

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)

2012

Open to Public
Inspection

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

A For the 2012 calendar year, or tax year beginning **JUL 1, 2012** and ending **JUN 30, 2013**

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 <p align="center">SAN FRANCISCO AIDS FOUNDATION</p> Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite <p>P.O. BOX 426182</p> City, town, or post office, state, and ZIP code <p align="center">SAN FRANCISCO, CA 94142-6182</p> F Name and address of principal officer: NEIL GIULIANO SAME AS C ABOVE	D Employer identification number <p align="center">94-2927405</p> E Telephone number <p align="center">415-487-3000</p> G Gross receipts \$ 29,963,063. 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) 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.SFAF.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: 1982 M State of legal domicile: CA		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE SAN FRANCISCO AIDS FOUNDATION WORKS TO END THE HIV EPIDEMIC. OUR MISSION IS THE RADICAL 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 27 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 27 5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) 5 181 6 Total number of volunteers (estimate if necessary) 6 8320 7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0. 7b Net unrelated business taxable income from Form 990-T, line 34 7b 0.																																																										
Revenue		<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th align="center">Prior Year</th> <th align="center">Current Year</th> </tr> </thead> <tbody> <tr> <td>8 Contributions and grants (Part VIII, line 1h)</td> <td align="right">23,912,217.</td> <td align="right">24,458,270.</td> </tr> <tr> <td>9 Program service revenue (Part VIII, line 2g)</td> <td align="right">0.</td> <td align="right">0.</td> </tr> <tr> <td>10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td> <td align="right">369,208.</td> <td align="right">622,320.</td> </tr> <tr> <td>11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td> <td align="right">-1,123,961.</td> <td align="right">-955,985.</td> </tr> <tr> <td>12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td> <td align="right">23,157,464.</td> <td align="right">24,124,605.</td> </tr> <tr> <td>13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)</td> <td align="right">412,659.</td> <td align="right">261,180.</td> </tr> <tr> <td>14 Benefits paid to or for members (Part IX, column (A), line 4)</td> <td align="right">0.</td> <td align="right">0.</td> </tr> <tr> <td>15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)</td> <td align="right">10,488,647.</td> <td align="right">10,898,880.</td> </tr> <tr> <td>16a Professional fundraising fees (Part IX, column (A), line 11e)</td> <td align="right">334,727.</td> <td align="right">304,027.</td> </tr> <tr> <td> b Total fundraising expenses (Part IX, column (D), line 25) ▶ 3,874,275.</td> <td></td> <td></td> </tr> <tr> <td>17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)</td> <td align="right">12,170,167.</td> <td align="right">12,053,096.</td> </tr> <tr> <td>18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)</td> <td align="right">23,406,200.</td> <td align="right">23,517,183.</td> </tr> <tr> <td>19 Revenue less expenses. Subtract line 18 from line 12</td> <td align="right">-248,736.</td> <td align="right">607,422.</td> </tr> <tr> <td style="vertical-align: top;">Net Assets or Fund Balances</td> <td></td> <td align="center"> <table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th align="center">Beginning of Current Year</th> <th align="center">End of Year</th> </tr> </thead> <tbody> <tr> <td>20 Total assets (Part X, line 16)</td> <td align="right">15,359,084.</td> <td align="right">16,008,075.</td> </tr> <tr> <td>21 Total liabilities (Part X, line 26)</td> <td align="right">4,035,846.</td> <td align="right">3,911,398.</td> </tr> <tr> <td>22 Net assets or fund balances. Subtract line 21 from line 20</td> <td align="right">11,323,238.</td> <td align="right">12,096,677.</td> </tr> </tbody> </table> </td> </tr> </tbody></table>		Prior Year	Current Year	8 Contributions and grants (Part VIII, line 1h)	23,912,217.	24,458,270.	9 Program service revenue (Part VIII, line 2g)	0.	0.	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	369,208.	622,320.	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-1,123,961.	-955,985.	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	23,157,464.	24,124,605.	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	412,659.	261,180.	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)	10,488,647.	10,898,880.	16a Professional fundraising fees (Part IX, column (A), line 11e)	334,727.	304,027.	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 3,874,275.			17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	12,170,167.	12,053,096.	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	23,406,200.	23,517,183.	19 Revenue less expenses. Subtract line 18 from line 12	-248,736.	607,422.	Net Assets or Fund Balances		<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th align="center">Beginning of Current Year</th> <th align="center">End of Year</th> </tr> </thead> <tbody> <tr> <td>20 Total assets (Part X, line 16)</td> <td align="right">15,359,084.</td> <td align="right">16,008,075.</td> </tr> <tr> <td>21 Total liabilities (Part X, line 26)</td> <td align="right">4,035,846.</td> <td align="right">3,911,398.</td> </tr> <tr> <td>22 Net assets or fund balances. Subtract line 21 from line 20</td> <td align="right">11,323,238.</td> <td align="right">12,096,677.</td> </tr> </tbody> </table>		Beginning of Current Year	End of Year	20 Total assets (Part X, line 16)	15,359,084.	16,008,075.	21 Total liabilities (Part X, line 26)	4,035,846.	3,911,398.	22 Net assets or fund balances. Subtract line 21 from line 20	11,323,238.	12,096,677.
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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	Original signed by J. Zimman Signature of officer	Date 3/12/14
	JONATHAN ZIMMAN, CFO Type or print name and title	
Paid Preparer Use Only	Print/Type preparer's name JOHN PANETTA	Preparer's signature Date 3/12/14
	Firm's name ▶ BURR PILGER MAYER, INC.	Check if self-employed <input type="checkbox"/> PTIN P00365375
	Firm's address ▶ 600 CALIFORNIA STREET, SUITE 1300 SAN FRANCISCO, CA 94108	Firm's EIN ▶ 26-3839190 Phone no. (415) 421-5757

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: THE SAN FRANCISCO AIDS FOUNDATION WORKS TO END THE HIV EPIDEMIC. OUR MISSION IS THE RADICAL REDUCTION OF NEW INFECTIONS IN SAN FRANCISCO. THROUGH EDUCATION, ADVOCACY AND DIRECT SERVICES FOR PREVENTION AND CARE, WE ARE CONFRONTING HIV IN COMMUNITIES MOST VULNERABLE TO THE

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 5,980,567. including grants of \$ 58,856.) (Revenue \$ 0.) SUBSTANCE ABUSE AND MENTAL HEALTH SERVICES INCLUDE SYRINGE ACCESS SERVICES AND THE STONEWALL PROJECT. SYRINGE ACCESS SERVICES COMPLETED 27,160 DIRECT CLIENT CONTACTS WITH IDUS DISTRIBUTING A TOTAL OF OVER 2.2 MILLION SYRINGES DURING 1,567 SYRINGE ACCESS SESSION HOURS. THE STONEWALL PROJECT MADE 13,901 CLIENT CONTACTS WITH 10,123 HOURS OF PREVENTION AND TREATMENT SERVICES, INCLUDING SUPPORT GROUPS, INDIVIDUAL COUNSELING, WORKSHOPS, AND EVENTS.

4b (Code:) (Expenses \$ 5,445,388. including grants of \$ 66,752.) (Revenue \$ 0.) THE FOUNDATION'S COMMUNITY-BASED HEALTH AND PREVENTION SERVICES INCLUDE MAGNET, THE AFRICAN-AMERICAN PREVENTION INITIATIVE, LATINO PROGRAMS, AND THE STOP AIDS PROJECT. MAGNET, SFAF'S HEALTH CLINIC FOR GAY MEN IN THE CASTRO, COMPLETED 38,201 STD TESTING ENCOUNTERS, 5,093 STD TREATMENT ENCOUNTERS, AND 8,241 HIV TESTING AND COUNSELING ENCOUNTERS. THE AFRICAN-AMERICAN PREVENTION INITIATIVE (COMPRISED OF THE BLACK BROTHERS ESTEEM AND DREAAM PROGRAMS) PROVIDED OVER 400 AFRICAN-AMERICAN CLIENTS WITH 1,854 HOURS OF TARGETED PREVENTION SERVICES, INCLUDING DROP-IN SUPPORT GROUPS, WORKSHOPS, AND EVENTS. LATINO PROGRAMS SERVED MORE THAN 150 PEOPLE WITH ON-GOING SKILLS-BUILDING PROCESS GROUPS AND HEALTH WORKSHOPS. THE STOP AIDS PROJECT, WHICH INCLUDES THE POSITIVE FORCE AND BRIDGEMEN PROGRAMS, PROVIDED 906 HOURS OF PREVENTION CASE

4c (Code:) (Expenses \$ 3,373,723. including grants of \$ 27,399.) (Revenue \$ 0.) SFAF'S RENTAL SUBSIDIES PROGRAM PROVIDED HOUSING ASSISTANCE TO 428 UNDUPLICATED CLIENTS DURING THE FISCAL YEAR THROUGH THREE LONG-TERM SUBSIDY PROGRAMS (PARTIAL, SHALLOW, AND FULL RENTAL SUBSIDIES). THE THREE PROGRAMS PROVIDED A TOTAL OF 136,396 NIGHTS OF RENTAL ASSISTANCE DURING THIS PERIOD.

4d Other program services (Describe in Schedule O.) (Expenses \$ 4,150,687. including grants of \$ 108,173.) (Revenue \$)

4e Total program service expenses 18,950,365.

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

Main form area containing questions 1a through 14b with Yes/No columns and input fields for numerical values.

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	27		
1b	Enter the number of voting members included in line 1a, above, who are independent		
	27		
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.)

		Yes	No
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	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
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.
 Own website Another's website 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: **JONATHAN ZIMMAN - 415-487-3000**
1035 MARKET STREET, STE 400, SAN FRANCISCO, CA 94103

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) STEVEN ABBOTT DIRECTOR	2.00	X					0.	0.	0.	
(2) WESLEY BURWELL DIRECTOR	2.00	X					0.	0.	0.	
(3) BRUNO DELAGNEAU, MD DIRECTOR	2.00	X					0.	0.	0.	
(4) DALE FREEMAN DIRECTOR	2.00	X					0.	0.	0.	
(5) DON HOWARD DIRECTOR	2.00	X					0.	0.	0.	
(6) MICHAEL KIDD DIRECTOR	2.00	X					0.	0.	0.	
(7) JACK STEPHENSON DIRECTOR	2.00	X					0.	0.	0.	
(8) JUDY WILBER DIRECTOR	2.00	X					0.	0.	0.	
(9) PHILIP BESIROF DIRECTOR	2.00	X					0.	0.	0.	
(10) HAMISH CHANDRA DIRECTOR	2.00	X					0.	0.	0.	
(11) LAURIE HANE DIRECTOR	2.00	X					0.	0.	0.	
(12) MATT MAFFFEI DIRECTOR	2.00	X					0.	0.	0.	
(13) LISA STERMAN, MD DIRECTOR	2.00	X					0.	0.	0.	
(14) CAROL BROSGART, MD DIRECTOR	2.00	X					0.	0.	0.	
(15) STEVEN CHIODINI DIRECTOR AND SECRETARY	2.00	X		X			0.	0.	0.	
(16) MATT DENCKLA DIRECTOR	2.00	X					0.	0.	0.	
(17) DAVID A. HENDRICKS DIRECTOR	2.00	X					0.	0.	0.	

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) TIM JONES DIRECTOR	2.00	X						0.	0.	0.
(19) TOM PERRAULT DIRECTOR AND CHAIR	5.00	X		X				0.	0.	0.
(20) ERIC ROZENDAHL DIRECTOR	2.00	X						0.	0.	0.
(21) ALAN TAYLOR DIRECTOR	2.00	X						0.	0.	0.
(22) MARY CHA-CASWELL DIRECTOR	2.00	X						0.	0.	0.
(23) RAY DELGADO DIRECTOR	2.00	X						0.	0.	0.
(24) ALEC HUGHES DIRECTOR	2.00	X						0.	0.	0.
(25) ROBERT QUON, MD DIRECTOR	2.00	X						0.	0.	0.
(26) CHRIS SHEPLER DIRECTOR	2.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								1,293,263.	0.	114,979.
d Total (add lines 1b and 1c)								1,293,263.	0.	114,979.

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 **12**

	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
LYON MARTIN HEALTH SERVCES, 1748 MARKET STREET, SUITE 201, SAN FRANCISCO, CA 94102	MENTAL HEALTH COUNSELING	518,069.
SHANTI PROJECT 730 POLK STREET, SAN FRANCISCO, CA 94109	HIV PREVENTION SERVICES	374,684.
MZA EVENTS 273 NINTH STREET, SAN FRANCISCO, CA 94103	FUNDRAISER/PRODUCER	212,000.
TIDES CENTER PO BOX 29907, SAN FRANCISCO, CA 94129	HIV PREVENTION SERVICES	211,585.
ST. JAMES INFIRMARY 1372 MISSION ST., SAN FRANCISCO, CA 94103	HIV PREVENTION SERVICES	126,022.

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 **5**

SEE PART VII, SECTION A CONTINUATION SHEETS

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 114,581.				
	b	Membership dues	1b				
	c	Fundraising events	1c 11,178,531.				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e 10,489,870.				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f 2,675,288.				
	g	Noncash contributions included in lines 1a-1f: \$	108,455.				
	h	Total. Add lines 1a-1f	▶ 24,458,270.				
	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)	▶ 233,917.			233,917.	
	4	Income from investment of tax-exempt bond proceeds	▶				
	5	Royalties	▶ 1,022.			1,022.	
	6 a	Gross rents	(i) Real (ii) Personal				
		Less: rental expenses					
		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				
		Less: cost or other basis and sales expenses					
		c Gain or (loss)					
		d Net gain or (loss)	▶	388,403.			388,403.
	8 a	Gross income from fundraising events (not including \$ 11,178,531. of contributions reported on line 1c). See Part IV, line 18	a 227,750.				
		b Less: direct expenses	b 1,343,370.				
		c Net income or (loss) from fundraising events	▶ -1,115,620.				-1,115,620.
	9 a	Gross income from gaming activities. See Part IV, line 19	a				
b Less: direct expenses		b					
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	b					
	c Net income or (loss) from sales of inventory	▶					
Miscellaneous Revenue		Business Code					
11 a	OTHER MISCELLANEOUS	999999	158,613.	158,613.			
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d	▶	158,613.				
12	Total revenue. See instructions.	▶	24,124,605.	158,613.	0.	-492,278.	

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 X

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	261,180.	261,180.		
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	507,293.	408,777.	14,965.	83,551.
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	8,078,038.	6,658,842.	354,698.	1,064,498.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	170,460.	136,779.	9,277.	24,404.
9 Other employee benefits	1,458,541.	1,212,023.	54,698.	191,820.
10 Payroll taxes	684,548.	566,234.	27,353.	90,961.
11 Fees for services (non-employees):				
a Management				
b Legal	23,995.	21,704.	1,243.	1,048.
c Accounting	122,222.	80,523.	22,630.	19,069.
d Lobbying	46,800.	46,800.		
e Professional fundraising services. See Part IV, line 17	304,027.			304,027.
f Investment management fees	49,031.	32,303.	9,078.	7,650.
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	2,698,756.	2,205,861.	43,615.	449,280.
12 Advertising and promotion	357,830.	254,251.	3,116.	100,463.
13 Office expenses	1,118,097.	550,190.	4,062.	563,845.
14 Information technology	211.	40.	11.	160.
15 Royalties				
16 Occupancy	1,607,705.	1,227,607.	44,150.	335,948.
17 Travel	196,810.	161,669.	6,846.	28,295.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	84,579.	62,478.	6,596.	15,505.
20 Interest	60,769.	40,036.	11,252.	9,481.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	463,987.	315,356.	25,031.	123,600.
23 Insurance	114,908.	90,362.	4,188.	20,358.
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 HOUSING PROG. SUBSID.	2,662,245.	2,662,245.		
b EVENT PRODUCTION	965,459.	673,956.		291,503.
c PROGRAM SUPPLIES	922,542.	904,002.	-1,069.	19,609.
d CREDIT CARD FEES	176,108.	116,262.	32,479.	27,367.
e All other expenses	381,042.	260,885.	18,324.	101,833.
25 Total functional expenses. Add lines 1 through 24e	23,517,183.	18,950,365.	692,543.	3,874,275.
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	909,727.	1	1,327,013.	
	2 Savings and temporary cash investments	518,874.	2	639,533.	
	3 Pledges and grants receivable, net	512,748.	3	692,436.	
	4 Accounts receivable, net	2,919,389.	4	2,516,112.	
	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	551,452.	9	371,370.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 3,684,923.			
	b Less: accumulated depreciation	10b 2,133,363.	1,712,752.	10c	1,551,560.
	11 Investments - publicly traded securities	8,107,658.	11	8,757,319.	
	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	126,484.	15	152,732.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	15,359,084.	16	16,008,075.		
Liabilities	17 Accounts payable and accrued expenses	3,412,357.	17	3,729,743.	
	18 Grants payable	255,000.	18	0.	
	19 Deferred revenue	199,679.	19	0.	
	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	168,810.	25	181,655.	
	26 Total liabilities. Add lines 17 through 25	4,035,846.	26	3,911,398.	
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	10,694,390.	27	10,692,003.	
	28 Temporarily restricted net assets	209,219.	28	985,045.	
	29 Permanently restricted net assets	419,629.	29	419,629.	
	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	11,323,238.	33	12,096,677.		
34 Total liabilities and net assets/fund balances	15,359,084.	34	16,008,075.		

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	24,124,605.
2	Total expenses (must equal Part IX, column (A), line 25)	2	23,517,183.
3	Revenue less expenses. Subtract line 2 from line 1	3	607,422.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	11,323,238.
5	Net unrealized gains (losses) on investments	5	166,017.
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	12,096,677.

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?		X
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		
b Were the organization's financial statements audited by an independent accountant?	X	
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		
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?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
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	X	

Form 990 (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.")	22027403.	18931985.	20626207.	23912217.	24458270.	109956082
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	22027403.	18931985.	20626207.	23912217.	24458270.	109956082
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)						
6 Public support. Subtract line 5 from line 4.						109956082

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	22027403.	18931985.	20626207.	23912217.	24458270.	109956082
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	368,844.	233,241.	229,095.	211,788.	234,939.	1277907.
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.)	93,428.	84,089.	88,228.	80,426.	158,613.	504,784.
11 Total support. Add lines 7 through 10						111738773
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	98.40	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	98.21	%
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

SAN FRANCISCO AIDS FOUNDATION

Employer identification number

94-2927405

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)

Name of organization SAN FRANCISCO AIDS FOUNDATION	Employer identification number 94-2927405
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<hr/> <hr/> <hr/> <hr/>	\$ <u>8,831,369.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<hr/> <hr/> <hr/> <hr/>	\$ <u>451,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization SAN FRANCISCO AIDS FOUNDATION	Employer identification number 94-2927405
--	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization SAN FRANCISCO AIDS FOUNDATION	Employer identification number 94-2927405
--	---

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

For Organizations Exempt From Income Tax Under section 501(c) and section 527

2012

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**

Open to Public Inspection

▶ **See separate instructions.**

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization SAN FRANCISCO AIDS FOUNDATION	Employer identification number 94-2927405
--	---

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

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

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232041
01-07-13

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1 a Total lobbying expenditures to influence public opinion (grass roots lobbying)		14,719.	
b Total lobbying expenditures to influence a legislative body (direct lobbying)		184,143.	
c Total lobbying expenditures (add lines 1a and 1b)		198,862.	
d Other exempt purpose expenditures		23,318,321.	
e Total exempt purpose expenditures (add lines 1c and 1d)		23,517,183.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		1,000,000.	
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e.		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.		
Over \$17,000,000	\$1,000,000.		
g Grassroots nontaxable amount (enter 25% of line 1f)		250,000.	
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.	
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.	
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c Total lobbying expenditures	219,724.	193,822.	195,230.	198,862.	807,638.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures	43,056.	19,745.	16,695.	14,719.	94,215.

Schedule C (Form 990 or 990-EZ) 2012

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

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

SAN FRANCISCO AIDS FOUNDATION

Employer identification number

94-2927405

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		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
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 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 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	497,874.	504,314.	439,188.	419,629.	419,629.
b Contributions					
c Net investment earnings, gains, and losses	43,683.	-8,304.	85,126.	60,955.	
d Grants or scholarships					
e Other expenditures for facilities and programs	28,197.	-1,864.	20,000.	41,396.	
f Administrative expenses					
g End of year balance	513,360.	497,874.	504,314.	439,188.	419,629.

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 81.70 %
- c Temporarily restricted endowment 18.30 %

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:

	Yes	No
(i) unrelated organizations		X
(ii) related organizations		X

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		1,013,361.	207,134.	806,227.
d Equipment		1,203,250.	857,609.	345,641.
e Other		1,468,312.	1,068,620.	399,692.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,551,560.

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) CAPITAL LEASE OBLIGATION	181,655.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	181,655.

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	24,727,131.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	166,017.
b	Donated services and use of facilities	2b	436,509.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	602,526.
3	Subtract line 2e from line 1	3	24,124,605.
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	24,124,605.

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

1	Total expenses and losses per audited financial statements	1	23,953,692.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	436,509.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	436,509.
3	Subtract line 2e from line 1	3	23,517,183.
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	23,517,183.

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 V, LINE 4: HIV PREVENTION AND TREATMENT EDUCATION

PART X, LINE 2: THE FOUNDATION HAS RECEIVED DETERMINATION LETTERS FROM THE INTERNAL REVENUE SERVICE AND THE STATE OF CALIFORNIA INDICATING THAT THE FOUNDATION IS EXEMPT FROM FEDERAL AND STATE INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1954, AS AMENDED, AND THE REVENUE AND TAXATION CODE OF THE STATE OF CALIFORNIA, RESPECTIVELY. ACCORDINGLY, NO PROVISION FOR INCOME TAXES HAS BEEN MADE IN THE

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
		AIDS LIFECYCLE (event type)	AIDS WALK SF (event type)	6 (total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts	8,284,481.	2,427,556.	694,244.	11,406,281.
	2 Less: Contributions	8,134,794.	2,427,556.	616,181.	11,178,531.
	3 Gross income (line 1 minus line 2)	149,687.		78,063.	227,750.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	48,062.			48,062.
	7 Food and beverages	521,766.			521,766.
	8 Entertainment				
	9 Other direct expenses	733,611.		39,931.	773,542.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(1,343,370)
	11 Net income summary. Combine line 3, column (d), and line 10				-1,115,620.

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 G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: MZA EVENTS

(I) ADDRESS OF FUNDRAISER: 273 NINTH STREET, SAN FRANCISCO, CA 94103

(I) NAME OF FUNDRAISER: MAL WARWICK AND ASSOCIATES

(I) ADDRESS OF FUNDRAISER:
2550 NINTH STREET, SUITE 103, BERKELEY, CA 94710

**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

SAN FRANCISCO AIDS FOUNDATION

**Employer identification number
94-2927405**

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
AIDS EMERGENCY FUND 12 GRACE STREET, SUITE 300 SAN FRANCISCO, CA 94103	94-2922039	501(C)(3)	27,311.	0.			HIV/AIDS SERVICES
AIDS LEGAL REFERRAL PANEL OF THE SAN FRANCISCO BAY AREA - 1663 MISSION STREET, STE 500 - SAN FRANCISCO, CA 94103	94-3111738	501(C)(3)	25,204.	0.			HIV/AIDS SERVICES
ASIAN & PACIFIC ISLANDER WELLNESS CENTER - 730 POLK STREET - SAN FRANCISCO, CA 94109	94-3096109	501(C)(3)	5,204.	0.			HIV/AIDS SERVICES
COMMUNITY AWARENESS AND TREATMENT SERVICES - 1171 MISSION STREET - SAN FRANCISCO, CA 94103	94-2335626	501(C)(3)	9,364.	0.			HIV/AIDS SERVICES
HOMELESS YOUTH ALLIANCE PO BOX 170427 SAN FRANCISCO, CA 94117	94-3153687	501(C)(3)	14,497.	0.			HIV/AIDS SERVICES
MARIN AIDS PROJECT 910 IRWIN ST SAN RAFAEL, CA 94901	68-0072470	501(C)(3)	42,735.	0.			HIV/AIDS SERVICES

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **▶ 14.**
- 3** Enter total number of other organizations listed in the line 1 table **▶ 0.**

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

Schedule I (Form 990) (2012)

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
NATIONAL AIDS MEMORIAL GROVE P.O. BOX 2270 SAN FRANCISCO, CA 94126	94-3213100	501(C)(3)	10,220.	0.			HIV/AIDS SERVICES
PETS ARE WONDERFUL SUPPORT 3170 23RD STREET SAN FRANCISCO, CA 94110	94-6049133	501(C)(3)	10,160.	0.			HIV/AIDS SERVICES
POSITIVE RESOURCE CENTER 785 MARKET STREET, FLOOR 10 SAN FRANCISCO, CA 94103	94-3078431	501(C)(3)	5,048.	0.			HIV/AIDS SERVICES
PROJECT OPEN HAND 730 POLK STREET SAN FRANCISCO, CA 94109	94-3023551	501(C)(3)	33,664.	0.			HIV/AIDS SERVICES
QUAN YIN HEALING ARTS CENTER 965 MISSION STREET, SUITE 405 SAN FRANCISCO, CA 94103	94-3088805	501(C)(3)	18,481.	0.			HIV/AIDS SERVICES
RAINBOW COMMUNITY CENTER OF CONTRA COSTA COUNTY - 3024 WILLOW PASS ROAD, STE 200 - CONCORD, CA 94519	68-0375857	501(C)(3)	10,630.	0.			HIV/AIDS SERVICES
THE SHANTI PROJECT 730 POLK STREET SAN FRANCISCO, CA 94109-7813	94-2297147	501(C)(3)	12,915.	0.			HIV/AIDS SERVICES
WOMEN'S COMMUNITY CLINIC 1833 FILLMORE STREET, 3RD FLOOR SAN FRANCISCO, CA 94115	94-3213100	501(C)(3)	7,148.	0.			HIV/AIDS SERVICES

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.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

SAN FRANCISCO AIDS FOUNDATION

Employer identification number

94-2927405

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<p>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>	1b									
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</p>	2									
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table border="0"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input checked="" type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input checked="" type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p> <p>a Receive a severance payment or change-of-control payment?</p> <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> <p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4a	X								
	4b	X								
	4c	X								
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</p> <p>5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	5a	X								
	5b	X								
<p>6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	6a	X								
	6b	X								
<p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>	7	X								
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>	8	X								
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	9									

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

Schedule J (Form 990) 2012

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) NEIL GIULIANO CHIEF EXECUTIVE OFFICER	(i)	263,580.	37,900.	505.	7,787.	10,161.	319,933.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) JONATHAN ZIMMAN CHIEF FINANCIAL OFFICER	(i)	168,400.	0.	505.	5,052.	10,161.	184,118.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) JAMES LODUCA VP OF PUBLIC AFFAIRS	(i)	162,462.	0.	7,364.	4,973.	10,937.	185,736.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) ROBERT RYBICKI VP OF PROGRAMS	(i)	186,525.	0.	643.	5,617.	16,161.	208,946.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) ALAN BEACH VP OF DEVELOPMENT UNTIL 01.2013	(i)	179,286.	0.	2,629.	5,400.	2,718.	190,033.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) NANCY DUBOIS VICE PRESIDENT, TALENT & OPERATIONS	(i)	156,021.	0.	385.	4,856.	16,677.	177,939.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**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 **SAN FRANCISCO AIDS FOUNDATION** Employer identification number **94-2927405**

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	8	25,229.	FMV
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 ▶ (<u>FOOD/ BEVERAG</u>)	X	10	28,512.	FMV
26 Other ▶ (<u>T-SHIRTS, JAC</u>)	X	1	10,419.	FMV
27 Other ▶ (<u>OFFICE EQUIP.</u>)	X	3	9,181.	FMV
28 Other ▶ (<u>SUPPLIES</u>)	X	12	8,944.	FMV

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.		

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.

PART I, OTHER TYPES OF PROPERTY:

BICYCLES

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTIONS = 7

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 8924.

(D) METHOD OF DETERMINING REVENUE: FMV

EVENT SPACE

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTIONS = 2

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 6630.

(D) METHOD OF DETERMINING REVENUE: FMV

GIFT CERTIFICATES

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTIONS = 22

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 5695.

(D) METHOD OF DETERMINING REVENUE: FACE VALUE

MEDICAL SUPPLIES

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTIONS = 2

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 4920.

(D) METHOD OF DETERMINING REVENUE: FMV

SCHEDULE M, PART I, COLUMN (B): LINE 32B: BNY MELLON WEALTH MANAGEMENT

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.

COMPANY MANAGED OUR STOCK PORTFOLIO. ALL STOCK GIFTS THE FOUNDATION RECEIVES ARE PROCESSED THROUGH BNY MELLON COMPANY.

PART I, COLUMN B: THE ORGANIZATION REPORTS THE NUMBER OF CONTRIBUTORS.

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

SAN FRANCISCO AIDS FOUNDATION

Employer identification number

94-2927405

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

REDUCTION OF NEW INFECTIONS IN SAN FRANCISCO. THROUGH EDUCATION,
ADVOCACY AND DIRECT SERVICES FOR PREVENTION AND CARE, WE ARE
CONFRONTING HIV IN COMMUNITIES MOST VULNERABLE TO THE DISEASE.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

DISEASE.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

MANAGEMENT AND WORKSHOPS, MAKING 2,146 CLIENT CONTACTS IN 2012-13.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

CARE COORDINATION FOR HIV-POSITIVE CLIENTS INCLUDED CASE MANAGEMENT AND
FINANCIAL BENEFITS ASSISTANCE, AND TWO "CENTERS OF EXCELLENCE" (COES):
BLACK HEALTH AND CCHAMP (CHRONIC CARE HIV/AIDS MULTIDISCIPLINARY
PROGRAM). THE CASE MANAGEMENT/FINANCIAL BENEFITS TEAM PROVIDED CLIENT
ADVOCACY, FINANCIAL BENEFITS COUNSELING, CARE COORDINATION AND CASE
MANAGEMENT TO 744 PEOPLE LIVING WITH HIV. THE BLACK HEALTH COE
PROVIDED 3,649 HOURS OF CASE MANAGEMENT AND PEER ADVOCACY SERVICES TO
MORE THAN 150 HIV-POSITIVE AFRICAN AMERICANS, WHILE CCHAMP PROVIDED
2,756 HOURS TO OVER 150 GAY MEN, TRANSWOMEN, AND INJECTION DRUG USERS.

ADVOCACY AND EDUCATION

THE FOUNDATION LAUNCHED THE NEW ONLINE BETA BLOG TO REACH A BROAD

AUDIENCE WITH TIMELY AND DIVERSE HIV PREVENTION AND TREATMENT NEWS AND

Name of the organization

SAN FRANCISCO AIDS FOUNDATION

Employer identification number

94-2927405

EDUCATIONAL RESOURCES. ARTICLES AND POSTS ARE PUBLISHED 3-5 TIMES PER WEEK, RANGING FROM ANALYSES OF SCIENTIFIC BREAKTHROUGHS TO COLUMNS FROM REGULAR CONTRIBUTORS ABOUT SAFER-SEX PRACTICES. THE BLOG RECEIVED MORE THAN 124,400 PAGE VIEWS FROM NEARLY 78,800 UNIQUE VISITORS. ALSO, THE FOUNDATION PUBLISHED FOUR PRINT AND ELECTRONIC ISSUES OF HIV RESOURCE, OUR NEWSLETTER CONNECTING READERS WITH HIV-RELATED CLINICAL TRIALS AND FREE MEDICAL CARE IN THE SAN FRANCISCO BAY AREA.

THE FOUNDATION HAS A COMPREHENSIVE EDUCATION AND COMMUNICATIONS PLAN IN PLACE TO RAISE AWARENESS ABOUT ALL PROGRAM AND POLICY INITIATIVES.

SPECIFIC ACTIVITIES IN 2012/2013 INCLUDED: USING THE FOUNDATION'S WEBSITE, WITH NEARLY 1,000 UNIQUE VISITORS DAILY, TO PUBLISH ORIGINAL NEWS ARTICLES, HIGHLIGHT CLIENT SERVICES, PROVIDE INFORMATION ABOUT FUNDRAISING EVENTS, EXPLAIN POLICY INITIATIVES, AND SHARE PRESS RELEASES AND OFFICIAL FOUNDATION STATEMENTS RELATED TO DEVELOPMENTS IN SCIENCE, RESEARCH, AND POLITICS.

THE FOUNDATION PUBLISHED A MONTHLY E-NEWSLETTER CALLED STATUS. IT IS DISTRIBUTED TO A MAILING LIST OF NEARLY 60,000 SUBSCRIBERS, AND ALL THE ARTICLES ABOUT HIV AND AIDS ARE POSTED ON THE FOUNDATION WEBSITE.

STATUS INCLUDES NEWS ARTICLES, FEATURE STORIES ABOUT CLIENTS AND STAFF MEMBERS, AND INFORMATION ABOUT FOUNDATION EVENTS. STATUS ALSO PROVIDES DETAILED INFORMATION ABOUT OUR PROGRAMS AND SERVICES, AND INCREASES AIDS AWARENESS.

THE FOUNDATION'S FACEBOOK PAGE HAS GROWN TO NEARLY 25,000 FOLLOWERS. IT IS ONE OF THE MOST ACTIVE AND ENGAGED ONLINE COMMUNITIES FOR AN AIDS

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SERVICE ORGANIZATION. SFAF ALSO MAINTAINS AN ACTIVE TWITTER FEED. WE UTILIZE THESE SOCIAL SITES TO PROMOTE HIV AWARENESS, HIGHLIGHT OUR WORK, AND ENCOURAGE INVOLVEMENT WITH THE FOUNDATION.

THE FOUNDATION LAUNCHED PREFACTS.ORG, AN ONLINE PORTAL FOR INFORMATION ABOUT PRE-EXPOSURE PROPHYLAXIS (PREP). THE WEBSITE HAS GAINED NATIONAL ATTENTION AS A GO-TO RESOURCE FOR UNBIASED AND CULTURALLY-RELEVANT INFORMATION ABOUT THIS EMERGING HIV PREVENTION TECHNIQUE.

MAJOR SPECIAL EVENTS, SUCH AS AIDS LIFECYCLE AND AIDS WALK SAN FRANCISCO, WERE COVERED NATIONALLY IN BROADCAST, PRINT, AND ELECTRONIC MEDIA. IN 2012/2013, THE FOUNDATION GARNERED MORE LOCAL, NATIONAL, AND INTERNATIONAL MEDIA ATTENTION AS IT COMMEMORATED ITS 30TH ANNIVERSARY IN THE FIGHT AGAINST HIV/AIDS. THE FOUNDATION IS ALSO ROUTINELY CALLED UPON BY JOURNALISTS AS ONE OF THE MOST WELL-RESPECTED HIV/AIDS ORGANIZATIONS IN THE WORLD.

EXPENSES \$ 4,150,687. INCLUDING GRANTS OF \$ 108,173. REVENUE \$ 0.

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 IS PREPARED BY OUR CPA, REVIEWED AND APPROVED BY MANAGEMENT AND IS SENT TO ALL MEMBER OF THE BOARD OF DIRECTORS FOR THEIR REVIEW.

FORM 990, PART VI, SECTION B, LINE 12C: THE BOARD OF DIRECTORS HAS APPROVED A BOARD CONFLICT OF INTEREST POLICY APPLICABLE TO ALL DIRECTORS, OFFICERS, AND KEY EMPLOYEES WHICH REQUIRES REVIEW AND DISCLOSURE, ON AN ANNUAL BASIS, OF ANY POTENTIAL CONFLICTS. IN ADDITION, AN EMPLOYEE CONFLICT OF INTEREST POLICY, APPLICABLE TO ALL EMPLOYEES, IS INCLUDED IN THE EMPLOYEE HANDBOOK WHICH ALL EMPLOYEES ARE REQUIRED TO REVIEW UPON HIRE AND

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ADHERE TO DURING THEIR TERM OF EMPLOYMENT.

FORM 990, PART VI, SECTION B, LINE 15: ALL STAFF COMPENSATION IS REVIEWED BY AN INDEPENDENT CONSULTANT FOR MARKET RATE COMPARISON. THE CEO'S COMPENSATION IS ALSO APPROVED BY THE BOARD, BASED ON THE CONSULTANT'S RECOMMENDATION.

FORM 990, PART VI, SECTION C, LINE 19: THE FOUNDATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND ANNUAL AUDITED FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST. IN ADDITION, THE ANNUAL AUDITED FINANCIAL STATEMENTS AND FORM 990 ARE AVAILABLE ON OUR WEBSITE.

FORM 990, PART IX, LINE 11G, OTHER FEES:

PAYROLL PROCESSING FEES:

PROGRAM SERVICE EXPENSES	17,155.
MANAGEMENT AND GENERAL EXPENSES	4,821.
FUNDRAISING EXPENSES	4,063.
TOTAL EXPENSES	26,039.

PROFESSIONAL SERVICES:

PROGRAM SERVICE EXPENSES	609,934.
MANAGEMENT AND GENERAL EXPENSES	36,552.
FUNDRAISING EXPENSES	373,798.
TOTAL EXPENSES	1,020,284.

SUBCONTRACTORS:

PROGRAM SERVICE EXPENSES	1,446,671.
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MANAGEMENT AND GENERAL EXPENSES 0.

FUNDRAISING EXPENSES 0.

TOTAL EXPENSES 1,446,671.

ONLINE PROCESSING FEES:

PROGRAM SERVICE EXPENSES 132,101.

MANAGEMENT AND GENERAL EXPENSES 2,242.

FUNDRAISING EXPENSES 71,419.

TOTAL EXPENSES 205,762.

TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A 2,698,756.

FORM 990, PART XII, LINE 2C

AFTER MANY YEARS WITH THE SAME AUDIT FIRM, SFAF'S AUDIT COMMITTEE, IN ACCORDANCE WITH BEST PRACTICES FOR AUDITOR ROTATION, UNDERTOOK A PROCESS TO SELECT A NEW AUDIT FIRM. AFTER RECEIVING PROPOSALS FROM AND CONDUCTING INTERVIEWS WITH SEVERAL FIRMS WITH NON-PROFIT AUDIT EXPERTISE, SFAF SELECTED ARMANINO LLP AS ITS NEW AUDIT FIRM FOR FYE 6/30/2013.