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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

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.


OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 11-01-2015, and ending 10-31-2016

Name of foundation The Upjohn Fund of San Francisco		A Employer identification number 94-3116041	
% Mr Fred B Weil		B Telephone number (see instructions) (415) 995-5087	
Number and street (or P O box number if mail is not delivered to street address) 425 Market st 26th Floor	Room/suite		
City or town, state or province, country, and ZIP or foreign postal code San Francisco, CA 94105		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) ▶ \$ 1,691,015		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ▶ <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	184	184		
	4 Dividends and interest from securities	47,136	45,080		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	6,545			
	b Gross sales price for all assets on line 6a 35,677				
	7 Capital gain net income (from Part IV, line 2)		6,545		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	53,865	51,809		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 1,104	204		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	436			436
	22 Printing and publications				
	23 Other expenses (attach schedule).	 13,103			13,103
	24 Total operating and administrative expenses. Add lines 13 through 23	14,643	204		13,539
	25 Contributions, gifts, grants paid	72,750			72,750
	26 Total expenses and disbursements. Add lines 24 and 25	87,393	204		86,289
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-33,528			
	b Net investment income (if negative, enter -0-)		51,605		
	c Adjusted net income (if negative, enter -0-)				

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			
	2	Savings and temporary cash investments	24,885	11,993	11,993
	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 (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			
	10a	Investments—U S and state government obligations (attach schedule)	307,063	307,063	336,558
	b	Investments—corporate stock (attach schedule)	822,969	802,333	1,313,894
	c	Investments—corporate bonds (attach schedule)	27,717	27,717	28,570
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	1,182,634	1,149,106	1,691,015	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities(add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" 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	1,182,634	1,149,106	
	30	Total net assets or fund balances(see instructions)	1,182,634	1,149,106	
31	Total liabilities and net assets/fund balances(see instructions)	1,182,634	1,149,106		

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 1,182,634
2	Enter amount from Part I, line 27a	2 -33,528
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 1,149,106
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 1,149,106

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			
b				
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 35,677		29,132	6,545
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			6,545
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	6,545
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	

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	80,108	1,743,202	0 045955
2013	77,511	1,716,657	0 045152
2012	82,627	1,590,759	0 051942
2011	77,297	1,509,488	0 051207
2010	75,005	1,518,510	0 049394

2	Total of line 1, column (d).	2	0 24365
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 04873
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	1,690,822
5	Multiply line 4 by line 3.	5	82,394
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	516
7	Add lines 5 and 6.	7	82,910
8	Enter qualifying distributions from Part XII, line 4.	8	86,289

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)

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	516
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	
3	Add lines 1 and 2.	3	516
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	516
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	944
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868).	6c	114
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	1,058
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	542
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ▶ 542 Refunded ▶	11	

Part VII-A Statements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5		No
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?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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? <i>If "No," attach explanation</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		No

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).	11	No				
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)	12	No				
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► _____	13	Yes				
14 The books are in care of ► <u>Mr Fred B Weil</u> Telephone no ► <u>(415) 995-5087</u> Located at ► <u>425 Market Street 26th Floor San Francisco CA</u> ZIP+4 ► <u>94105</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	<div style="border: 1px solid black; padding: 2px; display: inline-block;">15</div>					
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 ► _____	16	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%; text-align: center;">Yes</td> <td style="width:50%; text-align: center;">No</td> </tr> <tr> <td style="height: 30px;"></td> <td style="height: 30px;"></td> </tr> </table>	Yes	No		
Yes	No					

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) <div style="margin-left: 20px;"> (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div> <div style="margin-left: 20px;"> (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 </div> <div style="margin-left: 20px;"> (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div> <div style="margin-left: 20px;"> (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div> <div style="margin-left: 20px;"> (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 </div> <div style="margin-left: 20px;"> (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 </div>			
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	No	
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	No	
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)) <div style="margin-left: 20px;"> 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 ► 20____, 20____, 20____, 20____ </div> <div style="margin-left: 20px;"> 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). </div> <div style="margin-left: 20px;"> 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____ </div>			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>).	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		
Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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 (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
Peter Larson 425 Market st 26th Floor San Francisco, CA 94105	VP / Dir 1 0	0	0	0
Ronald Larson 425 Market st 26th Floor San Francisco, CA 94105	Pres / Dir 1 0	0	0	0
Fred B Weil 425 Market st 26th Floor San Francisco, CA 94105	Dir / Sec / Treas 1 0	0	0	0
Juliana Weil 425 Market st 26th Floor San Francisco, CA 94105	VP / Dir 1 0	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	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

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

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

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	
2	
3	
4	

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	

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	1,679,652
b	Average of monthly cash balances.	1b	36,919
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,716,571
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,716,571
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	25,749
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,690,822
6	Minimum investment return. Enter 5% of line 5.	6	84,541

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	84,541
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	516
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	516
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	84,025
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	84,025
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	84,025

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	86,289
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	86,289
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	516
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	85,773

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				84,025
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			77,763	
b Total for prior years 2013 , 2012 , 2011				
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 ▶ \$ 86,289				
a Applied to 2014, but not more than line 2a			77,763	
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.				8,526
e Remaining amount distributed out of corpus	0			
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:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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				75,499
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.	0			
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.	0			

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

<p>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. ▶</p>	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>
<p>b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)</p>	
<p>2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed</p>	
<p>b 85% of line 2a</p>	
<p>c Qualifying distributions from Part XII, line 4 for each year listed</p>	
<p>d Amounts included in line 2c not used directly for active conduct of exempt activities</p>	
<p>e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c</p>	
<p>3 Complete 3a, b, or c for the alternative test relied upon</p>	
<p>a "Assets" alternative test—enter</p>	
<p>(1) Value of all assets</p>	
<p>(2) Value of assets qualifying under section 4942(j)(3)(B)(i)</p>	
<p>b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.</p>	
<p>c "Support" alternative test—enter</p>	
<p>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)</p>	
<p>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).</p>	
<p>(3) Largest amount of support from an exempt organization</p>	
<p>(4) Gross investment income</p>	

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))
	NONE
b	List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

Fred B Weil
425 Market Street 26th Fl
San Francisco, CA 94105
(415) 995-5087

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

FORM OF APPLICATION A SIMPLE STATEMENT OF THE PURPOSE OF THE PROPOSED GRANT - HOW IT WILL BE USED, WHAT PROJECT WILL BE SUPPORTED, ETC. REQUIRED APPLICATION MATERIALS IRS DETERMINATION LETTER, TAXPAYER ID NUMBER, FINANCIAL STATEMENTS FOR MOST RECENT YEAR SHOWING SOURCES OF SUPPORT AND EXPENDITURES EXPENSE CATEGORIES SHOULD INCLUDE COMPENSATION OF MANAGEMENT AND INTEREST PAID ON LOANS SECURED BY REAL PROPERTY, IF ANY, THE CHARITY'S BALANCE SHEET THE CHARITY'S BUDGET FOR REVENUE AND EXPENSES FOR THE CURRENT YEAR AND, IF APPLICABLE, THE CHARITY'S BUDGET FOR REVENUE AND EXPENSE FOR THE COMING YEAR

c Any submission deadlines
FEBRUARY 15 AND AUGUST 1 OF EACH YEAR

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

PRIORITY IS GIVEN TO SMALLER PUBLIC CHARITIES LOCATED IN THE SAN FRANCISCO BAY AREA, INCLUDING SACRAMENTO, CA. EDUCATION AND HUMAN SERVICES ARE FAVORED. THE FOREGOING IS NOT INTENDED TO BE A COMPLETE LIST OF PRIORITIES. WRITTEN SOLICITATIONS ONLY. THE FOUNDATION HAS NO PAID STAFF AND DOES NOT ACKNOWLEDGE THE RECEIPT OF APPLICATIONS. SUCCESSFUL APPLICANTS WILL BE NOTIFIED BY MAIL, WHICH MAIL WILL INCLUDE A CHECK FOR THE AMOUNT OF THE GRANT AUTHORIZED BY THE FOUNDATION. APPLICATIONS FOR GENERAL ADMINISTRATIVE EXPENSES ARE NOT FAVORED.

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	72,750
b <i>Approved for future payment</i>					
Total				▶ 3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	184	
4 Dividends and interest from securities.			14	47,136	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	6,545	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).				53,865	
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		53,865

[illegible]

Part XVII

a Transfers from the reporting foundation to a noncharitable exempt organization of

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

d 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]

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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) ? ☒ Yes ☐ No

Print/Type preparer's name Jeffrey D Haskell	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P01345770
Firm's name <input type="checkbox"/> Foundation Source			Firm's EIN <input type="checkbox"/>	
Firm's address <input type="checkbox"/> One Hollow Ln Ste 212 Lake Success, NY 11042			Phone no (800) 839-1754	

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>				
A SAFE PLACE PO BOX 23006 OAKLAND,CA 94623	N/A	PC	General & Unrestricted	3,500
AMERICAN NATIONAL RED CROSS INTERNATIONAL RESPONSE PO BOX 37243 WASHINGTON,DC 20013	N/A	PC	General & Unrestricted	10,000
ASSISTANCE LEAGUE OF DIABLO VALLEY 2711 BUENA VISTA AVE WALNUT CREEK,CA 94597	N/A	PC	Make Your Mark Program	3,000
ASSISTANCE LEAGUE OF DIABLO VALLEY 2711 BUENA VISTA AVE WALNUT CREEK,CA 94597	N/A	PC	Operation School Bell	3,000
DIABLO REGIONAL ARTS ASSOCIATION 1601 CIVIC DR WALNUT CREEK,CA 94596	N/A	PC	Youth programs Scholarship Fund	5,000
Total ► 3a				72,750

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>				
FOOD BANK CONTRA COSTA AND SOLANO 4010 NELSON AVE CONCORD,CA 94520	N/A	PC	General & Unrestricted	5,000
JUMA VENTURES 131 STEUART ST STE 201 SAN FRANCISCO,CA 94105	N/A	PC	Pathways program in Oakland, California	2,000
JUST TEACH 1076 E FERNROCK ST CARSON,CA 90746	N/A	PC	General & Unrestricted	250
LAKE COUNTY ANIMAL SERVICES PO BOX 662 LAKEPORT,CA 95453	N/A	PC	General & Unrestricted	3,000
MARIN LINK INC 5800 NORTHGATE MALL STE 250 SAN RAFAEL,CA 94903	N/A	PC	Cooking for Life Program	3,000
Total			3a	72,750

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>				
MORAGA EDUCATIONAL FOUNDATION PO BOX 34 MORAGA,CA 94556	N/A	PC	General & Unrestricted	5,000
PACIFIC COMMUNITY VENTURES 51 FEDERAL ST STE 100 SAN FRANCISCO,CA 94107	N/A	PC	General & Unrestricted	5,000
PROJECT AVARY INC 1623 5TH AVE STE C SAN RAFAEL,CA 94901	N/A	PC	General & Unrestricted	5,000
SAINT MARY'S COLLEGE PO BOX 4300 MORAGA,CA 94575	N/A	PC	Brother Mel Anderson Scholarship Fund	5,000
SAINT MARY'S COLLEGE PO BOX 4300 MORAGA,CA 94575	N/A	PC	Brother Mel Anderson Scholarship Fund	5,000
Total ▶ 3a				72,750

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>				
SCHOOL OF ENVIRONMENTAL LEADERSHIP 899 NORTHGATE DR STE 410 SAN RAFAEL, CA 94903	N/A	PC	General & Unrestricted	5,000
SOCCER WITHOUT BORDERS 9 WATERHOUSE ST CAMBRIDGE, MA 02138	N/A	PC	General & Unrestricted	5,000
Total ▶ 3a				72,750

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Depreciation Schedule

Name: The Upjohn Fund of San Francisco

EIN: 94-3116041

TY 2015 Investments Corporate Bonds Schedule**Name:** The Upjohn Fund of San Francisco**EIN:** 94-3116041

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY FIN - 3.00%	7,205	7,349
BERKSHIRE HATHAWAY FIN - 4.25%	10,396	10,995
GENERAL ELECTRIC CAP - 3.050%	10,116	10,226

TY 2015 Investments Corporate Stock Schedule

Name: The Upjohn Fund of San Francisco
EIN: 94-3116041

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	14,884	33,060
ABBOTT LABS	6,023	11,772
ABBVIE INC	6,532	16,734
ACCENTURE PLC	13,986	69,744
AFLAC INC	16,036	27,548
APPLE INC	10,528	19,870
BANK OF AMERICA CORP	15,739	5,775
BEST BUY INC	19,791	19,455
CBRE CLARION GLOBAL REAL ESTAT	24,701	12,738
CELGENE CORP	6,248	5,109
CHEVRON CORP	19,566	31,425
CISCO SYSTEMS INC	10,195	15,340
CITIGROUP INC	15,216	1,966
COLGATE-PALMOLIVE COMPANY	15,408	42,816
DANAHER CORP	11,567	47,130
EXELON CORPORATION	6,327	5,111
FIDELITY U.S. BOND INDEX PREMI	93,614	99,896
FORTIVE CORPORATION	3,598	15,315
GENERAL ELECTRIC CO	10,735	8,730
GILEAD SCIENCES INC	17,040	88,356
GOLDMAN SACHS GROUP	5,704	13,368
ILLINOIS TOOL WORKS	4,694	8,518
ISHARES CHINA LARGE CAP	16,587	33,174
ISHARES MSCI EMERGING MARKETS	38,761	38,997
ISHARES S&P GLOBAL ENERGY SECT	19,890	19,416
ISHARES TRUST MSCI EAFE INDEX	56,868	57,820
MICROSOFT CORP	27,020	59,920
NEXTERA ENERGY, INC	15,300	48,000
PENNSYLVANIA MUTUAL FD, INVEST	25,559	24,569
PEPSICO INC	20,066	40,200

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PFIZER INC	30,730	32,598
POWERSHARES GLOBAL WATER PORTF	16,650	23,620
PROCTER GAMBLE CO	20,543	32,550
SPDR S&P BIOTECH ETF	4,659	3,369
TARGET CORPORATION	12,115	27,492
TELUS CORP	17,446	32,390
TRAVELERS COMPANIES INC	24,089	64,908
UNITED TECHNOLOGIES CORP	20,745	40,880
VANGUARD DIVIDEND APPRECIATION	6,276	8,231
VANGUARD EXT MKT IDX	6,415	8,777
VANGUARD TOTAL STOCK MARKET ET	28,784	43,556
WALGREENS BOOTS ALLIANCE	7,758	22,751
WALT DISNEY HOLDINGS CO	12,533	46,345
WELLS FARGO & CO	25,407	4,555

TY 2015 Investments Government Obligations Schedule**Name:** The Upjohn Fund of San Francisco**EIN:** 94-3116041

US Government Securities - End of Year Book Value:	262,213
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US Government Securities - End of Year Fair Market Value:	290,248
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State & Local Government Securities - End of Year Book Value:	44,850
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State & Local Government Securities - End of Year Fair Market Value:	46,310
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TY 2015 Other Expenses Schedule**Name:** The Upjohn Fund of San Francisco**EIN:** 94-3116041

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	13,103			13,103

TY 2015 Taxes Schedule

Name: The Upjohn Fund of San Francisco

EIN: 94-3116041

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2016	900			
Foreign Tax Paid	204	204		