

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

Open to Public Inspection

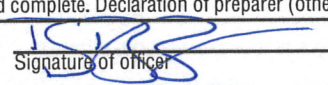
A For the **2012** calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization HORIZONS FOUNDATION		D Employer identification number 94-2686530
	Doing Business As		E Telephone number 415-398-2333
	Number and street (or P.O. box if mail is not delivered to street address) 550 MONTGOMERY STREET	Room/suite 700	G Gross receipts \$ 17,408,628.
	City, town, or post office, state, and ZIP code SAN FRANCISCO, CA 94111		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
F Name and address of principal officer: ROGER DOUGHTY SAME AS C ABOVE		H(c) Group exemption number ▶	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.HORIZONSFOUNDATION.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1979 M State of legal domicile: CA	

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO ENCOURAGE PHILANTHROPIC ACTIVISM WITHIN AND FOR THE LGBT COMMUNITY.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	16
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	16
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	9
	6 Total number of volunteers (estimate if necessary)	6	80
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	2,426,946.	15,621,610.
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	194,083.	332,839.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	57,165.	39,954.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,678,194.	15,994,403.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,630,352.
14 Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		671,776.	576,009.
16a Professional fundraising fees (Part IX, column (A), line 11e)		0.	0.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 326,762.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		421,308.	566,429.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	2,723,436.	5,619,172.	
19 Revenue less expenses. Subtract line 18 from line 12	-45,242.	10,375,231.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 7,591,272.	End of Year 21,454,158.
	21 Total liabilities (Part X, line 26)	493,801.	3,455,948.
	22 Net assets or fund balances. Subtract line 21 from line 20	7,097,471.	17,998,210.

Part II Signature Block

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

Sign Here		Date 12/05/13			
	ROGER DOUGHTY, EXECUTIVE DIRECTOR	Type or print name and title			
Paid Preparer Use Only	Print/Type preparer's name EDWARD M. FAHEY	Preparer's signature	Date 09/19/13	Check if self-employed <input type="checkbox"/>	PTIN P00194561
	Firm's name ▶ RINA ACCOUNTANCY CORPORATION	Firm's EIN ▶ 94-3158857	Firm's address ▶ 100 MONTGOMERY STREET, SUITE 2075 SAN FRANCISCO, CA 94104		
Phone no. (415) 777-4488					

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Input box for Schedule O response

Main table with columns for question ID, question text, and Yes/No response columns. Includes questions 1a through 14b regarding Form 1096, Form W-2G, backup withholding, Form W-3, foreign accounts, prohibited tax shelter transactions, and 501(c)(7), (12), and (29) organizations.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (16); 1b Enter the number of voting members included in line 1a, above, who are independent (16); 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (X); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? (X); 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? (X); 5 Did the organization become aware during the year of a significant diversion of the organization's assets? (X); 6 Did the organization have members or stockholders? (X); 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? (X); 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? (X); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? (X); 8b Each committee with authority to act on behalf of the governing body? (X); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (X).

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? (X); 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? (X); 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (X); 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (X); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (X); 13 Did the organization have a written whistleblower policy? (X); 14 Did the organization have a written document retention and destruction policy? (X); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a The organization's CEO, Executive Director, or top management official (X); 15b Other officers or key employees of the organization (X); 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (X); 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [X] Own website [] Another's website [X] Upon request [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: LIZ HOADLEY - 415-398-2333 550 MONTGOMERY STREET, SAN FRANCISCO, CA 94111

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DAN QUIGLEY BOARD PRESIDENT	5.00	X		X				0.	0.	0.
(2) RICHARD DAVIS BOARD TRESASURER	4.00	X		X				0.	0.	0.
(3) DARREN ISOM BOARD SECRETARY	2.00	X		X				0.	0.	0.
(4) TOM BURKE BOARD MEMBER	2.00	X						0.	0.	0.
(5) ANNE STERLING DORMAN BOARD MEMBER	2.00	X						0.	0.	0.
(6) KEVIN HERGLOTZ BOARD MEMBER	2.00	X						0.	0.	0.
(7) DEB L. KINNEY BOARD MEMBER	2.00	X						0.	0.	0.
(8) AUDREY KOH, MD BOARD MEMBER	2.00	X						0.	0.	0.
(9) JOHN CLAY LEONARD BOARD MEMBER	2.00	X						0.	0.	0.
(10) MIKE RABANAL BOARD MEMBER	2.00	X						0.	0.	0.
(11) LISA K. SCHOONERMAN BOARD MEMBER	2.00	X						0.	0.	0.
(12) BEV SCOTT BOARD MEMBER	2.00	X						0.	0.	0.
(13) PETER SCOTT BOARD MEMBER	2.00	X						0.	0.	0.
(14) SUSAN SHAIN BOARD MEMBER	2.00	X						0.	0.	0.
(15) OLGA TALAMANTE BOARD MEMBER	2.00	X						0.	0.	0.
(16) CHERYL TRAVERSE BOARD MEMBER	2.00	X						0.	0.	0.
(17) ROGER DOUGHTY EXECUTIVE DIRECTOR	40.00			X				134,200.	0.	8,252.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) LIZ HOADLEY CFO	24.00			X				80,000.	0.	310.
(19) DEB STALLINGS DIRECTOR OF DEVELOPMENT AND GIFT PLA	40.00				X			109,300.	0.	11,098.
1b Sub-total								323,500.	0.	19,660.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								323,500.	0.	19,660.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 2

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 0

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

Open to Public Inspection

A For the **2012** calendar year, or tax year beginning and ending

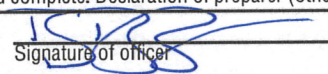
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization HORIZONS FOUNDATION		D Employer identification number 94-2686530
	Doing Business As		E Telephone number 415-398-2333
	Number and street (or P.O. box if mail is not delivered to street address) 550 MONTGOMERY STREET	Room/suite 700	G Gross receipts \$ 17,408,628.
	City, town, or post office, state, and ZIP code SAN FRANCISCO, CA 94111		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
F Name and address of principal officer: ROGER DOUGHTY SAME AS C ABOVE		H(c) Group exemption number ▶	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.HORIZONSFOUNDATION.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1979 M State of legal domicile: CA	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO ENCOURAGE PHILANTHROPIC ACTIVISM WITHIN AND FOR THE LGBT COMMUNITY.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	16
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	16
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	9
	6 Total number of volunteers (estimate if necessary)	6	80
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 2,426,946.	Current Year 15,621,610.
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	194,083.	332,839.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	57,165.	39,954.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,678,194.	15,994,403.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,630,352.
14 Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		671,776.	576,009.
16a Professional fundraising fees (Part IX, column (A), line 11e)		0.	0.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 326,762.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		421,308.	566,429.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		2,723,436.	5,619,172.
19 Revenue less expenses. Subtract line 18 from line 12	-45,242.	10,375,231.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 7,591,272.	End of Year 21,454,158.
	21 Total liabilities (Part X, line 26)	493,801.	3,455,948.
	22 Net assets or fund balances. Subtract line 21 from line 20	7,097,471.	17,998,210.

Part II Signature Block

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

Sign Here		Date 12/05/13
	ROGER DOUGHTY, EXECUTIVE DIRECTOR	Type or print name and title

Paid Preparer Use Only	Print/Type preparer's name EDWARD M. FAHEY	Preparer's signature	Date 09/19/13	Check if self-employed <input type="checkbox"/>	PTIN P00194561
	Firm's name ▶ RINA ACCOUNTANCY CORPORATION	Firm's EIN ▶ 94-3158857	Firm's address ▶ 100 MONTGOMERY STREET, SUITE 2075 SAN FRANCISCO, CA 94104	Phone no. (415) 777-4488	

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	113,500.				
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	15,508,110.				
	g Noncash contributions included in lines 1a-1f: \$		7,246,234.				
	h Total. Add lines 1a-1f		15,621,610.				
	Program Service Revenue	2 a	Business Code				
b							
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f							
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		237,708.			237,708.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real					
		(ii) Personal					
		b Less: rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other					
		b Less: cost or other basis and sales expenses					
		c Gain or (loss)					
	d Net gain or (loss)		95,131.	95,131.			
	8 a Gross income from fundraising events (not including \$ 113,500. of contributions reported on line 1c). See Part IV, line 18	a	205,832.				
		b Less: direct expenses	168,320.				
c Net income or (loss) from fundraising events			37,512.			37,512.	
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold						
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a MISCELLANEOUS REVENUE	900099	2,442.			2,442.		
b							
c							
d All other revenue							
e Total. Add lines 11a-11d		2,442.					
12 Total revenue. See instructions.		15,994,403.	95,131.	0.	277,662.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	4,476,734.	4,476,734.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	342,850.	142,109.	94,245.	106,496.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	158,634.	60,104.	65,982.	32,548.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	33,870.	14,893.	6,386.	12,591.
10 Payroll taxes	40,655.	16,739.	12,818.	11,098.
11 Fees for services (non-employees):				
a Management				
b Legal	3,798.	2,424.	74.	1,300.
c Accounting	19,860.		19,860.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	29,378.	29,281.	70.	27.
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	233,637.	175,130.	25,629.	32,878.
12 Advertising and promotion	21,256.	14,025.		7,231.
13 Office expenses	86,920.	24,044.	3,962.	58,914.
14 Information technology	9,345.		1,345.	8,000.
15 Royalties				
16 Occupancy	59,715.		59,715.	
17 Travel	26,617.	22,206.	328.	4,083.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	5,705.		5,700.	5.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	7,198.		7,198.	
23 Insurance	3,299.		3,299.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a ALLOCATION OF SHARED EXPENSE	28,394.	79,503.	-80,566.	29,457.
b OTHER EXPENSE	23,814.	1,642.	2,632.	19,540.
c DUES AND SUBSCRIPTIONS	7,114.	4,510.	10.	2,594.
d EQUIPMENT RENTAL & MAINTENANCE	379.	379.		
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	5,619,172.	5,063,723.	228,687.	326,762.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	339,187.	1	134,448.	
	2 Savings and temporary cash investments	174,090.	2	667,872.	
	3 Pledges and grants receivable, net	136,545.	3	5,052,585.	
	4 Accounts receivable, net		4		
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges	15,644.	9	15,192.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 108,865.			
	b Less: accumulated depreciation	10b 100,668.	13,652.	10c 8,197.	
	11 Investments - publicly traded securities	6,851,659.	11	15,513,914.	
	12 Investments - other securities. See Part IV, line 11		12		
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	60,495.	15	61,950.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	7,591,272.	16	21,454,158.		
Liabilities	17 Accounts payable and accrued expenses	128,414.	17	57,448.	
	18 Grants payable		18	3,000,000.	
	19 Deferred revenue		19	5,000.	
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	365,387.	25	393,500.	
	26 Total liabilities. Add lines 17 through 25	493,801.	26	3,455,948.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	2,574,771.	27	11,535,204.	
	28 Temporarily restricted net assets	511,890.	28	447,195.	
	29 Permanently restricted net assets	4,010,810.	29	6,015,811.	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
	33 Total net assets or fund balances	7,097,471.	33	17,998,210.	
34 Total liabilities and net assets/fund balances	7,591,272.	34	21,454,158.		

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	15,994,403.
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,619,172.
3	Revenue less expenses. Subtract line 2 from line 1	3	10,375,231.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	7,097,471.
5	Net unrealized gains (losses) on investments	5	525,508.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	17,998,210.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization HORIZONS FOUNDATION	Employer identification number 94-2686530
--	---

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

- The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)
- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
 - 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
 - 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
 - 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
 - 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
 - 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
 - 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
 - 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
 - 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
 - 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
 - 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
 - e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
(ii) A family member of a person described in (i) above?		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		
 - h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2012

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	4,350,582.	2,717,181.	1,579,898.	2,303,271.	15,508,110.	26,459,042.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	4,350,582.	2,717,181.	1,579,898.	2,303,271.	15,508,110.	26,459,042.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						11,902,593.
6 Public support. Subtract line 5 from line 4.						14,556,449.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	4,350,582.	2,717,181.	1,579,898.	2,303,271.	15,508,110.	26,459,042.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	194,284.	122,996.	101,024.	109,050.	237,708.	765,062.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)			500.	339,878.	319,332.	659,710.
11 Total support. Add lines 7 through 10						27,883,814.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	52.20	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	92.00	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input checked="" type="checkbox"/>
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions			<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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

2012

Name of the organization

HORIZONS FOUNDATION

Employer identification number

94-2686530

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

HORIZONS FOUNDATION

Employer identification number

94-2686530

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year	80	
2 Aggregate contributions to (during year)	9,233,938.	
3 Aggregate grants from (during year)		
4 Aggregate value at end of year	11,004,162.	
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items

(check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	4,002,805.	3,921,759.	3,606,662.	2,831,943.	3,942,948.
b Contributions	2,010,085.	205,000.	84,531.	90,365.	12,952.
c Net investment earnings, gains, and losses	386,879.	66,972.	406,524.	575,595.	-1,074,436.
d Grants or scholarships			138,863.		37,958.
e Other expenditures for facilities and programs	219,522.	190,926.			7,257.
f Administrative expenses			37,095.		4,306.
g End of year balance	6,180,247.	4,002,805.	3,921,759.	3,497,903.	2,831,943.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment 0.00 %
- b Permanent endowment 97.00 %
- c Temporarily restricted endowment 3.00 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements	1,800.		340.	1,460.
d Equipment	86,694.		82,968.	3,726.
e Other	20,371.		17,360.	3,011.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				8,197.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) LEASE PAYABLE	3,404.
(3) AGENCY FUNDS	371,469.
(4) DEFERRED RENT	18,627.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	393,500.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	16,519,911.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	525,508.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	525,508.
3	Subtract line 2e from line 1	3	15,994,403.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	15,994,403.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	5,619,172.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	5,619,172.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	5,619,172.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: EFFECTIVE JANUARY 1, 2009 THE FOUNDATION ADOPTED FASB

GUIDANCE ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES. THE FOUNDATION TAKES THE POSITION THAT ITS ACTIVITIES CONTINUE TO BE DIRECTLY RELATED TO ITS TAX EXEMPT PURPOSE, AND IT CONSEQUENTLY DID NOT RECOGNIZE ANY INCREASE OR DECREASE IN LIABILITY FOR UNRECOGNIZED TAX BENEFITS TAKEN IN THE CURRENT OR PRIOR PERIODS.

Supplemental Information Regarding
Fundraising or Gaming Activities

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Open To Public
Inspection

Name of the organization **HORIZONS FOUNDATION** Employer identification number **94-2686530**

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a Mail solicitations
- b Internet and email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total				▶		

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events	
		ANNUAL GALA (event type)	GOLF TOURNAMENT (event type)	1 (total number)	(add col. (a) through col. (c))	
Revenue	1	Gross receipts	178,447.	24,350.	3,035.	205,832.
	2	Less: Contributions				
	3	Gross income (line 1 minus line 2)	178,447.	24,350.	3,035.	205,832.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs	149,657.			149,657.
	7	Food and beverages				
	8	Entertainment				
	9	Other direct expenses		18,664.		18,664.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				(168,321)
11	Net income summary. Combine line 3, column (d), and line 10				37,511.	

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1	Gross revenue		
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
7	Direct expense summary. Add lines 2 through 5 in column (d)				(_____)
8	Net gaming income summary. Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

13a		%
13b		%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

**Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.**

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

HORIZONS FOUNDATION

**Employer identification number
94-2686530**

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ASTRAEA LESBIAN FOUNDATION FOR JUSTICE - 116 EAST 16TH STREET, 7TH FLOOR - NEW YORK, NY 10003	95-4804352		5,000.	0.			UNRESTRICTED
AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF NORTHERN CALIFORNIA - 39 DRUMM STREET - SAN FRANCISCO, CA 94111	94-0279770		25,000.	0.			FOR THE 2012 FRONTLINE CAMPAIGN
ASIAN PACIFIC ISLANDER LEGAL OUTREACH - 1121 MISSION STREET - SAN FRANCISCO, CA 94103	94-2583284		10,000.	0.			FOR THOMAS STEEL FELLOWSHIP AWARD WINNER DARRICK ING'S LGBT DOMESTIC VIOLENCE
BAY AREA COMMUNITY SERVICES 1814 FRANKLIN STREET, 4TH FLOOR OAKLAND, CA 94612	94-1708069		7,000.	0.			LAVENDER SENIORS OF THE EAST BAY
BAY AREA COMMUNITY SERVICES 1814 FRANKLIN STREET, 4TH FLOOR OAKLAND, CA 94612	94-1708069		10,000.	0.			LAVENDER SENIORS OF THE EAST BAY
BAY AREA YOUNG POSITIVES 701 OAK STREET SAN FRANCISCO, CA 94117	94-3145881		5,000.	0.			GENERAL OPERATING SUPPORT

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **▶ 105.**
- 3** Enter total number of other organizations listed in the line 1 table **▶**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BREAST CANCER ACTION 55 NEW MONTGOMERY STREET, SUITE 323 SAN FRANCISCO, CA 94105	94-3138992		5,000.	0.			UNRESTRICTED
BROOKLYN BOTANIC GARDEN CORP. 1000 WASHINGTON AVE BROOKLYN, NY 11225	11-2417338		7,500.	0.			1 CHERRY TREE IN HONOR OF LESBIANS FOR GOOD
CALIFORNIA PACIFIC MEDICAL CENTER FOUNDATION - 3700 CALIFORNIA STREET, FIRST FLOOR - SAN FRANCISCO, CA 94118	94-2728423		5,000.	0.			UNRESTRICTED
CATHOLIC HEALTHCARE WEST C/O SEQUOIA HOSPITAL - 170 ALAMEDA DE LAS PULGAS - REDWOOD CITY, CA 94062	94-1196203		5,000.	0.			DOCTORS' CAPITAL CAMPAIGN
COLUMBIA LAW SCHOOL 425 WEST 116TH STREET NEW YORK, NY 10027	13-5598093		20,000.	0.			CENTER FOR GENDER AND SEXUALITY LAW
COMMUNITY HEALTH AWARENESS COUNCIL 711 CHURCH ST. MOUNTAIN VIEW, CA 94041	94-2223670		6,500.	0.			OUTLET PROGRAM
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104-3229	94-3255070		10,000.	0.			SAN FRANCISCO DYKE MARCH
COMMUNITY UNITED AGAINST VIOLENCE 427 SOUTH VAN NESS AVENUE SAN FRANCISCO, CA 94103	94-2758154		5,000.	0.			GENERAL OPERATING SUPPORT
DANCER'S GROUP 44 GOUGH STREET, SUITE 201 SAN FRANCISCO, CA 94103	94-2879185		5,000.	0.			SINS INVALID

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EL CONCILIO OF SAN MATEO COUNTY 1419 BURLINGAME AVE. SUITE N BURLINGAME, CA 94010	94-2772110		5,000.	0.			GENTE LATINA DE AMBIENTE
EYE MUSIC: FILMWORKS SERIES 2434 BLOOMFIELD ROAD SEBASTOPOL, CA 95472	51-0198226		5,000.	0.			BIG JOY PROJECT
GAY & LESBIAN ADVOCATES & DEFENDERS - 30 WINTER STREET, STE 800 - BOSTON, MA 02108	04-2660498		25,000.	0.			UNRESTRICTED
GAY & LESBIAN ALLIANCE AGAINST DEFAMATION - CA - 5455 WILSHIRE BLVD STE 1500 - LOS ANGELES, CA 90036-4204	13-3384027		7,500.	0.			IN RECOGNITION OF JOHN W. STEWART III AND RAMON TORRES
GAY & LESBIAN ALLIANCE AGAINST DEFAMATION - CA - 5455 WILSHIRE BLVD STE 1500 - LOS ANGELES, CA 90036-4204	13-3384027		9,500.	0.			UNRESTRICTED
GAY & LESBIAN VICTORY LEADERSHIP INSTITUTE - 1133 15TH STREET NW, SUITE 350 - WASHINGTON, DC 20005-2722	52-1835268		10,000.	0.			UNRESTRICTED
GAY & LESBIAN VICTORY LEADERSHIP INSTITUTE - 1133 15TH STREET NW, SUITE 350 - WASHINGTON, DC 20005-2722	52-1835268		15,000.	0.			UNRESTRICTED
GAY-STRAIGHT ALLIANCE NETWORK 1550 BRYANT ST., SUITE 800 SAN FRANCISCO, CA 94103	20-5367752		7,500.	0.			UNRESTRICTED
GOLDEN GATE PERFORMING ARTS/SAN FRANCISCO GAY MEN'S CHORUS - 1800 MARKET STREET, PMB 100 - SAN FRANCISCO, CA 94102	94-2576101		6,392.	0.			ONGOING SUPPORT AND HARVEY MILK PROJECT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GONVILLE AND CAIUS COLLEGE - THE CAIUS COLLEGE FOUNDATION - 1000 N WEST ST STE 1200 - WILMINGTON, DE 19801	84-1463503		8,100.	0.			9870008-7369 JOHN BARABINO
HEALTH INITIATIVES FOR YOUTH 1550 MARKET STREET SAN FRANCISCO, CA 94102	94-3162876		6,500.	0.			DIMENSIONS CLINIC
HUMAN RIGHTS CAMPAIGN FOUNDATION 1640 RHODE ISLAND AVENUE NW WASHINGTON, DC 20036-3278	52-1481896		5,000.	0.			WHEN PUBLICLY ACKNOWLEDGING THIS GRANT, PLEASE USE THE FUND NAME, GAY CHEMISTS SUPPORT
HUNTERS POINT FAMILY/GIRLS 2000 763 JERROLD AVENUE SAN FRANCISCO, CA 94124	94-3361252		5,000.	0.			UNRESTRICTED
IMMIGRATION EQUALITY 40 EXCHANGE PLACE, 17TH FLOOR NEW YORK, NY 10005	13-3802711		10,000.	0.			UNRESTRICTED
INSTITUTE ON AGING 3575 GEARY BLVD SAN FRANCISCO, CA 94118	94-2978977		30,000.	0.			UNRESTRICTED
JAMESTOWN COMMUNITY CENTER INC 3382 26TH STREET SAN FRANCISCO, CA 94110	94-3213124		5,000.	0.			UNRESTRICTED
JEWISH COMMUNITY CENTER OF SAN FRANCISCO - 3200 CALIFORNIA STREET - SAN FRANCISCO, CA 94118	94-3227260		5,000.	0.			UNRESTRICTED
JUSTICE NOW 1322 WEBSTER STREET, SUITE 210 OAKLAND, CA 94612	42-1559699		5,000.	0.			TRANSGENDER, GENDER VARIANT & INTERSEX JUSTICE PROJECT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
LAMBDA LEGAL DEFENSE & EDUCATION FUND INC. - 120 WALL STREET, SUITE 1500 - NEW YORK, NY 10005	23-7395681		5,000.	0.			UNRESTRICTED
LAMBDA LEGAL DEFENSE & EDUCATION FUND INC. - 120 WALL STREET, SUITE 1500 - NEW YORK, NY 10005	23-7395681		5,000.	0.			WHEN PUBLICLY ACKNOWLEDGING THIS GRANT, PLEASE USE THE FUND NAME, GAY CHEMISTS SUPPORT
LARKIN STREET YOUTH SERVICES 1138 SUTTER STREET SAN FRANCISCO, CA 94109	94-2917999		6,000.	0.			UNRESTRICTED
LYON-MARTIN HEALTH SERVICES 1748 MARKET STREET, SUITE 201 SAN FRANCISCO, CA 94102	94-2597707		5,000.	0.			UNRESTRICTED
LYON-MARTIN HEALTH SERVICES 1748 MARKET STREET, SUITE 201 SAN FRANCISCO, CA 94102	94-2597707		10,000.	0.			TO DEVELOP STRATEGIES TO TURN EMERGENCY DONORS INTO REGULAR SUPPORTERS.
LYRIC 127 COLLINGWOOD STREET SAN FRANCISCO, CA 94114	94-3227296		5,000.	0.			DEVELOPING A 'COMMUNITY PARTNERS' PROGRAM TO ENGAGE VERY SMALL NON-PROFITS WORKING WITH LGBT
LYRIC 127 COLLINGWOOD STREET SAN FRANCISCO, CA 94114	94-3227296		10,000.	0.			GENERAL OPERATING SUPPORT
MEALS ON WHEELS OF SAN FRANCISCO 1375 FAIRFAX AVENUE SAN FRANCISCO, CA 94124	94-1741155		10,000.	0.			SAN FRANCISCO LGBT ELDERS RESEARCH PROJECT
MEDIA ALLIANCE 1904 FRANKLIN STREET, SUITE 500 OAKLAND, CA 94612	94-2563400		10,000.	0.			IN SUPPORT OF BRUSHES

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MEXICAN HERITAGE CORPORATION 1700 ALUM ROCK AVE. SAN JOSE, CA 95116	77-0184306		8,000.	0.			SUPPORT FOR THE PRESENTATION OF LGBT CULTURAL EVENTS AT MEXICAN HERITAGE
MOVEMENT STRATEGY CENTER 436 14TH ST., 5TH FLOOR OAKLAND, CA 94612	20-1037643		5,000.	0.			BROWN BOI PROJECT
MOVEMENT STRATEGY CENTER 436 14TH ST., 5TH FLOOR OAKLAND, CA 94612	20-1037643		5,000.	0.			BROWN BOI PROJECT
NARAL PRO-CHOICE AMERICA FOUNDATION - 1156 15TH ST, SUITE 700 - WASHINGTON, DC 20005	52-1100361		5,000.	0.			UNRESTRICTED
NARAL PRO-CHOICE AMERICA FOUNDATION - 1156 15TH ST, SUITE 700 - WASHINGTON, DC 20005	52-1100361		10,000.	0.			UNRESTRICTED
NATIONAL CENTER FOR LESBIAN RIGHTS 870 MARKET STREET, SUITE 370 SAN FRANCISCO, CA 94102	94-3086885		5,000.	0.			UNRESTRICTED
NATIONAL CENTER FOR LESBIAN RIGHTS 870 MARKET STREET, SUITE 370 SAN FRANCISCO, CA 94102	94-3086885		15,000.	0.			TO DEVELOP STRATEGIES LINKING SOCIAL MEDIA WITH GIVING.
NATIONAL CENTER FOR LESBIAN RIGHTS 870 MARKET STREET, SUITE 370 SAN FRANCISCO, CA 94102	94-3086885		15,000.	0.			UNRESTRICTED
NATIONAL CENTER FOR LESBIAN RIGHTS 870 MARKET STREET, SUITE 370 SAN FRANCISCO, CA 94102	94-3086885		25,000.	0.			UNRESTRICTED

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NATIVE AMERICAN AIDS PROJECT 1540 MARKET STREET, SUITE 130 SAN FRANCISCO, CA 94102	20-2574629		5,000.	0.			GENERAL OPERATING SUPPORT
NATIVE AMERICAN AIDS PROJECT 1540 MARKET STREET, SUITE 130 SAN FRANCISCO, CA 94102	20-2574629		6,107.	0.			BAY AREA AMERICAN INDIAN TWO-SPIRITS
NEW CONSERVATORY THEATRE CENTER 25 VAN NESS AVENUE, LOWER LOBBY SAN FRANCISCO, CA 94102	94-2778856		10,000.	0.			TO COMPLETE NCTC'S CHALLENGE CAMPAIGN; CONTINUE THE GROWTH OF INDIVIDUAL DONORS THROUGH
NOGLSTP PO BOX 91803 PASADENA, CA 91109	95-4358685		7,500.	0.			WHEN PUBLICLY ACKNOWLEDGING THIS GRANT, PLEASE USE THE FUND NAME, GAY CHEMISTS SUPPORT
OAKLAND PRIDE, INC. P.O. BOX 23883 OAKLAND, CA 94623	32-0303587		5,000.	0.			GENERAL OPERATING SUPPORT
OPENHOUSE 1800 MARKET ST., PMB 93 SAN FRANCISCO, CA 94103	94-3337955		20,000.	0.			TO SUPPORT OPENHOUSE'S SENIOR ADVOCATE PROGRAM
OPENHOUSE 1800 MARKET ST., PMB 93 SAN FRANCISCO, CA 94103	94-3337955		30,000.	0.			SUPPORT FOR OPENHOUSE'S SOCIAL SERVICE PROGRAMS FOR LGBT SENIORS
OUR FAMILY COALITION 1385 MISSION STREET, SUITE 340 SAN FRANCISCO, CA 94103	94-3261786		5,000.	0.			.GENERAL OPERATING SUPPORT
OUR FAMILY COALITION 1385 MISSION STREET, SUITE 340 SAN FRANCISCO, CA 94103	94-3261786		17,500.	0.			SOMOS FAMILIA

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PACIFIC CENTER FOR HUMAN GROWTH 2712 TELEGRAPH AVENUE BERKELEY, CA 94705	94-2287492		7,000.	0.			WHEN PUBLICLY ACKNOWLEDGING THIS GRANT, PLEASE USE THE FUND NAME, GAY CHEMISTS SUPPORT
PACIFIC CENTER FOR HUMAN GROWTH 2712 TELEGRAPH AVENUE BERKELEY, CA 94705	94-2287492		12,000.	0.			CAPACITY-BUILDING IN SUPPORT OF PROGRAMS FOR LGBTQ YOUTH IN ALAMEDA COUNTY
PLANNED PARENTHOOD FEDERATION OF AMERICA, INC. - 434 WEST 33RD STREET - NEW YORK, NY 10001	13-1644147		5,000.	0.			UNRESTRICTED
PLANNED PARENTHOOD FEDERATION OF AMERICA, INC. - 434 WEST 33RD STREET - NEW YORK, NY 10001	13-1644147		10,000.	0.			UNRESTRICTED
POINT FOUNDATION 5757 WILSHIRE BLVD., SUITE 370 LOS ANGELES, CA 90036	84-1582086		5,000.	0.			UNRESTRICTED
PRESCOTT COLLEGE INC. 220 GROVE AVE PRESCOTT, AZ 86301	86-0294012		10,000.	0.			ALUMNI FUND FOR FACULTY ENDOWMENT
PROTEUS FUND 15 RESEARCH DRIVE #B AMHERST, MA 01002-2776	04-3243004		67,950.	0.			FOR THE CIVIL MARRIAGE COLLABORATIVE
PUENTE DE LA COSTA SUR PO BOX 554 PESCADERO, CA 94060	37-1484262		5,500.	0.			UNRESTRICTED
QUEER CULTURAL CENTER 762 FULTON STREET SAN FRANCISCO, CA 94102-4119	94-3227839		5,000.	0.			SAN FRANCISCO TRANS MARCH

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
QUEER WOMEN OF COLOR MEDIA ARTS PROJECT - 59 COOK STREET - SAN FRANCISCO, CA 94118	80-0094746		6,000.	0.			GENERAL OPERATING SUPPORT
RADAR PRODUCTIONS 673 OAK STREET, APT 2 SAN FRANCISCO, CA 94117	73-1664874		5,000.	0.			GENERAL OPERATING SUPPORT
RAINBOW COMMUNITY CENTER OF CONTRA COSTA COUNTY - 2118 WILLOW PASS RD #500 - CONCORD, CA 94520	68-0375857		10,000.	0.			CAPACITY-BUILDING IN SUPPORT OF PROGRAMS FOR LGBTQ YOUTH IN CONTRA COSTA COUNTY
RAINBOW COMMUNITY CENTER OF CONTRA COSTA COUNTY - 2118 WILLOW PASS RD #500 - CONCORD, CA 94520	68-0375857		13,000.	0.			TO SUPPORT RAINBOW COMMUNITY CENTER'S SENIOR SERVICES PROGRAM
ROCK THE VOTE 1001 CONNECTICUT AVE. NW, SUITE 640 WASHINGTON, DC 20036	02-0767157		50,000.	0.			TO SUPPORT VOTE REGISTRATION EFFORTS
RYSE 205 41ST STREET RICHMOND, CA 94805	26-0692904		17,500.	0.			CAPACITY-BUILDING IN SUPPORT OF PROGRAMS FOR LGBTQ YOUTH IN RICHMOND, CALIFORNIA.
SAN FRANCISCO AIDS FOUNDATION 1035 MARKET STREET, SUITE 400 SAN FRANCISCO, CA 94103	94-2927405		7,500.	0.			COSTRO COUNTRY CLUB PROGRAM
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVE SAN FRANCISCO, CA 94107	94-3041517		5,000.	0.			UNRESTRICTED
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVE SAN FRANCISCO, CA 94107	94-3041517		5,000.	0.			UNRESTRICTED

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SAN FRANCISCO GENERAL HOSPITAL FOUNDATION - 2789 25TH STREET, SUITE 2028 - SAN FRANCISCO, CA 94110	94-3189424		5,000.	0.			IN SUPPORT OF HEROES & HEARTS
SAN FRANCISCO JAZZ 3 EMBARCADERO CENTER, LOBBY LEVEL SAN FRANCISCO, CA 94111	94-2990335		5,000.	0.			SEAT NAMING OPPORTUNITY
SAN FRANCISCO JEWISH FILM FESTIVAL 145 NINTH STREET SAN FRANCISCO, CA 94103	94-2854068		5,000.	0.			UNRESTRICTED
SAN FRANCISCO LGBT COMMUNITY CENTER - 1800 MARKET STREET - SAN FRANCISCO, CA 94102	94-3236718		5,000.	0.			UNRESTRICTED
SAN FRANCISCO LGBT COMMUNITY CENTER - 1800 MARKET STREET - SAN FRANCISCO, CA 94102	94-3236718		15,000.	0.			FOR THE DEVELOPMENT OF AN INDIVIDUAL GIVING PROGRAM AND MEASUREMENT TOOLS.
SAN FRANCISCO PARKS TRUST 501 STANYAN STREET SAN FRANCISCO, CA 94117	23-7131784		5,000.	0.			COMMEMORATIVE BENCH PROGRAMS
SAN FRANCISCO STATE UNIVERSITY FINANCIAL AID OFFICE - 1600 HOLLOWAY AVENUE - SAN FRANCISCO, CA 94132	94-1384645		6,000.	0.			FOR MARKOWSKI LEACH SCHOLARSHIP AWARDEES (\$1,500 EACH): JUSTIN BOESE, JOSHUA FARLE, EZRA
SAVE MOUNT DIABLO 1901 OLYMPIC BLVD., SUITE 220 WALNUT CREEK, CA 94596	94-2681735		5,000.	0.			UNRESTRICTED
SHANTI 730 POLK STREET SAN FRANCISCO, CA 94109-7813	94-2297147		5,000.	0.			BREAST CANCER FUND

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SLOW FOOD USA INC 20 JAY STREET SUITE M04 BROOKLYN, NY 10024	13-4100161		5,000.	0.			UNRESTRICTED
SLOW FOOD USA INC 20 JAY STREET SUITE M04 BROOKLYN, NY 10024	13-4100161		5,000.	0.			LEADERSHIP TRANSITION
SONOMA STATE UNIVERSITY ACADEMIC FOUNDATION INC. - 1801 E COTATI AVE - ROHNERT PARK, CA 94928	99-0157509		11,500.	0.			GREEN MUSIC CENTER
SPECTRUM LGBT CENTER 30 N SAN PEDRO RD STE 160 SAN RAFAEL, CA 94903-4128	94-2840016		15,000.	0.			TO SUPPORT SPECTRUM'S "COMMUNITY CONNECTIONS" PROGRAM WHICH WILL PROMOTE HEALTHY AGING
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA, SAN FRANCISCO - 3333 CALIFORNIA STREET, SUITE 340 - SAN FRANCISCO, CA 94118	94-6036493		5,000.	0.			LESBIAN HEALTH & RESEARCH CENTER AT UCSF
THE UNIVERSITY CORPORATION: SAN FRANCISCO STATE - OFFICE OF UNIVERSITY DEVELOPMENT - SAN FRANCISCO, CA 94132-4028	94-1384645		5,000.	0.			FAMILY ACCEPTANCE PROJECT
TIDES CENTER/PRESIDIO OF SAN FRANCISCO - PO BOX 29907, BLDG. 1014 - SAN FRANCISCO, CA 94129	94-3213100		15,000.	0.			FACE VALUE, A PROJECT OF THE TIDES CENTER
TRANSGENDER LAW CENTER 870 MARKET STREET, SUITE 400 SAN FRANCISCO, CA 94102	05-0544006		10,000.	0.			GENERAL OPERATING SUPPORT FOR LEGAL RIGHTS ADVOCACY FOR THE TRANSGENDER COMMUNITY.
UCLA FOUNDATION/WILLIAMS INSTITUTE UCLA LAW BOX 951476 LOS ANGELES, CA 90095-1476	95-2250801		10,000.	0.			UNRESTRICTED

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WOMAN VISION - WOMEN'S MUSIC PROJECT - 3570 CLAY STREET - SAN FRANCISCO, CA 94118	76-0406964		20,000.	0.			UNRESTRICTED
WOMAN VISION - WOMEN'S MUSIC PROJECT - 3570 CLAY STREET - SAN FRANCISCO, CA 94118	76-0406964		40,000.	0.			THE LAST CLOSET
WOMAN VISION - WOMEN'S MUSIC PROJECT - 3570 CLAY STREET - SAN FRANCISCO, CA 94118	76-0406964		50,000.	0.			UNRESTRICTED
WOMEN IN MEDICINE, INC P.O. BOX 107 COLCHESTER, VT 05446	31-1705206		5,000.	0.			FOR THE SCHOLARSHIP FUND
WOMEN'S FOUNDATION OF CALIFORNIA 340 PINE STREET, SUITE 302 SAN FRANCISCO, CA 94104	94-2752421		5,000.	0.			UNRESTRICTED
WOMEN'S FOUNDATION OF CALIFORNIA 340 PINE STREET, SUITE 302 SAN FRANCISCO, CA 94104	94-2752421		15,000.	0.			UNRESTRICTED
YMCA OF SAN FRANCISCO 631 HOWARD STREET, #500 SAN FRANCISCO, CA 94105	94-0997140		5,000.	0.			FOR BUCHANAN YMCA
YMCA OF SAN FRANCISCO 631 HOWARD STREET, #500 SAN FRANCISCO, CA 94105	94-0997140		5,000.	0.			FOR BAYVIEW HUNTER'S POINT YMCA
YOUTH UPRISING 8711 MACARTHUR BLVD. OAKLAND, CA 94605	20-3321544		15,000.	0.			CAPACITY-BUILDING IN SUPPORT OF PROGRAMS FOR LGBTQ YOUTH AGES 13-18 IN ALAMEDA COUNTY

Schedule I (Form 990)

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: ASIAN PACIFIC ISLANDER LEGAL OUTREACH

(H) PURPOSE OF GRANT OR ASSISTANCE: FOR THOMAS STEEL FELLOWSHIP AWARD

WINNER DARRICK ING'S LGBT DOMESTIC VIOLENCE PROJECT.

NAME OF ORGANIZATION OR GOVERNMENT: HUMAN RIGHTS CAMPAIGN FOUNDATION

(H) PURPOSE OF GRANT OR ASSISTANCE: WHEN PUBLICLY ACKNOWLEDGING THIS

GRANT, PLEASE USE THE FUND NAME, GAY CHEMISTS SUPPORT FUND.

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT:

LAMBDA LEGAL DEFENSE & EDUCATION FUND INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: WHEN PUBLICLY ACKNOWLEDGING THIS GRANT, PLEASE USE THE FUND NAME, GAY CHEMISTS SUPPORT FUND.

NAME OF ORGANIZATION OR GOVERNMENT: LYRIC

(H) PURPOSE OF GRANT OR ASSISTANCE: DEVELOPING A 'COMMUNITY PARTNERS' PROGRAM TO ENGAGE VERY SMALL NON- PROFITS WORKING WITH LGBT YOUTH IN ORDER TO PROVIDE TECHNICAL ASSISTANCE, FISCAL SPONSORSHIP, MANAGEMENT GUIDANCE, AND FUNDRAISING EXPERTISE.

NAME OF ORGANIZATION OR GOVERNMENT: MEXICAN HERITAGE CORPORATION

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT FOR THE PRESENTATION OF LGBT CULTURAL EVENTS AT MEXICAN HERITAGE CORPORATION'S ANNUAL FESTIVAL (VIVAFEST!) WITH THE PURPOSE OF BRINGING COMMUNITIES TOGETHER TO REFLECT, CELEBRATE AND DISCOVER COMMON GROUND BETWEEN THE LATINO AND LGBT COMMUNITIES

NAME OF ORGANIZATION OR GOVERNMENT: NEW CONSERVATORY THEATRE CENTER

(H) PURPOSE OF GRANT OR ASSISTANCE: TO COMPLETE NCTC'S CHALLENGE CAMPAIGN; CONTINUE THE GROWTH OF INDIVIDUAL DONORS THROUGH MORE SIMPLIFIED GIVING LEVELS AND A NEW DESIGN FOR THE ENCORE SOCIETY; AND TO CONTINUE SEEKING CREATIVE COLLABORATIONS THAT SHOULD YIELD NEW DONOR SOURCES.

NAME OF ORGANIZATION OR GOVERNMENT: NOGLSTP

(H) PURPOSE OF GRANT OR ASSISTANCE: WHEN PUBLICLY ACKNOWLEDGING THIS GRANT, PLEASE USE THE FUND NAME, GAY CHEMISTS SUPPORT FUND.

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: PACIFIC CENTER FOR HUMAN GROWTH

(H) PURPOSE OF GRANT OR ASSISTANCE: WHEN PUBLICLY ACKNOWLEDGING THIS GRANT, PLEASE USE THE FUND NAME, GAY CHEMISTS SUPPORT FUND.

NAME OF ORGANIZATION OR GOVERNMENT:

SAN FRANCISCO STATE UNIVERSITY FINANCIAL AID OFFICE

(H) PURPOSE OF GRANT OR ASSISTANCE: FOR MARKOWSKI LEACH SCHOLARSHIP

AWARDEES (\$1,500 EACH): JUSTIN BOESE, JOSHUA FARLE, EZRA HAYMAN, & DAVID WAGGONER

NAME OF ORGANIZATION OR GOVERNMENT: SPECTRUM LGBT CENTER

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT SPECTRUM'S "COMMUNITY CONNECTIONS" PROGRAM WHICH WILL PROMOTE HEALTHY AGING AMONG LGBT SENIORS LIVING IN MARIN COUNTY.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

Name of the organization **HORIZONS FOUNDATION** Employer identification number **94-2686530**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	25	7,246,234.	FAIR MARKET VALUE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	X	
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2012)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, LINE 32B: THE ORGANIZATION USED A BROKERAGE FIRM TO SELL
DONATED SECURITIES.

SCHEDULE M, LINE 33: ITEMS DONATED FOR ONLINE AUCTION WERE NOT
REPORTED AS DONATIONS, SINCE PROCEEDS FROM THEIR SALE IS REPORTED AS
FUNDRAISING EVENT INCOME.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

HORIZONS FOUNDATION

Employer identification number

94-2686530

FORM 990, PART VI, SECTION B, LINE 11: THE BOARD APPROVED A POLICY THAT DELIGATES THE PRE-FILING REVIEW AND APPROVAL TO THE EXECUTIVE COMMITTEE OF THE BOARD. THE EXECUTIVE COMMITTEE MEETS WITH THE FINANCE DIRECTOR AND EXECUTIVE DIRECTOR TO REVIEW AND APPROVE THE 990 PRIOR TO FILING. AN ELECTRONIC VERSION OF THE 990 IS DISTRIBUTED TO THE FULL BOARD PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: BOARD MEMBERS ARE REQUIRED TO SIGN AN ANNUAL AFFIRMATION AND DISCLOSURE STATEMENT.

FORM 990, PART VI, SECTION B, LINE 15A: BOARD CHAIR REVIEWS EXECUTIVE DIRECTOR COMPENSATION, CONSIDERING COMPENSATION ANALYSIS AS WELL AS PERFORMANCE IN THE PROCESS. THE BOARD DISCUSSES AND APPROVES EXECUTIVE DIRECTOR COMPENSATION IN EXECUTIVE SESSION. SALARY ADJUSTMENTS ARE SUBMITTED IN WRITING BY THE CHAIR.

FORM 990, PART VI, SECTION C, LINE 19: GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST.

990, PART VI SECTION B LINE 12C

BOARD MEMBERS ARE REQUIRED TO SIGN AN ANNUAL AFFIRMATION AND DISCLOSURE STATEMENT.

990, PART VI SECTION C LINE 19

GOVERNING DOCUMENTS CONFLICT OF INTEREST POLICY AND FINANCIAL

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

Name of the organization

HORIZONS FOUNDATION

Employer identification number

94-2686530

STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST.

990, PART XI LINE 5

OTHER CHANGES IN NET ASSET INCLUDED AN INCREASE RELATED TO UNREALIZED GAIN FROM INVESTMENT OF \$525,508.