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Form 990-PF

Return of Private Foundation

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

2015

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation VESPER SOCIETY, A Employer identification number 94-6122250, B Telephone number (see instructions) (415) 291-0901, C If exemption application is pending, check here, D 1. Foreign organizations, check here, E If private foundation status was terminated under section 507(b)(1)(A), check here, F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here.

Part I Analysis of Revenue and Expenses

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | Beginning of year | End of year | |
|------------------------------------|--|--|----------------|-----------------------|-------------|------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | |
| Assets | 1 | Cash—non-interest-bearing | | 15,304 | 36,388 | 36,388 |
| | 2 | Savings and temporary cash investments | | 73,076 | 47,827 | 47,827 |
| | 3 | Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | |
| | 4 | Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | 1,200 | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions). | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | 11,985 | 5,873 | 5,873 |
| | 10a | Investments—U S and state government obligations (attach schedule) | | | | |
| | b | Investments—corporate stock (attach schedule) | | | | |
| | c | Investments—corporate bonds (attach schedule) | | | | |
| | 11 | Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | | |
| | 12 | Investments—mortgage loans | | | | |
| | 13 | Investments—other (attach schedule) | | 31,385,723 | 29,456,649 | 29,456,649 |
| | 14 | Land, buildings, and equipment basis ▶ _____ 15,001 Less accumulated depreciation (attach schedule) ▶ 13,584 | | 3,327 | 1,417 | 1,417 |
| 15 | Other assets (describe ▶ _____) | | 614,003 | 856,657 | 856,657 | |
| 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | | 32,104,618 | 30,404,811 | 30,404,811 | |
| Liabilities | 17 | Accounts payable and accrued expenses | | 80,678 | 77,702 | |
| | 18 | Grants payable | | | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule). | | | | |
| | 22 | Other liabilities (describe ▶ _____) | | 110,700 | 59,464 | |
| | 23 | Total liabilities (add lines 17 through 22) | | 191,378 | 137,166 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 | Unrestricted | | 31,913,240 | 30,267,193 | |
| | 25 | Temporarily restricted | | | 452 | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31. | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | | |
| 30 | Total net assets or fund balances (see instructions) | | 31,913,240 | 30,267,645 | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | | 32,104,618 | 30,404,811 | | |

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 | 31,913,240 |
| 2 | Enter amount from Part I, line 27a | 2 | 835,601 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | 0 |
| 4 | Add lines 1, 2, and 3 | 4 | 32,748,841 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____ | 5 | 2,481,196 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 30,267,645 |

Part IV Capital Gains and Losses for Tax on Investment Income

| List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co) | | How acquired (b) P—Purchase D—Donation | Date acquired (c) (mo, day, yr) | Date sold (d) (mo, day, yr) |
|--|--|---|---|---------------------------------------|
| 1 a | PUBLICLY TRADED SECURITIES (LONG TERM) | P | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|------------------------------|--|---|--|
| a 2,162,464 | | 1,579,717 | 582,747 |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|--|---|---|
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a | | | 582,747 |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | |
|----------|---|----------|---------|
| 2 | 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 } | 2 | 582,747 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | 3 | 0 |

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 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 | 1,292,895 | 31,247,413 | 0.041376 |
| 2013 | 1,247,187 | 29,168,493 | 0.042758 |
| 2012 | 1,295,169 | 26,464,487 | 0.048940 |
| 2011 | 1,331,690 | 26,615,732 | 0.050034 |
| 2010 | 1,180,993 | 24,870,603 | 0.047485 |
| 2 | Total of line 1, column (d). | | 2 0.230593 |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | | 3 0.046119 |
| 4 | Enter the net value of noncharitable-use assets for 2015 from Part X, line 5. | | 4 30,836,147 |
| 5 | Multiply line 4 by line 3. | | 5 1,422,132 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | | 6 19,977 |
| 7 | Add lines 5 and 6. | | 7 1,442,109 |
| 8 | Enter qualifying distributions from Part XII, line 4. | | 8 1,420,951 |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculation. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Credits/Payments'. Total tax due is 47, with 47 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include: 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL for this year?', etc.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW VESPER ORG
14 The books are in care of DZH PHILLIPS LLC Telephone no (510) 834-6542 Located at 1330 BROADWAY SUITE 630 OAKLAND CA ZIP+4 94612
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. 15
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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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.
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?
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? If "Yes," list the years 20__, 20__, 20__, 20__
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20__, 20__, 20__, 20__
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | Title, and average hours per week (b) devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
|---------------------------|---|---|---|---------------------------------------|
| See Additional Data Table | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

| (a) Name and address of each employee paid more than \$50,000 | Title, and average hours per week (b) devoted to position | (c) Compensation | Contributions to employee benefit plans and deferred compensation (d) | Expense account, (e) other allowances |
|--|---|------------------|---|---------------------------------------|
| CAROL MCKEVITT 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104 | EXECUTIVE ASSISTANT 40 00 | 74,448 | 28,639 | 0 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000. Yes No 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 (see instructions). If none, enter "NONE".

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| KASPICK & COMPANY 211 MAIN STREET SAN FRANCISCO, CA 94105 | INVESTMENT SERVICES | 140,106 |
| DZH PHILLIPS 1330 BROADWAY SUITE 630 OAKLAND, CA 94612 | ACCOUNTING SERVICES | 57,982 |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

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 PROVISION OF HEALTH SERVICES TO THE UNDERSERVED TELEHEALTH BEHAVIORAL SERVICES WITH CONNECTING TO CARE, RURAL NORTHERN CALIFORNIA DIABETES DIETARY SERVICES WITH MODOC MEDICAL CENTER, MODOC COUNTY, CALIFORNIA CHRONIC DISEASE PROGRAM WITH CLINIC BY THE BAY, SAN FRANCISCO, CALIFORNIA BEHAVIORAL HEALTH SERVICES WITH LA CLINICA DE LA RAZA, OAKLAND AND OAKLEY, CALIFORNIA DENTAL SERVICES FOR YOUTH WITH JOHN MUIR HEALTH FOUNDATION'S MOBILE DENTAL CLINIC, CONTRA COSTA COUNTY, CALIFORNIA ASTHMA AND TELEHEALTH PROGRAMS WITH CLINICAS DE SALUD DEL PUEBLO, IMPERIAL AND RIVERSIDE COUNTIES, CALIFORNIA WOMEN'S HEALTH SERVICES WITH WOMEN'S COMMUNITY CLINIC, SAN FRANCISCO, CALIFORNIA COMMUNITY HEALTH CENTER WITH OPEN DOOR COMMUNITY HEALTH CENTER, FORTUNA, CALIFORNIA DENTAL CLINIC WITH UNITED INDIAN HEALTH SERVICES, ARCATA, CALIFORNIA | 664,990 |
| 2 YOUTH SERVICES EXPANDING CAREER OPPORTUNITIES AND STRENGTHENING DEVELOPMENTAL ASSETS SERVICES FOR YOUTH WITH IMPERIAL VALLEY REGIONAL OCCUPATIONAL PROGRAM IN EL CENTRO, CALIFORNIA BUILDING COMMUNITY CAPACITY THROUGH THE IMPERIAL VALLEY YOUTH VOICES PROJECT WITH RENAISSANCE JOURNALISM IN BERKELEY, CALIFORNIA EXPANDING LEADERSHIP OPPORTUNITIES FOR YOUTH IN IMPERIAL COUNTY 4-H WITH UNIVERSITY OF CALIFORNIA AGRICULTURE AND NATURAL RESOURCES IN DAVIS, CALIFORNIA DEVELOPING A DESIGN PROPOSAL FOR A YOUTH CENTER THAT WILL SUPPORT YOUTH LEADERSHIP DEVELOPMENT WITH MULTI-GENERATIONAL CENTER IN FORTUNA, CALIFORNIA | 292,229 |
| 3 SERVICE IN THE WORLD CUMMINGS INTERNS - VESPER SOCIETY IS WORKING WITH CALIFORNIA LUTHERAN UNIVERSITY (CLU) IN THOUSAND OAKS, CALIFORNIA, TO PROVIDE OPPORTUNITIES FOR CLU STUDENTS TO WORK ON INTERFAITH ISSUES AND SERVICE LEARNING THE ACTIVITIES WILL ENABLE US TO BUILD A BASE OF KNOWLEDGE THAT WILL CONTRIBUTE TO THE LARGER FIELD OF INTERFAITH STUDIES SOCIAL JUSTICE MINISTRY - VESPER SOCIETY IS WORKING WITH FIRST UNITED METHODIST CHURCH IN EL CENTRO, CALIFORNIA, TO EXPLORE THE CREATION OF A SOCIAL JUSTICE MINISTRY TO TACKLE ISSUES OF HUNGER IN THE IMPERIAL VALLEY, WHERE ONE-THIRD OF IMPERIAL COUNTY RESIDENTS ARE FOOD INSECURE, HALF OF THOSE ARE CHILDREN | 91,311 |
| 4 PARTNER CAPACITY BUILDING THE PARTNER CAPACITY BUILDING PROGRAM EXISTS TO RESPOND TO THE ORGANIZATIONAL DEVELOPMENT NEEDS OF OUR PROJECT PARTNERS | 63,158 |

Part IX-B Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 | |
| 2 | |
| All other program-related investments See instructions | |
| 3 | |

Total. Add lines 1 through 3 **0**

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations, see instructions.)

| | | | |
|----------|--|-----------|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes | | |
| a | Average monthly fair market value of securities. | 1a | 31,262,579 |
| b | Average of monthly cash balances. | 1b | 43,154 |
| c | Fair market value of all other assets (see instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 31,305,733 |
| 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 | 31,305,733 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 469,586 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 30,836,147 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 1,541,807 |

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 | |
| 2a | Tax on investment income for 2015 from Part VI, line 5. | 2a | |
| b | Income tax for 2015 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4. | 5 | |
| 6 | Deduction from distributable amount (see instructions). | 6 | |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. | 7 | |

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 | 1,420,951 |
| b | Program-related investments—total from Part IX-B. | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | |
| b | Cash distribution test (attach the required schedule). | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,420,951 |
| 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 (see instructions). | 5 | 0 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 1,420,951 |

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 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2015 from Part XI, line 7 | | | | |
| 2 Undistributed income, if any, as of the end of 2015 | | | | |
| a Enter amount for 2014 only. | | | | |
| b Total for prior years 20___, 20___, 20___ | | | | |
| 3 Excess distributions carryover, if any, to 2015 | | | | |
| a From 2010. | | | | |
| b From 2011. | | | | |
| c From 2012. | | | | |
| d From 2013. | | | | |
| e From 2014. | | | | |
| f Total of lines 3a through e. | | | | |
| 4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ _____ | | | | |
| a Applied to 2014, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | | | |
| c Treated as distributions out of corpus (Election required—see instructions). | | | | |
| d Applied to 2015 distributable amount. | | | | |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions | | | | |
| e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions | | | | |
| f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 | | | | |
| 7 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). | | | | |
| 8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). | | | | |
| 9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a | | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2011. | | | | |
| b Excess from 2012. | | | | |
| c Excess from 2013. | | | | |
| d Excess from 2014. | | | | |
| e Excess from 2015. | | | | |

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling.

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

| Tax year | Prior 3 years | | | (e) Total | |
|---|---------------|-----------|-----------|-----------|-----------|
| | (a) 2015 | (b) 2014 | (c) 2013 | | (d) 2012 |
| | 1,425,393 | 1,364,415 | 882,778 | 1,057,432 | 4,730,018 |
| b 85% of line 2a | 1,211,584 | 1,159,753 | 750,361 | 898,817 | 4,020,515 |
| c Qualifying distributions from Part XII, line 4 for each year listed | 1,420,951 | 1,292,895 | 1,247,187 | 1,295,169 | 5,256,202 |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | 28,300 | 23,775 | 39,575 | 12,100 | 103,750 |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | 1,392,651 | 1,269,120 | 1,207,612 | 1,283,069 | 5,152,452 |

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets 0

(2) Value of assets qualifying under section 4942(j)(3)(B)(i) 0

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

| | | | | | |
|--|-----------|-----------|---------|---------|-----------|
| | 1,027,871 | 1,041,581 | 972,283 | 882,149 | 3,923,884 |
|--|-----------|-----------|---------|---------|-----------|

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) 0

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). 0

(3) Largest amount of support from an exempt organization 0

(4) Gross investment income 0

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
-
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
-
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
-
- a** The name, address, and telephone number or email address of the person to whom applications should be addressed
-
- b** The form in which applications should be submitted and information and materials they should include
-
- c** Any submission deadlines
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information(continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|------------------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> See Additional Data Table | | | | |
| Total | | | | 3a 28,300 |
| b <i>Approved for future payment</i> | | | | |
| Total | | | | 3b 0 |

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

| (a) Name and address | Title, and average hours per week (b) devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
|--|---|---|---|---------------------------------------|
| LUTHER S LUEDTKE 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104 | CHAIR 2 00 | 0 | 0 | 0 |
| MICHAEL A MATA 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104 | VICE CHAIR 1 00 | 0 | 0 | 0 |
| MELISSA ANDERSON 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104 | CFO 2 00 | 0 | 0 | 0 |
| ANITA WOTIZ 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104 | SECRETARY 2 00 | 0 | 0 | 0 |
| MIYOKO OSHIMA 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104 | PRESIDENT 40 00 | 161,279 | 38,212 | 0 |
| ERIC REYNOLDS 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104 | CORPORATE MEMBER 1 00 | 0 | 0 | 0 |
| RODRIC A LORIMER 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104 | CORPORATE MEMBER 1 00 | 0 | 0 | 0 |
| MELVIN D GEORGE 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104 | CORPORATE MEMBER 1 00 | 0 | 0 | 0 |
| MARY TABATA 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104 | MEMBER 1 00 | 0 | 0 | 0 |
| LAURA MITCHELL 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104 | MEMBER 1 00 | 0 | 0 | 0 |
| ROBERT SKARE 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104 | CORPORATE MEMBER 1 00 | 0 | 0 | 0 |
| KATHERINE KIDD 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104 | MEMBER 1 00 | 0 | 0 | 0 |
| SIDNEY STOLZ 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104 | MEMBER 1 00 | 0 | 0 | 0 |
| JUDY LARSEN 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104 | CORPORATE MEMBER 1 00 | 0 | 0 | 0 |
| BARBARA VARENHORST 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104 | CORPORATE MEMBER 1 00 | 0 | 0 | 0 |
| ROBERT BRORBY 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104 | CORPORATE MEMBER 1 00 | 0 | 0 | 0 |
| RANDALL SCHIEBER 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104 | CORPORATE MEMBER 1 00 | 0 | 0 | 0 |

Form 990PF Part XV Line 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 <i>Paid during the year</i> | | | | |
| OPERATION ACCESS 1119 MARKET ST 300 SAN FRANCISCO, CA 94103 | | PC | GENERAL SUPPORT | 2,500 |
| STREET LEVEL HEALTH PROJECT 2501 INTERNATIONAL BLVD OAKLAND, CA 94601 | | PC | GENERAL SUPPORT | 500 |
| LEADERSPRING 655 13TH STREET 100 OAKLAND, CA 94612 | | PC | GENERAL SUPPORT | 1,000 |
| BILL WILSON CENTER 3490 THE ALAMEDA SANTA CLARA, CA 95050 | | PC | GENERAL SUPPORT | 1,000 |
| CALIFORNIA INTERFAITH POWER AND LIGHT 369 PINE ST 700 SAN FRANCISCO, CA 94104 | | PC | GENERAL SUPPORT | 1,000 |
| CLERGY AND LAITY UNITED FOR ECONOMIC JUSTICE 464 LUCAS AVE 202 LOS ANGELES, CA 90017 | | PC | GENERAL SUPPORT | 1,000 |
| SAN FRANCISCO INTERFAITH COUNCIL PO BOX 29055 SAN FRANCISCO, CA 94129 | | PC | GENERAL SUPPORT | 1,000 |
| YOUTH ENRICHMENT STRATEGIES 3029 MACDONALD AVENUE RICHMOND, CA 94804 | | PC | GENERAL SUPPORT | 1,000 |
| CALIFORNIA LUTHERAN UNIVERSITY 60 WEST OLSEN RD 7700 THOUSAND OAKS, CA 91360 | | PC | GENERAL SUPPORT | 2,000 |
| BRIGHT STARS OF BETHLEHEM PO BOX 185 MOUNT MORRIS, IL 61054 | | PC | GENERAL SUPPORT | 2,000 |
| PACIFIC LUTHERAN UNIVERSITY CAMPUS MINISTRY RELIEF FUND 12180 PARK AVE SOUTH TACOMA, WA 98447 | | PC | GENERAL SUPPORT | 1,000 |
| AMERICAN YOUTH SERVICES (DBA MENDOCINO CHRISTIAN CAMP) 4640 ALBION LITTLE RIVER RD LITTLE RIVER, CA 95456 | | PC | GENERAL SUPPORT | 1,000 |
| COMITE CIVICO DEL VALLE 235 MAIN ST BRAWLEY, CA 92227 | | PC | GENERAL SUPPORT | 1,000 |
| EL VIENTO FOUNDATION PO BOX 3897 HUNTINGTON BEACH, CA 92605 | | PC | GENERAL SUPPORT | 5,000 |
| INTERFAITH YOUTH CORE 325 NORTH LASALLE ST 775 CHICAGO, IL 60654 | | PC | GENERAL SUPPORT | 2,000 |
| Total | | | | 3a 28,300 |

Form 990PF Part XV Line 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 <i>Paid during the year</i> | | | | |
| ROBERT F KENNEDY HUMAN RIGHTS 515 MADISON AVE 718 NEW YORK, NY 10022 | | PC | GENERAL SUPPORT | 1,000 |
| ST ROSE HOSPITAL FOUNDATION 27200 CALAROGA AVE HAYWARD, CA 94545 | | PC | GENERAL SUPPORT | 4,000 |
| GRADUATE THEOLOGICAL UNION 2400 RIDGE ROAD BERKELEY, CA 94702 | | PC | GENERAL SUPPORT | 300 |
| Total | ▶ 3a | | | 28,300 |

TY 2015 Accounting Fees Schedule

Name: VESPER SOCIETY

EIN: 94-6122250

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------------------|--------|--------------------------|------------------------|---|
| DZH PHILLIPS (ACCOUNTING) | 58,200 | 0 | 0 | 57,982 |
| ARMANINO LLP (AUDIT) | 19,871 | 0 | 0 | 19,871 |

TY 2015 Investments - Other Schedule

Name: VESPER SOCIETY

EIN: 94-6122250

| Category/ Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|-------------------------------------|-----------------------|------------|-------------------------------|
| DFA INTERM GOVT BOND PORTFOLIO | FMV | 2,953,551 | 2,953,551 |
| DFA U.S. SMALL CAP VALUE FUND | FMV | 785,880 | 785,880 |
| VANGUARD SMALL CAP INDEX FUND ADM. | FMV | 1,540,393 | 1,540,393 |
| DFA EMERGING MARKETS PORTFOLIO | FMV | 1,464,273 | 1,464,273 |
| DFA U.S. LARGE CAP VALUE PORTFOLIO | FMV | 664,685 | 664,685 |
| DFA U.S. LARGE COMPANY PORTFOLIO | FMV | 2,756,485 | 2,756,485 |
| DODGE & COX STOCK | FMV | 1,858,173 | 1,858,173 |
| MUTUAL SERIES QUEST Z | FMV | 0 | 0 |
| T ROWE PRICE GROWTH STOCK FUND | FMV | 1,683,045 | 1,683,045 |
| GMO INTL EQUITY III | FMV | 1,304,918 | 1,304,918 |
| HARBOR INT INST | FMV | 1,288,091 | 1,288,091 |
| MORGAN STANLEY INST INTL EQUITY I | FMV | 1,370,837 | 1,370,837 |
| COHEN & STEER INST REALTY SHARES | FMV | 2,496,259 | 2,496,259 |
| COHEN & STEER INTER REALTY FUND I | FMV | 1,524,879 | 1,524,879 |
| LOOMIS SAYLES BOND FUND INST'L | FMV | 1,320,108 | 1,320,108 |
| PIMCO TOTAL RETURN FUND INST | FMV | 2,131,732 | 2,131,732 |
| FNMA CMO SERIES G29 | FMV | 856 | 856 |
| FNMA CMO SERIES 92-G012 | FMV | 1,202 | 1,202 |
| FNMA CMO SERIES 2G024 | FMV | 1,180 | 1,180 |
| PIMCO FOREIGN BOND INST'L | FMV | 1,521,907 | 1,521,907 |
| PIMCO HIGH YIELD INST'L | FMV | 574,236 | 574,236 |
| DFA INT'L SMALL CAP VALUE PORTFOLIO | FMV | 732,385 | 732,385 |
| FRANKLIN MUTUAL QUEST | FMV | 1,481,574 | 1,481,574 |

TY 2015 Legal Fees Schedule

Name: VESPER SOCIETY

EIN: 94-6122250

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------|--------|--------------------------|------------------------|---|
| ADLER & COLVIN | 899 | 0 | 0 | 0 |

TY 2015 Other Assets Schedule

Name: VESPER SOCIETY

ETIN: 94-6122250

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|------------------|--------------------------------|--------------------------|---------------------------------|
| DEPOSITS | 3,119 | 3,119 | 3,119 |
| PROJECT ADVANCES | 610,884 | 853,538 | 853,538 |

TY 2015 Other Decreases Schedule

Name: VESPER SOCIETY

EIN: 94-6122250

| Description | Amount |
|----------------------------------|-----------|
| UNREALIZED LOSS FROM INVESTMENTS | 2,481,196 |

TY 2015 Other Expenses Schedule**Name:** VESPER SOCIETY**EIN:** 94-6122250

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------------------|---|----------------------------------|----------------------------|--|
| TELECOMMUNICATIONS | 8,549 | 0 | 0 | 8,456 |
| EQUIPMENT LEASE AND RENTAL | 566 | 0 | 0 | 254 |
| INSURANCE | 10,606 | 0 | 0 | 10,439 |
| POSTAGE | 1,831 | 0 | 0 | 1,356 |
| DUES AND SUBSCRIPTION | 4,014 | 0 | 0 | 3,976 |
| BANK CHARGES | 1,371 | 0 | 0 | 1,421 |
| SUPPLIES | 12,546 | 0 | 0 | 12,462 |

TY 2015 Other Income Schedule**Name:** VESPER SOCIETY**EIN:** 94-6122250

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|------------------------|--------------------------------|-----------------------|---------------------|
| MISCELLANEOUS RECEIPTS | 1,186 | | 1,186 |
| EXCISE TAX BENEFITS | 9,298 | | 9,298 |
| RENTAL INCOME | 13,464 | | 13,464 |

TY 2015 Other Liabilities Schedule**Name:** VESPER SOCIETY**EIN:** 94-6122250

| Description | Beginning of Year - Book Value | End of Year - Book Value |
|---------------------|---|-------------------------------------|
| DEFERRED EXCISE TAX | 106,602 | 57,351 |
| LEASE PAYABLE | 4,098 | 2,113 |

TY 2015 Other Professional Fees Schedule

Name: VESPER SOCIETY

EIN: 94-6122250

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--|---------|-----------------------|---------------------|---------------------------------------|
| KASPICK & COMPANY | 140,106 | 140,106 | 140,106 | 0 |
| SPERANZA AVRAM | 27,193 | 0 | 0 | 27,193 |
| MARY HELGESEN-GABEL | 660 | 0 | 0 | 1,000 |
| GRACE IMAGE | 2,826 | 0 | 0 | 2,826 |
| FITZPATRICK CONSULTING GROUP | 5,238 | 0 | 0 | 5,993 |
| MISSION-MINDED | 17,712 | 0 | 0 | 19,737 |
| AKT BUSINESS CONSULTING | 1,171 | 0 | 0 | 1,171 |
| ST ROSE HOSPITAL | 162 | 0 | 0 | 0 |
| CITY OF OAKLEY | 15,966 | 0 | 0 | 0 |
| CONNECTING TO CARE | 72,946 | 0 | 0 | 90,000 |
| LA CLINICA DE LA RAZA | 104,433 | 0 | 0 | 115,338 |
| CLINIC BY THE BAY | 53,000 | 0 | 0 | 50,000 |
| CALIFORNIA LUTHERAN UNIVERSITY | 22,766 | 0 | 0 | 20,000 |
| CLINICAS DE SALUD DEL PUEBLO | 120,869 | 0 | 0 | 145,000 |
| IMPERIAL VALLEY REGIONAL OCCUP PROGRAM | 90,698 | 0 | 0 | 100,000 |
| JOHN MUIR HEALTH FOUNDATION | 10,000 | 0 | 0 | 10,000 |
| FIRST UNITED METHODIST CHURCH | 8,647 | 0 | 0 | 10,000 |
| RENAISSANCE JOURNALISM | 28,886 | 0 | 0 | 50,001 |
| LAST FRONTIER HEALTHCARE DISTRICT | 6,131 | 0 | 0 | 0 |
| REGENTS OF THE UNIVERSTITY OF CALIFORNIA | 7,828 | 0 | 0 | 10,000 |
| WOMEN'S COMMUNITY CLINIC | 353 | 0 | 0 | 55,000 |
| OPEN DOOR COMMUNITY HEALTH CENTERS | 0 | 0 | 0 | 50,000 |
| UNITED INDIAN HEALTH SERVICES | 0 | 0 | 0 | 50,000 |
| MULTI-GENERATIONAL CENTER | 0 | 0 | 0 | 30,000 |