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EXTENDED TO NOVEMBER 15, 2017
Return of Private Foundation

OMB No 1545-0052

Form 990-PF

Department of the Treasury
Internal Revenue Service

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.

2016

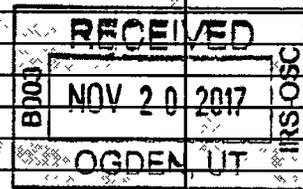
Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation B. K. KEE FOUNDATION		A Employer identification number 56-2545977
Number and street (or P O box number if mail is not delivered to street address) 1325 HOWARD AVE.	Room/suite 949	B Telephone number 650-491-3434
City or town, state or province, country, and ZIP or foreign postal code BURLINGAME, CA 94010		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) \$ 17,934,430.	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)
Revenue	1 Contributions, gifts, grants, etc., received	175,039.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17,026.	4,807.		STATEMENT 1
	4 Dividends and interest from securities	370,780.	370,527.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	647,658.			
	b Gross sales price for all assets on line 6a	7,187,569.			
	7 Capital gain net income (from Part IV, line 2)		647,658.		
	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	65,995.	65,995.		STATEMENT 3	
12 Total. Add lines 1 through 11	1,276,498.	1,088,987.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	184,384.	36,877.		147,507.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 4 8,915.	4,458.		4,458.
	c Other professional fees	STMT 5 142,870.	142,870.		0.
	17 Interest	2,090.	2,090.		0.
	18 Taxes	STMT 6 46,418.	14,418.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 7 142,495.	14,608.		122,136.
	24 Total operating and administrative expenses. Add lines 13 through 23	527,172.	215,321.		274,101.
	25 Contributions, gifts, grants paid	618,904.			618,904.
26 Total expenses and disbursements. Add lines 24 and 25	1,146,076.	215,321.		893,005.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	130,422.				
b Net investment income (if negative, enter -0-)		873,666.			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	162,772.	235,772.	235,772.
	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 10	16,392,937.	16,427,213.	17,698,658.
	c Investments - corporate bonds			
	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 ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	16,555,709.	16,662,985.	17,934,430.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	16,555,709.	16,662,985.	
30 Total net assets or fund balances	16,555,709.	16,662,985.		
31 Total liabilities and net assets/fund balances	16,555,709.	16,662,985.		

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	16,555,709.
2 Enter amount from Part I, line 27a	2	130,422.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	16,686,131.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	23,146.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,662,985.

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.)
1a				
b SEE ATTACHED STATEMENTS				
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				
b				
c				
d				
e	7,187,569.	6,539,911.	647,658.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(f) 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		
a				
b				
c				
d				
e			647,658.	
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	647,658.
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). If (loss), enter -0- in Part I, line 8			3	N/A

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))
2015	970,035.	18,868,210.	.051411
2014	863,685.	19,048,070.	.045342
2013	784,125.	17,471,356.	.044881
2012	770,103.	15,672,659.	.049137
2011	765,330.	15,772,235.	.048524

2 Total of line 1, column (d)	2	.239295
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	.047859
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	17,688,625.
5 Multiply line 4 by line 3	5	846,560.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,737.
7 Add lines 5 and 6	7	855,297.
8 Enter qualifying distributions from Part XII, line 4	8	893,005.

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 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	8,737.
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	8,737.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	8,737.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	51,221.
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	51,221.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	42,484.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> 42,484. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10	X	

N/A

STMT 11

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 WWW.BKKEEFOUNDATION.ORG	X	
14 The books are in care of B.K. KEE FOUNDATION Telephone no. 650-491-3434 Located at 1325 HOWARD AVE., #949, BURLINGAME, CA ZIP+4 94010		
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 2016, 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"/>		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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/> 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.) 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. <input type="checkbox"/>		
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 2016 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 2016.) N/A		
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 2016?		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)?

Organizations relying on a current notice regarding disaster assistance check here

5b

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? **SEE STATEMENT 12** 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

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
STANLEY SZE 1325 HOWARD AVE., #949 BURLINGAME, CA 94010	PRESIDENT/DIRECTOR 40.00	184,384.	0.	0.
DR. LAY K. KAY 1325 HOWARD AVE., #949 BURLINGAME, CA 94010	CFO/TREAS/SCTY/DIRECTOR 2.00	0.	0.	0.
ELVIN KAY 1325 HOWARD AVE., #949 BURLINGAME, CA 94010	DIRECTOR 2.00	0.	0.	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 THE FOUNDATION IS ORGANIZED EXCLUSIVELY TO SUPPORT U.S. ORGANIZATIONS THAT ARE QUALIFIED UNDER SECTIONS 501(C)(3) AND 509(A)(1) OF THE INTERNAL REVENUE CODE THAT ARE	0.
2 ENGAGED IN PROMOTING GREATER EQUITY IN GLOBAL HEALTH AND EDUCATION. IT MAY ALSO SUPPORT CERTAIN FOREIGN ORGANIZATIONS, ANTICIPATED TO BE IN SOUTHEAST ASIA,	0.
3 THAT PROMOTE HEALTH AND EDUCATION, WHICH ARE ORGANIZATIONS SIMILAR IN FORM AND FUNCTION TO QUALIFIED ORGANIZATIONS. THE ORGANIZATION MAY ALSO FUND MEDICAL RESEARCH PROGRAMS AT	0.
4 UNIVERSITIES IN THE USA.	0.
	0.

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.

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	17,390,587.
b	Average of monthly cash balances	1b	567,408.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	17,957,995.
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	17,957,995.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	269,370.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,688,625.
6	Minimum investment return. Enter 5% of line 5	6	884,431.

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	884,431.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	8,737.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,737.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	875,694.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	875,694.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	875,694.

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	893,005.
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	893,005.
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	8,737.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	884,268.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				875,694.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			719,266.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 893,005.				
a Applied to 2015, but not more than line 2a			719,266.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				173,739.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				701,955.
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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation 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.
- NONE**
- 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:
- STANLEY SZE**
1325 HOWARD AVE., #949, BURLINGAME, CA 94010
- b The form in which applications should be submitted and information and materials they should include:
- SEE STATEMENT 8**
- c Any submission deadlines:
- NONE**
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
- NONE**

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				
BURMA BORDER PROJECTS PO BOX 20173 WEST SIDE STATION WORCESTER, MA 01602	NONE	501(C)(3)	ENHANCES THE MENTAL HEALTH, EDUCATION, AND PSYCHOSOCIAL WELL-BEING OF THE DISPLACED PEOPLE FROM	10,000.
CHRIST LUTHERAN CHURCH 417 N. GARFIELD AVE MONTEREY PARK, CA 91765	NONE	501(C)(3)	TO PROVIDE SUPPORT FOR CHRISTIAN MINISTRIES	10,000.
COMMUNITY PARTNERS INTERNATIONAL 2560 9TH ST., SUITE 315B BERKELEY, CA 94710	NONE	501(C)(3)	PROVIDE TRAINING FOR HEALTH WORKERS OFFERING MATERNAL CARE IN BURMA	235,706.
EXPENDITURE RESPONSIBILITY - VARIOUS (SEE STATEMENT ATTACHED)				233,881.
GOLDMAN DONOR ADVISED FUND P.O. BOX 15203 ALBANY, NY 12212-5203	NONE	501(C)(3)	TO SUPPORT GOLDMAN SACHS PHILANTHROPY FUND	25,000.
Total	SEE CONTINUATION SHEET(S)			618,904.
b Approved for future payment				
NONE				
Total				0.

B.K. KEE FOUNDATION

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.)
1a GS #2841 (SEE ATTACHED)	P	VARIOUS	
b GS #2841 (SEE ATTACHED)	P	VARIOUS	
c GS #7337 (SEE ATTACHED)	P	VARIOUS	
d GS #7337 (SEE ATTACHED)	P	VARIOUS	
e GS #3660 (SEE ATTACHED)	P	VARIOUS	
f GS #3660 (SEE ATTACHED)	P	VARIOUS	
g GS #6589 (SEE ATTACHED)	P	VARIOUS	
h GS #6589 (SEE ATTACHED)	P	VARIOUS	
i GS #9713 (SEE ATTACHED)	P	VARIOUS	
j GOLDMAN SACHS - DONALD SMITH K-1	P	VARIOUS	
k GOLDMAN SACHS - DONALD SMITH K-1	P	VARIOUS	
l GOLDMAN SACHS - LSV K-1 (FKA INT'L EQUITY ADVISER	P	VARIOUS	
m GOLDMAN SACHS - LSV K-1 (FKA INT'L EQUITY ADVISER	P	VARIOUS	
n CARIBBEAN REAL ESTATE OPPORTUNITIES FUND K-1	P	VARIOUS	
o GOLDMAN SACHS - GS CAPITAL PARTNERS VI PARALLEL K	P	VARIOUS	

(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 17,330.		17,253.	77.
b 2,300,222.		1,884,183.	416,039.
c 112,703.		165,743.	<53,040.>
d 1,025,018.		821,376.	203,642.
e 64,424.		79,657.	<15,233.>
f 101,414.		115,036.	<13,622.>
g 2,715,010.		2,726,613.	<11,603.>
h 548,140.		601,721.	<53,581.>
i 79,755.		80,351.	<596.>
j		667.	<667.>
k 57,764.			57,764.
l 1,225.			1,225.
m		24,844.	<24,844.>
n 7,430.			7,430.
o		562.	<562.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			77.
b			416,039.
c			<53,040.>
d			203,642.
e			<15,233.>
f			<13,622.>
g			<11,603.>
h			<53,581.>
i			<596.>
j			<667.>
k			57,764.
l			1,225.
m			<24,844.>
n			7,430.
o			<562.>

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	
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). If (loss), enter "-0-" in Part I, line 8 }	3	

B.K. KEE FOUNDATION

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.)
1a GOLDMAN SACHS - GS CAPITAL PARTNERS VI PARALLEL K	P	VARIOUS	
b GOLDMAN SACHS - WILLIAM BLAIR K-1 (FKA INT'L EQUI	P	VARIOUS	
c GOLDMAN SACHS - WILLIAM BLAIR K-1 (FKA INT'L EQUI	P	VARIOUS	
d GOLDMAN SACHS - GSCP VI - AIV K-1	P	VARIOUS	
e CAPITAL GAINS DIVIDENDS			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 4,519.			4,519.
b		21,905.	<21,905.>
c 59,002.			59,002.
d 10,750.			10,750.
e 82,863.			82,863.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			4,519.
b			<21,905.>
c			59,002.
d			10,750.
e			82,863.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	647,658.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

623591
04-01-16

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - BURMA BORDER PROJECTS

**ENHANCES THE MENTAL HEALTH, EDUCATION, AND PSYCHOSOCIAL WELL-BEING OF
THE DISPLACED PEOPLE FROM BURMA.**

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

B.K. KEE FOUNDATION

Employer identification number

56-2545977

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

-
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization B.K. KEE FOUNDATION	Employer identification number 56-2545977
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MICHAEL AND NAN JOHNSON P.O. BOX 2506 CRESTED BUTTE, CO 81224	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	TERESA ORR P.O. BOX 193223 SAN FRANCISCO, CA 94119	\$ 167,539.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization B.K. KEE FOUNDATION	Employer identification number 56-2545977
--	---

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

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

Name of organization B.K. KEE FOUNDATION	Employer identification number 56-2545977
--	---

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

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CARRIBBEAN REAL ESTATE OPPORTUNITIES FUND K-1	2.	2.	
GOLDMAN SACHS #337	200.	200.	
GOLDMAN SACHS #589	407.	407.	
GOLDMAN SACHS #660	154.	154.	
GOLDMAN SACHS #678	79.	79.	
GOLDMAN SACHS #713	1,941.	1,941.	
GOLDMAN SACHS #841	13,088.	869.	
GOLDMAN SACHS #890	35.	35.	
GOLDMAN SACHS - GS CAPITAL PARTNERS VI PARALLEL K-1	1,120.	1,120.	
TOTAL TO PART I, LINE 3	17,026.	4,807.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CARIBBEAN REAL ESTATE					
OPPORTUNITIES FUND	21,495.	0.	21,495.	21,495.	
GOLDMAN SACHS #337	38,730.	0.	38,730.	38,730.	
GOLDMAN SACHS #589	70,064.	0.	70,064.	70,064.	
GOLDMAN SACHS #660	18,445.	0.	18,445.	18,445.	
GOLDMAN SACHS #678	14,478.	2,037.	12,441.	12,441.	
GOLDMAN SACHS #841	172,449.	80,826.	91,623.	91,370.	
GOLDMAN SACHS #890	7.	0.	7.	7.	
GOLDMAN SACHS - DONALD SMITH K-1	8,475.	0.	8,475.	8,475.	
GOLDMAN SACHS - GS CAPITAL PARTNERS VI PARALLEL K-1	8,106.	0.	8,106.	8,106.	
GOLDMAN SACHS - LSV K-1 (FKA INT'L EQUITY ADVISERS 1)	65,058.	0.	65,058.	65,058.	
GOLDMAN SACHS - WILLIAM BLAIR K-1 (FKA INT'L EQUITY GOLDMAN SACHS LAZARD	35,809.	0.	35,809.	35,809.	
	527.	0.	527.	527.	
TO PART I, LINE 4	453,643.	82,863.	370,780.	370,527.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN SACHS - DONALD SMITH - ORDINARY INCOME	6.	6.	
GOLDMAN SACHS - DONALD SMITH - OTHER PORTFOLIO INCOME	4,281.	4,281.	
GOLDMAN SACHS - LSV K-1 - ORDINARY INCOME	417.	417.	
GOLDMAN SACHS - LSV K-1 - OTHER PORTFOLIO INCOME	603.	603.	
GOLDMAN SACHS - CARIBBEAN - ORDINARY INCOME	<2,915.>	<2,915.>	
GOLDMAN SACHS - CARIBBEAN - ORDINARY INCOME	11,311.	11,311.	
GOLDMAN SACHS - GS PARTNERS VI - ORDINARY INCOME	3.	3.	
GOLDMAN SACHS - GS PARTNERS VI - ORDINARY INCOME	30,999.	30,999.	
GOLDMAN SACHS - WILLIAM BLAIR - ORDINARY INCOME	<5,817.>	<5,817.>	
GOLDMAN SACHS - WILLIAM BLAIR - OTHER PORTFOLIO INCOME	26,982.	26,982.	
OTHER INCOME	125.	125.	
TOTAL TO FORM 990-PF, PART I, LINE 11	65,995.	65,995.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,915.	4,458.		4,458.
TO FORM 990-PF, PG 1, LN 16B	8,915.	4,458.		4,458.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES - BROKERAGE ACCOUNTS	73,869.	73,869.		0.
MANAGEMENT FEES FROM DONALD SMITH K-1	12,975.	12,975.		0.
MANAGEMENT FEES FROM WILLIAM BLAIR K-1	26,786.	26,786.		0.
MANAGEMENT FEES FROM LSV K-1	23,750.	23,750.		0.
MANAGEMENT FEES FROM CARIBBEAN REAL ESTATE K-1	718.	718.		0.
MANAGEMENT FEES FROM CAPITAL PARTNERS VI PARALLEL K-1	4,608.	4,608.		0.
MANAGEMENT FEES FROM GSCP VI PARALLEL AIV	164.	164.		0.
TO FORM 990-PF, PG 1, LN 16C	142,870.	142,870.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX - BROKERAGE ACCOUNTS	2,082.	2,082.		0.
FOREIGN TAX - WILLIAM BLAIR K-1	3,044.	3,044.		0.
FOREIGN TAX - LSV K-1	5,838.	5,838.		0.
FOREIGN TAX - CARIBBEAN REAL ESTATE K-1	2,887.	2,887.		0.
FOREIGN TAX - DONALD SMITH K-1	348.	348.		0.
FOREIGN TAX - GS CAPITAL PARTNERS VI PARALLEL	219.	219.		0.
FEDERAL TAX	32,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	46,418.	14,418.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NON-DEDUCTIBLE EXPENSE FROM PASSTHROUGH	5,751.	0.		0.
REIMBURSED EXPENSE	58,304.	14,576.		43,728.
FIELD CONSULTANT	28,930.	0.		28,930.
FIELD CONSULTANT - MYANMAR LIVER SYMPOSIUM	49,478.	0.		49,478.
ADMINISTRATIVE EXPENSE	32.	32.		0.
TO FORM 990-PF, PG 1, LN 23	142,495.	14,608.		122,136.

FOOTNOTES

STATEMENT 8

FORM 990PF, PART XV, LINE 2B:

THE APPLICATION SHOULD BE IN WRITTEN FORM AND SENT TO THE FOUNDATION. IT SHOULD STATE THE OBJECTIVE OF THE ORGANIZATION, AMOUNT REQUESTED AND THE NAMES OF THE PRINCIPAL MANAGERS OF THE ORGANIZATION. TO ENSURE SUITABILITY, THE FOUNDATION RESERVES THE RIGHT TO REQUEST ADDITIONAL INFORMATION FROM EACH APPLICANT ON A PROJECT BY PROJECT BASIS.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
BOOK TO TAX ADJUSTMENT FOR MARKETABLE SECURITIES	23,146.
TOTAL TO FORM 990-PF, PART III, LINE 5	23,146.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #841- SEE ATTACHED STMT	7,622,786.	7,997,471.
GOLDMAN SACHS #337- SEE ATTACHED STMT	2,559,664.	3,330,596.
GOLDMAN SACHS #890- SEE ATTACHED STMT	17.	1,040.
GOLDMAN SACHS #660- SEE ATTACHED STMT	767,600.	708,755.
GOLDMAN SACHS #678- SEE ATTACHED STMT	703,208.	666,885.
GOLDMAN SACHS #589- SEE ATTACHED STMT	2,689,399.	2,920,927.
GOLDMAN SACHS #713- SEE ATTACHED STMT	2,084,539.	2,072,984.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,427,213.	17,698,658.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 11
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
LAY K KAY	1325 HOWARD AVE., #949 BURLINGAME, CA 94010

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 12

GRANTEE'S NAME

VARIOUS - SEE STATEMENT

GRANTEE'S ADDRESS

VARIOUS - SEE STATEMENT

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
235,001.		

PURPOSE OF GRANT

SEE STATEMENT ATTACHED.