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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2015**

Open to Public Inspection

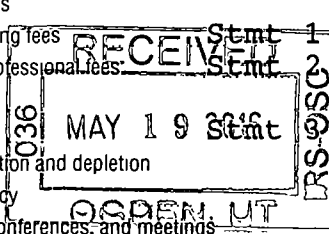
For calendar year 2015 or tax year beginning

, and ending

Name of foundation <b>Fleishhacker Foundation</b>		A Employer identification number <b>94-6051048</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>1016 Lincoln Blvd</b>	Room/suite <b>12</b>	B Telephone number <b>415-561-5350</b>
City or town, state or province, country, and ZIP or foreign postal code <b>San Francisco, CA 94129-1095</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 17,243,304.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				<b>N/A</b>	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		<b>40.</b>	<b>40.</b>		
4 Dividends and interest from securities		<b>382,580.</b>	<b>382,580.</b>		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<b>1,215,271.</b>			
b Gross sales price for all assets on line 6a <b>2,982,975.</b>					
7 Capital gain net income (from Part IV, line 2)			<b>1,215,271.</b>		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		<b>1,597,891.</b>	<b>1,597,891.</b>		
13 Compensation of officers, directors, trustees, etc.		<b>94,312.</b>	<b>1,886.</b>		<b>92,426.</b>
14 Other employee salaries and wages					
15 Pension plans, employee benefits		<b>36,706.</b>	<b>575.</b>		<b>36,131.</b>
16a Legal fees					
b Accounting fees		<b>7,805.</b>	<b>780.</b>		<b>7,025.</b>
c Other professional fees		<b>59,683.</b>	<b>49,144.</b>		<b>10,539.</b>
17 Interest					
18 Taxes		<b>51,828.</b>	<b>6,628.</b>		<b>0.</b>
19 Depreciation and depletion					
20 Occupancy		<b>15,222.</b>	<b>0.</b>		<b>15,222.</b>
21 Travel, conferences, and meetings		<b>17,805.</b>	<b>0.</b>		<b>17,805.</b>
22 Printing and publications		<b>8,605.</b>	<b>0.</b>		<b>8,605.</b>
23 Other expenses		<b>16,629.</b>	<b>0.</b>		<b>16,629.</b>
24 Total operating and administrative expenses. Add lines 13 through 23		<b>308,595.</b>	<b>59,013.</b>		<b>204,382.</b>
25 Contributions, gifts, grants paid		<b>753,500.</b>			<b>753,500.</b>
26 Total expenses and disbursements. Add lines 24 and 25		<b>1,062,095.</b>	<b>59,013.</b>		<b>957,882.</b>
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<b>535,796.</b>			
b Net investment income (if negative, enter -0-)			<b>1,538,878.</b>		
c Adjusted net income (if negative, enter -0-)				<b>N/A</b>	

SCANNED MAY 26 2016



**Part II Balance Sheets**

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

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets

1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	279,728.	549,672.	549,672.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock Stmt 5	8,215,650.	8,432,836.	12,316,206.
c	Investments - corporate bonds Stmt 6	4,220,963.	4,270,965.	4,374,606.
11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other			
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
15	Other assets (describe ▶ Deposits )	2,820.	2,820.	2,820.
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	12,719,161.	13,256,293.	17,243,304.

Liabilities

17	Accounts payable and accrued expenses		1,336.	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶ )			
23	<b>Total liabilities</b> (add lines 17 through 22)	0.	1,336.	

Net Assets or Fund Balances

	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31</b>			
24	Unrestricted	12,719,161.	13,254,957.	
25	Temporarily restricted			
26	Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b>	12,719,161.	13,254,957.	
31	<b>Total liabilities and net assets/fund balances</b>	12,719,161.	13,256,293.	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	12,719,161.
2	Enter amount from Part I, line 27a	2	535,796.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	13,254,957.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	13,254,957.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a Publicly-traded securities</b>	<b>P</b>	<b>12/31/14</b>	<b>12/31/15</b>
<b>b Capital Gains Dividends</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a 2,981,000.</b>		<b>1,767,704.</b>	<b>1,213,296.</b>
<b>b 1,975.</b>			<b>1,975.</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			<b>1,213,296.</b>
<b>b</b>			<b>1,975.</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	<b>1,215,271.</b>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	<b>3</b>	<b>N/A</b>

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	822,996.	18,293,349.	.044989
2013	865,021.	16,229,357.	.053300
2012	766,811.	14,120,149.	.054306
2011	743,707.	13,982,745.	.053187
2010	743,593.	13,303,898.	.055893

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.261675</b>
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	<b>.052335</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	<b>4</b>	<b>17,968,640.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>940,389.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>15,389.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>955,778.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	<b>957,882.</b>

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	15,389.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	15,389.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	15,389.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	27,472.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	27,472.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9		
10 <b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	12,083.	
11 Enter the amount of line 10 to be: <b>Credited to 2016 estimated tax</b> <input checked="" type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.fleishhackerfoundation.org</u>	X	
14 The books are in care of ► <u>The Foundation</u> Telephone no. ► <u>415-561-5350</u> Located at ► <u>1016 Lincoln Blvd, #12, San Francisco, CA</u> ZIP+4 ► <u>94129</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		N/A
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____ b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

X

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 7		94,312.	28,750.	0.

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

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

Total number of other employees paid over \$50,000

0

**Part VIII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2015)



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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	17,908,717.
b	Average of monthly cash balances	1b	333,557.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	18,242,274.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	18,242,274.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	273,634.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,968,640.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	898,432.

**Part XI****Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	898,432.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	15,389.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,389.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	883,043.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	883,043.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	883,043.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	957,882.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	957,882.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	15,389.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	942,493.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
<b>1</b> Distributable amount for 2015 from Part XI, line 7				883,043.
<b>2</b> Undistributed income, if any, as of the end of 2015				
<b>a</b> Enter amount for 2014 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2015:				
<b>a</b> From 2010	749,156.			
<b>b</b> From 2011	743,707.			
<b>c</b> From 2012	76,278.			
<b>d</b> From 2013	69,655.			
<b>e</b> From 2014				
<b>f</b> Total of lines 3a through e	1,638,796.			
<b>4</b> Qualifying distributions for 2015 from Part XII, line 4: ▶ \$	957,882.			
<b>a</b> Applied to 2014, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2015 distributable amount				883,043.
<b>e</b> Remaining amount distributed out of corpus	74,839.			
<b>5</b> Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	1,713,635.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
<b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7	749,156.			
<b>9</b> Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	964,479.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2011	743,707.			
<b>b</b> Excess from 2012	76,278.			
<b>c</b> Excess from 2013	69,655.			
<b>d</b> Excess from 2014				
<b>e</b> Excess from 2015	74,839.			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2015)

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
826 Valencia 826 Valencia St San Francisco, CA 94110		PC	Education grant	15,000.
Bridge the gap College Prep PO Box 1390 Sausalito, CA 94965		PC	Education grant	15,000.
Catholic Charities/CYO 990 Eddy St San Francisco, CA 94109		PC	Education grant	5,000.
Faith Network of the East Bay 2633 Telegraph Ave, Ste 412 Oakland, CA 94612		PC	Education grant	15,000.
Girls Inc Alameda County 510 16th St Oakland, CA 94612		PC	Education grant	10,000.
Total See continuation sheet(s) ▶ 3a				753,500.
b Approved for future payment				
Northern CA Grantmakers/Arts Loan Fund 160 Spear St Ste 360 San Francisco, CA 94105		PC	Special Arts grant	5,000.
Eureka Fellowship - 5 individuals 1016 Lincoln Blvd San Francisco, CA 94129		I	Eureka Fellowship grants	3,000.
Total ▶ 3b				8,000.



<b>Part XVII</b>	<b>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations</b>
------------------	--

- |          |  | Yes          | No       |
|----------|--|--------------|----------|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |              |          |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |          |
|          | (1) Cash   | <b>1a(1)</b> | <b>X</b> |
|          | (2) Other assets   | <b>1a(2)</b> | <b>X</b> |
| <b>b</b> | Other transactions:  |              |          |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> | <b>X</b> |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> | <b>X</b> |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> | <b>X</b> |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> | <b>X</b> |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> | <b>X</b> |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> | <b>X</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    | <b>X</b> |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |              |          |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	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 taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee <i>Christine Elrod</i>		Date <i>5/12/2016</i>	Title <i>Executive Director, CAO</i>		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature <i>Sue Fujitani</i>	Date <i>05/11/16</i>	Check <input checked="" type="checkbox"/> if self-employed	PTIN <i>P00542703</i>	
	Firm's name ▶ <i>Sue Fujitani</i>			Firm's EIN ▶		
	Firm's address ▶ <i>58 West Portal Ave #130 San Francisco, CA 94127</i>			Phone no. <i>415-566-4619</i>		

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Jamestown Community Center 3382 26th St San Francisco, CA 94110		PC	Education grant	10,000.
Jewish Coalition Literacy/Jewish Comm Relations Council 121 Stueart St San Francisco, CA 94105		PC	Education grant	15,000.
Pacific School Volunteers 375 Reina Del Mar Pacifica, CA 94044		PC	Education grant	10,000.
Reading Partners 180 Grand Ave Oakland, CA 94612		PC	Education grant	15,000.
Streetside Stories 3130 20th St San Francisco, CA 94110		PC	Education grant	10,000.
Super Stars Literacy 333 Hegenberger Rd Ste 503 Oakland, CA 94621		PC	Education grant	10,000.
Eureka Fellowship - 4 individuals 1016 Lincoln Blvd San Francisco, CA 94129		I	Eureka Fellowship Grants	98,500.
Northern CA Grantmakers/Arts Loan Fund 160 Spear St Ste 360 San Francisco, CA 94105		PC	Special Arts grant	10,000.
Aurora Theatre Company 2081 Addison St Berkeley, CA 94704		PC	Special Arts grant	8,000.
Bayview Opera House 4704 3rd St San Francisco, CA 94124		PC	Special Arts grant	20,000.
<b>Total from continuation sheets</b>				<b>693,500.</b>

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Butler Koshland Fellowships 156 2nd St San Francisco, CA 94105		PC	Special Arts grant	5,000.
California Symphony 1475 North Broadway Ste 420 Walnut Creek, CA 94596		PC	Special Arts grant	10,000.
Circus Center 755 Frederick St San Francisco, CA 94117		PC	Special Arts grant	15,000.
CounterPULSE 80 Turk St San Francisco, CA 94102		PC	Special Arts grant	15,000.
Creativity Explored of San Francisco 3245 16th St San Francisco, CA 94103		PC	Special Arts grant	10,000.
Dancers' Group 44 Gough St San Francisco, CA 94103		PC	Special Arts grant	5,000.
Intersection for the Arts 901 Mission St Ste 306 San Francisco, CA 94103		PC	Special Arts grant	15,000.
Julia Morgan Center for the Arts 2640 College Ave Berkeley, CA 94704		PC	Special Arts grant	15,000.
Opera Parallele 50 Oak St San Francisco, CA 94102		PC	Special Arts grant	15,000.
Project Bandaloop 2201 Broadway St Ste 208 Oakland, CA 94612		PC	Special Arts grant	10,000.
Total from continuation sheets				



**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Shotgun Players Inc 1901 Ashby Ave Berkeley, CA 94703		PC	Special Arts grant	10,000.
Theatre Bay Area 1119 Market St San Francisco, CA 94103		PC	Special Arts grant	10,000.
Yerba Buena Arts & Events aka YGB Festival 760 Howard St San Francisco, CA 94103		PC	Special Arts grant	7,000.
Camp Newman 711 Grand Ave San Rafael, CA 94901		PC	Board Discretionary grant	15,000.
San Francisco Community Initiatives/Coit Tower 354 Pine St Ste 700 San Francisco, CA 94104		PC	Board Discretionary grant	10,000.
Headlands Center for the Arts 944 Fort Barry Sausalito, CA 94965		PC	Board Discretionary grant	15,000.
Randall Museum Friends 199 Museum Way San Francisco, CA 94114		PC	Board Discretionary grant	15,000.
Temple Sinai, First Hebrew Congregation of Oakland 2808 Summit St Oakland, CA 94609		PC	Board Discretionary grant	20,000.
Johnson Center for Philanthropy/Grand Valley State College Blk 200, 200 Front Ave SW Grand Rapids, MI 49504		PC	Board Discretionary grant	1,000.
American Conservatory Theater 30 Grant Ave San Francisco, CA 94108		PC	Board Discretionary grant	9,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Asian Art Museum 200 Larkin St San Francisco, CA 94102		PC	Board Discretionary grant	4,000.
Berkeley Repertory Theatre 2025 Addison St Berkeley, CA 94704		PC	Board Discretionary grant	4,000.
Children's Theater Association 3450 Sacramento St San Francisco, CA 94118		PC	Board Discretionary grant	2,500.
First Graduate 3130 20th St #205 San Francisco, CA 94110		PC	Board Discretionary grant	5,000.
Magic Theatre 2 Marina Blvd Bldg D San Francisco, CA 94123		PC	Board Discretionary grant	3,000.
Music@Menlo-Menlo School 50 Valparaiso Ave Atherton, CA 94027		PC	Board Discretionary grant	3,000.
San Francisco Ballet 455 Franklin St San Francisco, CA 94102		PC	Board Discretionary grant	8,000.
San Francisco Conservatory of Music 50 Oak St San Francisco, CA 94102		PC	Board Discretionary grant	4,000.
San Francisco Symphony 201 Van Ness Ave San Francisco, CA 94102		PC	Board Discretionary grant	3,000.
San Francisco Symphony Youth Orchestra 201 Van Ness Ave San Francisco, CA 94102		PC	Board Discretionary grant	7,500.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Smuin Ballets/SF 44 Gough St San Francisco, CA 94103		PC	Board Discretionary grant	3,000.
San Francisco Opera 301 Van Ness Ave San Francisco, CA 94103		PC	Board Discretionary grant	3,000.
United Way of the Bay Area 550 Kearny St Ste 1000 San Francisco, CA 94108		PC	Board Discretionary grant	2,000.
826 NYC Inc 372 Fifth Ave Brooklyn, NY 11215		PC	Board Discretionary grant	2,000.
Anthony Manning Kunin Foundation Fort Mason Center Bldg C San Francisco, CA 94123		PC	Board Discretionary grant	4,000.
Arena Stage 1101 6th St SW Washington, DC 20024		PC	Board Discretionary grant	1,250.
Brooklyn Free Space 298 6th Ave Brooklyn, NY 11215		PC	Board Discretionary grant	1,000.
Children's Inn at NIH 7 West Drive Bethesda, MD 20817		PC	Board Discretionary grant	1,250.
College Tracks Inc 5126 Manning Dr Bethesda, MD 20814		PC	Board Discretionary grant	1,250.
Congregation Kol Emeth 4175 Manuela Way Palo Alto, CA 94306		PC	Board Discretionary grant	2,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Greenbelt Alliance 312 Sutter St Ste 610 San Francisco, CA 94108		PC	Board Discretionary grant	1,500.
Hillel at Stanford PO Box 20526 Stanford, CA 94309		PC	Board Discretionary grant	1,000.
Image for Success 1557 4th St San Rafael, CA 94901		PC	Board Discretionary grant	500.
Jewish Community Federation 121 Stueart St San Francisco, CA 94105		PC	Board Discretionary grant	1,000.
Joe Goode Performance Group 499 Alabama St #450 San Francisco, CA 94110		PC	Board Discretionary grant	4,000.
Recess Activities Inc 41 Grand St New York, NY 10013		PC	Board Discretionary grant	2,000.
Redwood High School Foundation 395 Doherty Dr Rm 181A Larkspur, CA 94939		PC	Board Discretionary grant	1,500.
Roundhouse Theatre One Veterans Place Silver Spring, MD 20910		PC	Board Discretionary grant	1,250.
San Francisco Conservation Corps 5 Thomas Mellon Cr Ste 248 San Francisco, CA 94134		PC	Board Discretionary grant	5,000.
Stanford University PO Box 20466 Stanford, CA 94309		NC	Board Discretionary grant	1,000.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
The Garden Conservancy PO Box 219 Cold Spring, NY 10516		PC	Board Discretionary grant	1,500.
We Spark 13520 Ventura Blvd Sherman Oaks, CA 91423		PC	Board Discretionary grant	5,000.
Amy Seiwert's Imagery 613 Peralta Ave San Francisco, CA 94110		PC	Small Grants program	2,000.
Berkeley Film Foundation 2600 10th St Ste 400 Berkeley, CA 94710		PC	Small Grants program	9,000.
CA Jazz Conservatory 2087 Addison St Berkeley, CA 94703		PC	Small Grants program	1,000.
Center for New Music 333 Valencia Street San Francisco, CA 94103		PC	Small Grants program	6,500.
Central Works 2315 Durant St Berkeley, CA 94704		PC	Small Grants program	4,000.
Chinese for Affirmative Action/Breathin' Eddy Zheng film 17 Walter U Lum Place San Francisco, CA 94108		PC	Small Grants program	3,500.
Cutting Ball Theater 141 Taylor St San Francisco, CA 94102		PC	Small Grants program	5,000.
Del Sol Performing Arts Organization 754 46th Ave San Francisco, CA 94121		PC	Small Grants program	4,500.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Diablo Ballet PO Box 4700 Walnut Creek, CA 94596		PC	Small Grants program	3,000.
First Presbyterian Church 2619 Broadway Oakland, CA 94612		PC	Small Grants program	4,500.
foolsFURY Theater Company 499 Alabama St #450 San Francisco, CA 94110		PC	Small Grants program	5,000.
Garrett + Moulto Productions 351 Shotwell St San Francisco, CA 94110		PC	Small Grants program	4,500.
Bay Area Glass Institute/Glass Arts Society 1650 Senter Rd San Jose, CA 95112		PC	Small Grants program	5,000.
Intersection for the Arts/Mugwumpin Theatre Company 901 Mission St Ste 306 San Francisco, CA 94103		PC	Small Grants program	2,000.
Joe Goode Performance Group 499 Alabama St #450 San Francisco, CA 94110		PC	Small Grants program	2,500.
Just Theater Inc 2419 Dowling Pl Berkeley, CA 94705		PC	Small Grants program	3,000.
Killing My Lobster 2101 Folsom St San Francisco, CA 94110		PC	Small Grants program	2,000.
Kovno Communications/Agents of Change film 2600 10th St Ste 628 Berkeley, CA 94710		PC	Small Grants program	5,000.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Kovno Communications/Unique Journey Chamique Holdscaw 2600 10th St Ste 400 Berkeley, CA 94710		PC	Small Grants program	4,000.
Liquake Foundation 57 Post St San Francisco, CA 94104		PC	Small Grants program	3,500.
Mark Foehringer Dance Project/SF 1388 Haight St #28 San Francisco, CA 94117		PC	Small Grants program	1,500.
Oakland Ballet Company 2201 Broadway St Ste 206 Oakland, CA 94612		PC	Small Grants program	8,500.
Paul Drescher Ensemble 333 Valencia Street Ste 301 San Francisco, CA 94103		PC	Small Grants program	2,500.
PlayGround Festival 3286 Adeline St Ste 8 Berkeley, CA 94703		PC	Small Grants program	3,000.
Pocket Opera 469 Bryant St San Francisco, CA 94107		PC	Small Grants program	7,000.
Poetry Flash 1450 4th St Ste 4 Berkeley, CA 94710		PC	Small Grants program	1,000.
Pro Arts Inc 150 Frank H Ogawa Plaza Oakland, CA 94612		PC	Small Grants program	4,000.
QCC: Queer Cultural Center 762 Fulton St San Francisco, CA 94102		PC	Small Grants program	1,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Ragged Wing Ensemble 1540 Broadway Oakland, CA 94612		PC	Small Grants program	3,500.
Robert Moses' Kin 870 Market St Ste 567 San Francisco, CA 94102		PC	Small Grants program	3,500.
Root Division 1131 Mission St San Francisco, CA 94103		PC	Small Grants program	1,000.
San Francisco Camerawork 1011 Market St 2nd Floor San Francisco, CA 94103		PC	Small Grants program	4,000.
San Francisco Cinematheque 555 Taylor St San Francisco, CA 94102		PC	Small Grants program	9,000.
San Francisco Dance Film Festival 601 Van Ness Ave Ste E426 San Francisco, CA 94102		PC	Small Grants program	2,000.
San Francisco Film Society 39 Mesa St Ste 110 San Francisco, CA 94129		PC	Small Grants program	20,500.
San Francisco Museum of Performance and Design 893B Folsom Street San Francisco, CA 94107		PC	Small Grants program	5,500.
San Francisco Silent Film Festival 145 9th St Ste 230 San Francisco, CA 94103		PC	Small Grants program	2,000.
The Great Wall of Oakland 2201 Broadway St Ste M10 Oakland, CA 94612		PC	Small Grants program	1,000.
<b>Total from continuation sheets</b>				



94-6051048

**3 Grants and Contributions Paid During the Year (Continuation)**[illegible]

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Form 990-PF.	Accounting Fees		Statement	1
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bookkeeping and tax preparation	7,805.	780.		7,025.
To Form 990-PF, Pg 1, ln 16b	7,805.	780.		7,025.

Form 990-PF	Other Professional Fees		Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Assistant & other Admin	7,483.	0.		7,483.
Bank custody fees	3,390.	3,390.		0.
Investment manager	45,725.	45,725.		0.
Payroll and pension service	1,855.	29.		1,826.
IT support	1,230.	0.		1,230.
To Form 990-PF, Pg 1, ln 16c	59,683.	49,144.		10,539.

Form 990-PF	Taxes		Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes withheld	6,628.	6,628.		0.
Excise tax on net investment income	45,200.	0.		0.
To Form 990-PF, Pg 1, ln 18	51,828.	6,628.		0.

Form 990-PF.	Other Expenses		Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Insurance	500.	0.		500.
Phone, copies, postage	3,283.	0.		3,283.
Office supplies	2,531.	0.		2,531.
Professional dues and subscriptions	10,315.	0.		10,315.
To Form 990-PF, Pg 1, ln 23	16,629.	0.		16,629.

Form 990-PF	Corporate Stock		Statement	5
Description	Book Value		Fair Market Value	
Baker Hughes Inc	162,936.		203,060.	
National Oilwell Varco Inc	148,413.		83,725.	
Schlumberger Ltd	237,339.		320,850.	
Weatherford International PLC	89,738.		51,179.	
Apache Corp	255,268.		146,751.	
Celanese Corp, Series A	81,107.		127,927.	
NOW Inc	13,733.		7,119.	
ADT Corp	99,918.		93,993.	
Tyco International PLC	59,300.		86,103.	
FedEx Corp	17,629.		268,182.	
Harley-Davidson Inc	54,421.		45,390.	
Coach Inc	80,627.		52,368.	
Comcast Corp Class A	85,630.		321,030.	
DISH Network Corp Class A	40,142.		97,206.	
Time Warner Cable Inc	118,047.		503,877.	
Time Warner Inc	121,692.		319,017.	
Twenty-First Century Fox Inc	48,610.		168,392.	
News Corp Class A	7,193.		22,712.	
Liberty Interactive Corp QVC Group Series A	14,804.		95,620.	
The Priceline Group Inc	121,143.		127,495.	
Target Corp	96,046.		116,176.	
Wal-Mart Stores Inc	243,024.		245,200.	
Medtronic PLC	75,115.		76,920.	
Express Scripts Holding Co	247,794.		270,971.	
Cigna Corp	136,723.		248,761.	
United Health Group Inc	130,751.		211,752.	
Merck & Co Inc	81,437.		179,588.	
Novartis AG ADR	234,392.		369,972.	
Roche Holding AG ADR	182,705.		255,078.	
Sanofi ADR	218,634.		254,365.	

Fleishhacker Foundation

94-6051048

Bank of America Corp	202,352.	385,407.
JPMorgan Chase & Co	148,043.	198,090.
Wells Fargo & Co	228,953.	513,974.
BB&T Corp	101,324.	143,678.
American Express Co	171,070.	159,965.
Capital One Financial Corp	202,129.	454,734.
Bank of New York Mellon Corp-	189,717.	300,906.
Charles Schwab Corp	219,464.	454,434.
Goldman Sachs Group Inc	166,229.	270,345.
AEGON NV	75,576.	76,545.
MetLife Inc	158,519.	192,840.
Alphabet Inc Class A	91,693.	155,602.
Alphabet Inc Class C	203,398.	304,311.
eBay Inc	47,784.	101,676.
Cadence Design Systems Inc	20,534.	62,430.
Synopsys Inc	68,202.	132,269.
Microsoft Corp	213,899.	460,484.
Symantec Corp	196,393.	235,200.
Cisco Systems Inc	225,362.	217,240.
EMC Corp	250,076.	249,096.
Hewlett Packard Enerprise Co	224,858.	296,294.
HP Inc	158,481.	190,541.
NetApp Inc	129,177.	106,120.
Corning Inc	78,348.	115,164.
TE Connectivity Ltd	72,179.	187,369.
Maxim Integrated Products Inc	80,543.	140,600.
Sprint Corp	49,222.	35,125.
Dodge & Cox International Stock Fund	955,000.	804,988.
Total to Form 990-PF, Part II, line 10b	8,432,836.	12,316,206.

Form 990-PF	Corporate Bonds	Statement	6
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Description	Book Value	Fair Market Value
Dodge & Cox Income Fund	4,270,965.	4,374,606.
Total to Form 990-PF, Part II, line 10c	4,270,965.	4,374,606.

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Form 990-PF.	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	7
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Christine Elbel 1016 Lincoln Blvd #12 San Francisco, CA 94129	Executive Director 40.00	94,312.	28,750.	0.
David Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	President 1.00	0.	0.	0.
John Ehrlich Jr. 1016 Lincoln Blvd #12 San Francisco, CA 94129	Vice President 1.00	0.	0.	0.
William Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	Treasurer 1.00	0.	0.	0.
Deborah Sloss 1016 Lincoln Blvd #12 San Francisco, CA 94129	Secretary 1.00	0.	0.	0.
Delia Ehrlich 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Jodi Ehrlich 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Jeffrey Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Marc Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Edie Fleishhacker Rindal 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Laura Sloss 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.

Fleishhacker Foundation

94-6051048

Robin Strawbridge  
1016 Lincoln Blvd #12  
San Francisco, CA 94129

Director  
1.00

0. 0. 0.

Totals included on 990-PF, Page 6, Part VIII

94,312. 28,750. 0.

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Form 990-PF	Grant Application Submission Information	Statement	8
	Part XV, Lines 2a through 2d		

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Name and Address of Person to Whom Applications Should be Submitted

Christine Elbel, Fleishhacker Foundation  
1016 Lincoln Ave #12  
San Francisco, CA 94129

Telephone Number

415-561-5350

Form and Content of Applications

Application form and organizational attachments  
See [fleishhackerfoundation.org](http://fleishhackerfoundation.org) for complete application guidelines and procedures.

Any Submission Deadlines

January 15 and July 15

Restrictions and Limitations on Awards

See web site for complete guidelines.