapy for disadvantaged youth.   | \$ 15,000.00        |
| 7-28-14, National MS Society, No. Cal. chap. Multiple sclerosis research.   | \$ 500.00           |
| 11-17-14, Sustainable Living Foundation, Los Altos, CA. African relief.   | \$ 10,000.00        |
| 11-18-14, Providence St. Mel School, Chicago, IL. In support of<br>ongoing Response to Intervention Program for at-risk students.   | \$ 10,000.00        |
| 12-5-14, Silicon Valley Community Foundation, for Mtn. View Voice<br>Holiday Fund, Mtn. View, CA. Contribution to newspaper's annual fund<br>for charities in Palo Alto, Mountain View and East Palo Alto.  | \$ 25,000.00        |
| 12-18-14, Cristo Rey Jesuit High School, Chicago, IL. Financial-aid<br>awards for needy families to send their children to this work-study<br>high school.  | \$ 17,000.00        |
| 12-18-14, Villa Siena Foundation, Mountain View, CA. General<br>support for Villa Siena residential nursing care facility.  | \$ 2,000.00         |
| 12-19-14, Humanitarian Service Project, Chicago, IL.<br>Food and gifts for underprivileged: Christmas Offering, Senior Citizens,<br>and Feed the Kids projects, and a portion of new van (capital project). | \$ 22,000.00        |
| 12-23-14, Reason Foundation, Los Angeles, CA. Free-market education.  | \$ 1,000.00         |
| 1-12-15, Loyola University Chicago, Medical School international<br>immersion program setting up free medical clinic in Guatemala.  | \$ 500.00           |
| 1-19-15, Catholic Charities of Santa Clara County. Day Break program  | \$ 15,000.00        |
| 1-19-15, ABCD, Inc.: After Breast Cancer Diagnosis. Support programs<br>for newly diagnosed patients.   | \$ 5,000.00         |
| <b>TOTAL:</b>   | <b>\$160,000.00</b> |

Total number of grants: 14

Total number of unique recipients: 14