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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation BERNARD E & ALBA WITKIN CHARITABLE FOUNDATION		A Employer identification number 73-1661679	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 7190		Room/suite	B Telephone number (see instructions) (510) 845-3416
City or town, state or province, country, and ZIP or foreign postal code BERKELEY, CA 94707		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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change <input type="checkbox"/>		E If private foundation status was terminated under section 507(b)(1)(A), check here <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		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 17,363,568		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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	855	855		
	5a Gross rents . . . . .				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2) . . .		0		
	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) . . . . .	2,097,367	2,097,367		
	12 Total. Add lines 1 through 11 . . . . .	2,098,222	2,098,222		
	13 Compensation of officers, directors, trustees, etc	161,445	80,723		80,722
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	16,617	12,463		4,154
	b Accounting fees (attach schedule) . . . . .	32,070	24,053		8,017
	c Other professional fees (attach schedule) . . . . .	3,570	3,570		0
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . .	31,350	5,201		4,965
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .	5,715	4,286		1,429
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	1,467,085	1,457,649		9,436
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	1,717,852	1,587,945		108,723
	25 Contributions, gifts, grants paid . . . . .	1,618,650			1,618,650
	26 Total expenses and disbursements. Add lines 24 and 25	3,336,502	1,587,945		1,727,373
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,238,280			
	b Net investment income (if negative, enter -0-)		510,277		
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 . . . . .	86,000	37,642	37,642		
	2	Savings and temporary cash investments . . . . .	224,956	325,926	325,926		
	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)					
	b	Investments—corporate stock (attach schedule) . . . . .					
	c	Investments—corporate bonds (attach schedule) . . . . .					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans . . . . .					
	13	Investments—other (attach schedule) . . . . .					
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)	18,059,067	16,769,134	17,000,000			
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	18,370,023	17,132,702	17,363,568			
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0			
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	24	Unrestricted . . . . .					
	25	Temporarily restricted . . . . .					
	26	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	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	18,370,023	17,132,702			
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	18,370,023	17,132,702				
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) .	18,370,023	17,132,702				

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	18,370,023
2	Enter amount from Part I, line 27a . . . . .	2	-1,238,280
3	Other increases not included in line 2 (itemize) ▶ _____	3	959
4	Add lines 1, 2, and 3 . . . . .	4	17,132,702
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	17,132,702



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

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

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

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

  

<b>2</b> Capital gain net income or (net capital loss) <div style="float: right; font-size: small;">           { If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	<b>2</b>	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	<b>3</b>	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

**1** Enter the appropriate amount in each column for each year, see 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	1,533,903	18,449,819	0 083139
2014	373,135	73,444	5 080538
2013	400,215	64,403	6 214229
2012	401,416	55,118	7 282848
2011	398,052	55,854	7 126652
<b>2 Total</b> of line 1, column (d)			<b>2</b> 25 787406
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 5 157481
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			<b>4</b> 17,398,414
<b>5</b> Multiply line 4 by line 3			<b>5</b> 89,731,990
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 5,103
<b>7</b> Add lines 5 and 6			<b>7</b> 89,737,093
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 1,727,373

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)**

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	10,206
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	10,206
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	10,206
<b>6</b>	Credits/Payments		
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	10,480
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	10,480
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	3
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . ▶	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . ▶	<b>10</b>	271
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> ▶ 271 <b>Refunded</b> ▶	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</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>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0 (2) On foundation managers ▶ \$ 0		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0		
<b>2</b> 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>	<b>2</b>	No
<b>3</b> 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> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> 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> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA		
<b>b</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> .	<b>8b</b>	Yes
<b>9</b> 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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No



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

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>►</b> N/A	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>►</b> KENNETH KUCHMAN Telephone no <b>►</b> (510) 845-3416			

Located at **►** PO BOX 7190 BERKELEY CA ZIP+4 **►** 94707

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>►</b> 15			
<b>16</b>	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 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 <b>►</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <b>►</b> <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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? <input type="checkbox"/>	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	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 <b>►</b> 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>►</b> 20____, 20____, 20____, 20____			
<b>3a</b>	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>b</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). <input type="checkbox"/>	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>



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

<b>5a</b> During the year did the foundation pay or incur any amount to <b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). . . . . <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
<b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? . . . . . <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> Organizations relying on a current notice regarding disaster assistance check here. . . . . <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>	<b>5b</b>		
<b>c</b> 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? . . . . . <span style="float:right;"><input type="checkbox"/> Yes <input type="checkbox"/> No</span> <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <i>If "Yes" to 6b, file Form 8870</i>	<b>6b</b>		<b>No</b>
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>	<b>7b</b>		

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
<b>Total</b> number of other employees paid over \$50,000. <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>				



**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
NORMAN L EPSTEIN C/O WITKIN FOUNDATION POBOX 7190 BERKELEY, CA 94707	CRIM LAW TREATISE	89,728
WINSLOW O SMALL 67 GRAND VIEW AVE SAN FRANCISCO, CA 94114	BUSINESS ADVISOR	63,550
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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions	
<b>3</b>	
Total. Add lines 1 through 3 . . . . . ▶	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	0
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	463,364
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	17,200,000
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	17,663,364
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	17,663,364
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	264,950
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	17,398,414
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	869,921

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	869,921
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	10,206
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	10,206
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	859,715
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	859,715
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	859,715

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	1,727,373
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	1,727,373
<b>5</b>	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).	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	1,727,373

**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
<b>1</b> Distributable amount for 2016 from Part XI, line 7				859,715
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .	395,259			
<b>b</b> From 2012. . . . .	398,660			
<b>c</b> From 2013. . . . .	396,995			
<b>d</b> From 2014. . . . .	369,463			
<b>e</b> From 2015. . . . .	621,867			
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	2,182,244			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,727,373</u>				
<b>a</b> Applied to 2015, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2016 distributable amount. . . . .				859,715
<b>e</b> Remaining amount distributed out of corpus	867,658			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,049,902			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .	395,259			
<b>9</b> <b>Excess distributions carryover to 2017.</b> Subtract lines 7 and 8 from line 6a . . . . .	2,654,643			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .	398,660			
<b>b</b> Excess from 2013. . . . .	396,995			
<b>c</b> Excess from 2014. . . . .	369,463			
<b>d</b> Excess from 2015. . . . .	621,867			
<b>e</b> Excess from 2016. . . . .	867,658			



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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

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

**a** The name, address, and telephone number or email address of the person to whom applications should be addressed

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

**c** Any submission deadlines

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



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . .			<b>3a</b>	1,618,650
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	0



## Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) (See instructions )
<b>1</b> Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities. . . .			14	855	
<b>5</b> Net rental income or (loss) from real estate					
a Debt-financed property. . . . .					
b Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .					
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue					
a <u>WITKIN WORKS ROYALTIES</u>			15	2,097,367	
b _____					
c _____					
d _____					
e _____					
<b>12</b> Subtotal Add columns (b), (d), and (e). .		0		2,098,222	0
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>	<u>2,098,222</u>	<u>0</u>

(See worksheet in line 13 instructions to verify calculations )

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)

[illegible]



## Part XVII

- |       | 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 |

[illegible]

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

- b** If "Yes," complete the following schedule

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

May the IRS discuss this return with the preparer shown below (see instr )? ☒ Yes ☐ No

Print/Type preparer's name  BRUCE F FERRY	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN  P01413405
Firm's name ▶ DZH PHILLIPS LLP				Firm's EIN ▶ 94-1267995
Firm's address ▶ 135 MAIN STREET 9TH FLOOR  SAN FRANCISCO, CA 941051815				Phone no (415) 781-2500



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

<b>(a)</b> Name and address	Title, and average hours per week <b>(b)</b> devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	Expense account, <b>(e)</b> other allowances
MARY FRIEDMAN 2841 RUSSELL STREET BERKELEY, CA 94705	SECRETARY 0 50	0	0	0
KENNETH KUCHMAN 396 NORTH ALMENAR DRIVE GREENBRAE, CA 94904	DIRECTOR 40 00	161,280	0	0
TROY L NUNLEY 501 I STREET SUITE 15-200 SACRAMENTO, CA 95814	BOARD MEMBER 0 50	0	0	0
LISA KARPLUS 2326 NE 18TH AVE PORTLAND, OR 97212	TREASURER 0 50	0	0	0
BRENDA HARBIN-FORTE 24405 AMADOR STREET HAYWARD, CA 94544	VICE PRESIDENT 0 50	0	0	0
CHERI MEZZAPELLE 2111 MARTIN LUTHER KING JR WAY BERKELEY, CA 94704	AUDIT COMMITTEE 0 50	0	0	0



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount	
Name and address (home or business)					
<b>a</b> Paid during the year					
A BETTER WAY 3200 ADELINE STREET BERKELEY, CA 94703	NONE	PC	FOSTER CHILDREN PROGRAMS	10,000	
ADVOKIDS 5643 PARADISE DRIVE SUITE 12-B CORTE MADERA, CA 94925	NONE	PC	FOSTER CHILDREN PROGRAMS	25,000	
ALAMEDA COUNTY BAR ASSOCIATION 1000 BROADWAY SUITE 480 OAKLAND, CA 94607	NONE		LEGAL ASSISTANCE PROGRAMS	5,000	
AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY STREET PHILADELPHIA, PA 19102	NONE		OTHER PROGRAMS	50,000	
ANN MARTIN CENTER 1375 55TH ST EMERYVILLE, CA 94608	NONE	PC	MENTAL HEALTH THERAPEUTIC PROGRAMS FOR CHILDREN	25,000	
ASSOCIATION OF FUNDRAISING PROFESSIONALS 3871 PIEDMONT AVENUE OAKLAND, CA 94611	NONE	PC	OTHER PROGRAMS	150	
BAHIA INC 1000 CAMELIA STREET BERKELEY, CA 94710	NONE	PC	CHILDCARE PROGRAMS	15,000	
BAY AREA CHILDREN'S THEATRE 6114 LA SALLE AVE SUITE 431 OAKLAND, CA 94611	NONE	PC	OTHER PROGRAMS	7,500	
BAY AREA COMMUNITY RESOURCES 3219 PIERCE STREET RICHMOND, CA 94804	NONE	PC	MENTAL HEALTH PROGRAMS	25,000	
BAY AREA LEGAL AID 1735 TELEGRAPH AVE OAKLAND, CA 94612	NONE	PC	AB 12 OUTREACH PROGRAM FOR OLDER FOSTER YOUTH	15,000	
BE A MENTOR 24301 SOUTHLAND DRIVE SUITE 504 HAYWARD, CA 94541	NONE	PC	OTHER PROGRAMS	10,000	
BE WITKIN ALAMEDA COUNTY LAW LIBRARY 125 12TH STREET OAKLAND, CA 94607	NONE		OTHER PROGRAMS	50,000	
BERKELEY FOOD AND HOUSING PROJECT 2362 BANCROFT WAY BERKELEY, CA 94704	NONE	PC	OTHER PROGRAMS	10,000	
BERKELEY HIGH JAZZ PO BOX 1017 BERKELEY, CA 94701	NONE	PC	MUSIC PROGRAMS	1,000	
BERKELEY PUBLIC LIBRARY FOUNDATION 2090 KITTREGE STREET BERKELEY, CA 94704	NONE	PC	LITERACY PROGRAMS	18,000	
<b>Total . . . . .</b> ►				1,618,650	
<b>3a</b>					



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)				
<b>a</b> <i>Paid during the year</i>				
BERKELEY PUBLIC SCHOOLS FUND PO BOX 2066 BERKELEY, CA 94702	NONE	PC	BUSD PUBLIC SCHOOL ENRICHMENT	10,000
BERKELEY SYMPHONY 1942 UNIVERSITY AVENUE SUITE 207 BERKELEY, CA 94704	NONE	PC	MUSIC PROGRAMS	10,000
BERKELEY USD - MALCOLM X 1731 PRINCE STREET BERKELEY, CA 94703	NONE	PC	LITERACY PROGRAMS	10,000
BEYOND EMANCIPATION 675 HEGENBERGER ROAD SUITE 100 OAKLAND, CA 94621	NONE	PC	FOSTER CHILDREN PROGRAMS	20,000
BLUESKIES FOR CHILDREN 3021 BROOKDALE AVE OAKLAND, CA 94602	NONE	PC	CHILDCARE PROGRAMS	72,500
BRIGHT FUTURES 1060 MANOR ROAD RICHMOND, CA 94803	NONE	PC	CHILDCARE PROGRAMS	10,000
BUILDING FUTURES WITH WOMEN AND CHILDREN 1395 BANCROFT AVE SAN LEANDRO, CA 94577	NONE	PC	CHILDCARE PROGRAMS	10,000
BUILDING OPPORTUNITIES SELF-SUFFICIENCY 2065 KITTRIDGE STREET SUITE E BERKELEY, CA 94704	NONE	PC	CHILDCARE PROGRAMS	10,000
TIDES CENTER BOOST WEST OAKLAND (LAFAYETTE ELEMENTARY SCHOOL) 1700 MARKET STREET OAKLAND, CA 94607	NONE	PC	MENTORING AND TUTORING PROGRAM	7,000
CALICO CENTER 524 ESTUDILLO AVE SAN LEANDRO, CA 94577	NONE	PC	LEGAL ASSISTANCE PROGRAMS	10,000
CALIFORNIA JUDGES FOUNDATION 2520 VENTURE OAKS WAY SUITE 150 SACRAMENTO, CA 95833	NONE	PC	LEGAL ASSISTANCE PROGRAMS	500
CASA OF ALAMEDA COUNTY 1000 SAN LEANDRO BLVD SUITE 300 SAN LEANDRO, CA 94577	NONE	PC	LEGAL ASSISTANCE PROGRAMS	10,000
CASA OF SONOMA COUNTY PO BOX 1418 KENWOOD, CA 95452	NONE	PC	LEGAL ASSISTANCE PROGRAMS	15,000
CATHOLIC CHARITIES OF THE EAST BAY 433 JEFFERSON STREET OAKLAND, CA 94607	NONE	PC	LITERACY PROGRAMS	15,000
CENTER FOR EARLY INTERVENTION ON DEAFNESS 1035 GRAYSON STREET BERKELEY, CA 94710	NONE	PC	CHILDCARE PROGRAMS	20,000
<b>Total . . . . .</b> ► <b>3a</b>				1,618,650



Form 990FPF 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 Paid during the year				
CENTER FOR YOUTH DEVELOPMENT THROUGH LAW 2120 UNIVERSITY AVENUE BERKELEY, CA 94704	NONE	PC	OTHER PROGRAMS	15,000
CENTRO LEGAL DE LA RAZA 3022 INTERNATIONAL BLVD SUITE 410 OAKLAND, CA 94601	NONE	PC	LEGAL ASSISTANCE PROGRAMS	5,000
CHILDREN'S HOSPITAL & RESEARCH CENTER FOUNDATION 2201 BROADWAY SUITE 600 OAKLAND, CA 94612	NONE	PC	CHILDCARE PROGRAMS	10,000
CHILDREN NOW 1404 FRANKLIN STREET SUITE 700 OAKLAND, CA 94612	NONE	PC	OTHER PROGRAMS	1,000
CIVICORPS SCHOOLS 101 MYRTLE STREET OAKLAND, CA 94607	NONE	PC	CIVICORP HIGH SCHOOL	10,000
COMMUNITY INITIATIVES 354 PINE STREET SUITE 700 SAN FRANCISCO, CA 94104	NONE	PC	FISCAL SPONSOR FOR EARLY CHILDHOOD FUNDERS ORGANIZATION	1,000
COMMUNITY RESOURCES FOR SCIENCE 1611 SAN PABLO AVE SUITE 10B BERKELEY, CA 94702	NONE	PC	OTHER PROGRAMS	2,500
COMPASS FAMILY SERVICES 49 POWELL STREET 3RD FLOOR SAN FRANCISCO, CA 94102	NONE	PC	OTHER PROGRAMS	7,500
CONNECTING AUTHORS PO BOX 1350 BELMONT, CA 94002	NONE	PC	LITERACY PROGRAMS	7,500
CONTRA COSTA COUNTY FAMILY JUSTICE CENTER 2151 SALVIO STREET SUITE 201 CONCORD, CA 94520	NONE	PC	LEGAL ASSISTANCE PROGRAMS	10,000
CONTRA COSTA KOPS FOR KIDS 1430 WILLOW PASS ROAD SUITE 130 CONCORD, CA 95420	NONE	PC	OTHER PROGRAMS	5,000
CASA OF CONTRA COSTA COUNTY 2020 NORTH BROADWAY SUITE 204 WALNUT CREEK, CA 94596	NONE	PC	CONTRA COSTA COUNTY CASA	15,000
EAST BAY AGENCY FOR CHILDREN 303 VAN BUREN AVENUE OAKLAND, CA 94610	NONE	PC	CHILDREN'S THERAPEUTIC NURSERY SCHOOL	20,000
EAST BAY CENTER FOR THE PERFORMING ARTS 339 11TH STREET RICHMOND, CA 94801	NONE	PC	ART PROGRAMS	10,000
EAST BAY CHILDREN'S LAW OFFICES 7700 EDGEWATER DRIVE SUITE 210 OAKLAND, CA 94621	NONE	PC	LEGAL ASSITANCE PROGRAMS	25,000
Total . . . . . ►				1,618,650
3a				



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 Paid during the year				
FAMILY BUILDERS BY ADOPTION 401 GRAND AVENUE SUITE 400 OAKLAND, CA 94610	NONE	PC	FOSTER CHILDREN PROGRAMS	7,500
FAMILY PATHS 1727 MARTIN LUTHER KING JR WAY SUITE 109 OAKLAND, CA 94612	NONE	PC	FAMILY SUPPORT SERVICES	7,500
FAMILY SUPPORT SERVICES OF THE BAY AREA 401 GRAND AVENUE SUITE 500 SAN FRANCISCO, CA 94610	NONE	PC	KINSHIP YOUTH PROGRAM	15,000
FAMILY VIOLENCE APPELLATE PROJECT 1814 FRANKLIN STREET SUITE 805 OAKLAND, CA 94612	NONE	PC	LEGAL ASSISTANCE PROGRAMS	10,000
FAMILY VIOLENCE LAW CENTER 470 27TH STREET OAKLAND, CA 94612	NONE	PC	LEGAL ASSISTANCE PROGRAMS	7,500
FIRST CHAPTER PO BOX 3952 OAKLAND, CA 94612	NONE	PC	LITERACY PROGRAMS	5,000
FRED FINCH YOUTH CENTER 3800 COOLIDGE AVENUE OAKLAND, CA 94602	NONE	PC	TURNING POINT HOUSE FOR FOSTER YOUTH	10,000
GIRLS INC 510 16TH STREET OAKLAND, CA 94618	NONE	PC	GIRLSTART LITERACY PROGRAM	10,000
GIRL VENTURES 3543 18TH STREET 18 SAN FRANCISCO, CA 94110	NONE	PC	ACTIVITY PROGRAMS FOR EAST BAY GIRLS	5,000
HABITOT 2065 KITTRIDGE STREET BERKELEY, CA 94704	NONE	PC	OTHER PROGRAMS	15,000
INNER EXPLORER 4100 REDWOOD ROAD SUITE 241 OAKLAND, CA 94619	NONE	PC	OTHER PROGRAMS	10,000
INTERNATIONAL CHILD RESOURCE INSTITUTE 125 UNIVERSITY AVENUE BERKELEY, CA 94710	NONE	PC	CHILDCARE PROGRAMS	25,000
KALA INSTITUTE 1060 HEINZ AVENUE BERKELEY, CA 94710	NONE	PC	ARTISTS IN THE SCHOOLS PROGRAM	10,000
LA CLINICA PO BOX 22210 OAKLAND, CA 94623	NONE	PC	(1) HAWTHORNE MEDICAL CLINIC FOR CHILDREN, AND (2) ORAL HEALTH INITIATIVE	20,000
LAW CENTER TO PREVENT GUN VIOLENCE 268 BUSH STREET SAN FRANCISCO, CA 94104	NONE	PC	ORGANIZATION TO REDUCE THREAT OF GUN VIOLENCE	10,000
Total . . . . . ► 3a				1,618,650



Form 990FP 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 Paid during the year				
LEGAL SERVICES FOR CHILDREN 1254 MARKET STREET 3RD FLOOR SAN FRANCISCO, CA 94102	NONE	PC	LEGAL ASSISTANCE PROGRAMS	80,000
LINCOLN CHILD CENTER 1266 14TH STREET OAKLAND, CA 94607	NONE	PC	MENTAL HEALTH PROGRAMS	25,000
LUNA DANCE INSTITUTE 605 ADDISON STREET BERKELEY, CA 94710	NONE	PC	OTHER PROGRAMS	10,000
MOSAIC PROJECT 580 GRAND AVE SUITE 303 OAKLAND, CA 94610	NONE	PC	CONFLICT RESOLUTION AND RESTORATIVE JUSTICE PROGRAMS	10,000
MILLS COLLEGE 5000 MACARTHUR BLVD OAKLAND, CA 94613	NONE		CHILDCARE PROGRAMS	65,000
MT DIABLO PEACE AND JUSTICE CENTER 55 ECKLEY LANE WALNUT CREEK, CA 94596	NONE	PC	OTHER PROGRAMS	12,500
NATIONAL CENTER FOR YOUTH LAW 405 14TH STREET 15TH FLOOR OAKLAND, CA 94612	NONE	PC	LEGAL ASSISTANCE PROGRAMS	10,000
NEPAL YOUTH FOUNDATION 3030 BRIDGEWAY SUITE 202 SAUSALITO, CA 94965	NONE	PC	OTHER PROGRAMS	10,000
NORTHERN CALIFORNIA GRANTMAKERS - LEGAL SERVICES 160 SPEAR STREET SUITE 360 SAN FRANCISCO, CA 94105	NONE	PC	LEGAL ASSISTANCE PROGRAMS	1,000
OAKLAND EAST BAY SYMPHONY 2201 BROADWAY SUITE 300 OAKLAND, CA 94612	NONE	PC	MUSIC PROGRAMS	5,000
OAKLAND ELIZABETH HOUSE 6423 COLBY STREET OAKLAND, CA 94621	NONE	PC	OTHER PROGRAMS	5,000
OAKLAND LEAF 7700 EDGEWATER DRIVE SUITE 818 OAKLAND, CA 94621	NONE	PC	QUALITY AFTERSCHOOL PROGRAMS IN OUSD	15,000
OAKLAND YOUTH CHORUS 685 14TH STREET OAKLAND, CA 94612	NONE	PC	OAKLAND CHILDREN'S CHORAL PROGRAM	1,000
OAKLAND PUBLIC EDUCATION FUND PO BOX 27148 OAKLAND, CA 94620	NONE	PC	LITERACY PROGRAMS	40,000
ONE JUSTICE 433 CALIFORNIA STREET STE 815 SAN FRANCISCO, CA 94101	NONE	PC	LEGAL ASSISTANCE PROGRAMS	7,500
Total . . . . . ►				1,618,650
3a				



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Name and address (home or business)				
a Paid during the year				
PARTNERS IN OAKLAND EDUCATION 2501 CHESTNUT STREET OAKLAND, CA 94607	NONE		LITERACY PROGRAMS	20,000
PEGASUS PROJECT (PEGASUS VOYAGES) 1554 SONOMA AVENUE ALBANY, CA 94706	NONE	PC	SAILING PROGRAM FOR DISADVANTAGED YOUTH	10,000
PLANNED PARENTHOOD MAR MONTE 1605 THE ALAMEDA SAN JOSE, CA 95126	NONE	PC	OTHER PROGRAMS	10,000
PLANNED PARENTHOOD NORTHERN CALIFORNIA 2185 PACHECO STREET CONCORD, CA 94520	NONE	PC	OTHER PROGRAMS	10,000
PLAYWORKS OAKLAND EAST BAY 155 FILBERT ST STE 234 OAKLAND, CA 94607	NONE	PC	OTHER PROGRAMS	5,000
PREVENT BLINDNESS NORTHERN CALIFORNIA 500 KEARNY STREET SUITE 1000 SAN FRANCISCO, CA 94108	NONE	PC	OTHER PROGRAMS	10,000
READ ALOUD VOLUNTEER PROGRAM 5 ALVARADO SQUARE SAN PABLO, CA 94806	NONE	PC	READING PROGRAM IN ELEMENTARY SCHOOLS	10,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA 1000 SAN LEANDRO BLVD STE 100 SAN LEANDRO, CA 94577	NONE		OTHER PROGRAMS	55,000
SAN FRANCISCO CHILD ABUSE PREVENTION CENTER - KID'S TURN 1757 WALLER STREET SAN FRANCISCO, CA 94117	NONE	PC	OTHER PROGRAMS	10,000
SENECA FAMILY OF AGENCIES 6925 CHABOT ROAD OAKLAND, CA 94618	NONE	PC	BUILDING BLOCKS THERAPEUTIC NURSERY SCHOOL	17,500
SHELTER INC OF CONTRA COSTA COUNTY 1333 WILLOW PASS RD STE 206 CONCORD, CA 94520	NONE	PC	OTHER PROGRAMS	15,000
SINGING EAGLE - READ TO LIVE PROGRAM 15469 FRICOT CITY ROAD MOUNTAIN RANCH, CA 95246	NONE	PC	OTHER PROGRAMS	7,500
SOAR FOR YOUTH PO BOX 1291 BERKELEY, CA 94701	NONE		FOSTER CHILDREN PROGRAMS	20,000
ST VINCENT'S DAY HOME 1086 8TH STREET OAKLAND, CA 94607	NONE	PC	CHILDCARE PROGRAMS	75,000
ST VINCENT DE PAUL SOCIETY OF SF 1237 VAN NESS AVE STE 200 SAN FRANCISCO, CA 94109	NONE	PC	OTHER PROGRAMS	10,000
Total . . . . . ►				1,618,650
3a				



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Name and address (home or business)				
a Paid during the year				
STEP ONE SCHOOL 499 SPRUCE ST BERKELEY, CA 94708	NONE	PC	CHILDREN'S EARLY LEARNING PROGRAM	10,000
STILES HALL 2400 BANCROFT WAY BERKELEY, CA 94709	NONE	PC	LITERACY PROGRAMS	5,000
SUNNY HILLS SERVICES 300 SUNNY HILLS DR SAN ANSELMO, CA 94960	NONE	PC	FOSTER CHILDREN PROGRAMS	15,000
SUPER STARS LITERACY 333 HEGENBERGER RD STE 503 OAKLAND, CA 94621	NONE	PC	LITERACY PROGRAMS	10,000
THE BERKELEY BABY BOOK PROJECT 1925 HOPKINS ST BERKELEY, CA 94707	NONE		LITERACY PROGRAMS	10,000
CASA OF SAN FRANCISCO 2535 MISSION STREET SAN FRANCISCO, CA 94110	NONE	PC	SF CASA	10,000
UC BERKELEY BOTANICAL GARDEN 200 CENTENNIAL DR BERKELEY, CA 94720	NONE		OTHER PROGRAMS	50,000
UNIVERSITY OF THE PACIFIC - MCG SCHOOL OF LAW 3200 FIFTH AVENUE SACRAMENTO, CA 95817	NONE		OTHER PROGRAMS	500
VOLUNTEERING FOR OAKLAND PO BOX 24708 OAKLAND, CA 94623	NONE	PC	THIRD GRADE DICTIONARY DISTRIBUTION IN OUSD	2,500
WE CARE SERVICES FOR CHILDREN 2191 KIRKER PASS RD CONCORD, CA 94521	NONE	PC	CHILDCARE PROGRAMS	20,000
WEST COAST CHILDREN'S CLINIC 3301 E 12TH STREET SUITE 259 OAKLAND, CA 94601	NONE	PC	MENTAL HEALTH AND CSEC PROGRAM SUPPORT	25,000
WEST CONTRA COSTA SALESIAN BOYS & GIRLS CLUB 2801 MORAN AVENUE RICHMOND, CA 94804	NONE	PC	OTHER PROGRAMS	5,000
WEST CONTRA COSTA PUBLIC EDUCATION FUND 217C W RICHMOND AVE POINT RICHMOND, CA 94801	NONE	PC	OTHER PROGRAMS	10,000
YMCA OF THE EAST BAY 263 S 20TH ST RICHMOND, CA 94804	NONE	PC	FISCAL SPONSOR FOR MINDFUL YOUTH PROJECT IN RICHMOND	10,000
YOUNG MUSICIANS CHORAL ORCHESTRA 2020 MILVIA ST STE 420 BERKELEY, CA 94704	NONE	PC	MUSIC PROGRAMS	15,000
Total . . . . . ►				1,618,650
3a				



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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)				
<b>a</b> <i>Paid during the year</i>				
YOUNG PEOPLE'S SYMPHONY ORCHESTRA PO BOX 5593 BERKELEY, CA 94705	NONE	PC	MUSIC PROGRAMS	10,000
YOUTH ALIVE 3300 ELM STREET OAKLAND, CA 94609	NONE	PC	PEACE AND NON-VIOLENCE EDUCATION	10,000
YOUTH SPIRIT ARTWORKS 1740 ALCATRAZ AVE BERKELEY, CA 94703	NONE	PC	OTHER PROGRAMS	10,000
<b>Total . . . . . ▶</b> <b>3a</b>				1,618,650



**TY 2016 Accounting Fees Schedule**

**Name:** BERNARD E & ALBA WITKIN CHARITABLE  
FOUNDATION

**EIN:** 73-1661679

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	32,070	24,053		8,017



**TY 2016 Legal Fees Schedule**

**Name:** BERNARD E & ALBA WITKIN CHARITABLE  
FOUNDATION

**EIN:** 73-1661679

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	16,617	12,463		4,154



**TY 2016 Other Assets Schedule**

**Name:** BERNARD E & ALBA WITKIN CHARITABLE  
FOUNDATION

**EIN:** 73-1661679

**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
WITKIN WORKS COPYRIGHT	18,059,067	16,769,134	17,000,000



**TY 2016 Other Expenses Schedule**

**Name:** BERNARD E & ALBA WITKIN CHARITABLE  
FOUNDATION

**EIN:** 73-1661679

**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	2,787	1,394		1,393
ADDITIONAL PAYROLL EXPENSE	1,434	717		717
OFFICE EXPENSES	14,653	7,327		7,326
WITKIN LIBRARY CONTRACT SERVICES	68,550	68,550		0
EPSTEIN ROYALTY PAYMENTS	89,728	89,728		0
AMORTIZATION	1,289,933	1,289,933		0



**TY 2016 Other Income Schedule**

**Name:** BERNARD E & ALBA WITKIN CHARITABLE  
FOUNDATION

**EIN:** 73-1661679

**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
WITKIN WORKS ROYALTIES	2,097,367	2,097,367	2,097,367



**TY 2016 Other Increases Schedule**

**Name:** BERNARD E & ALBA WITKIN CHARITABLE  
FOUNDATION

**EIN:** 73-1661679

Description	Amount
UNREALIZED GAIN/LOSS	959



**TY 2016 Other Professional Fees Schedule**

**Name:** BERNARD E & ALBA WITKIN CHARITABLE  
FOUNDATION

**EIN:** 73-1661679

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
APPRAISAL FEES	3,570	3,570		0



**TY 2016 Taxes Schedule**

**Name:** BERNARD E & ALBA WITKIN CHARITABLE  
FOUNDATION

**EIN:** 73-1661679

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	9,931	4,966		4,965
FTB STATE EXCISE PAYMENT	10	10		0
ATTORNEY GENERAL RRF-1	225	225		0
FEDERAL EXCISE TAX	21,184	0		0