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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE ROCK FOUNDATION		A Employer identification number 94-1671318
Number and street (or P O box number if mail is not delivered to street address) ONE MARITIME PLAZA, SUITE 1220	Room/suite	B Telephone number 415-981-3921
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94111		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 42,596,475	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (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	20.		N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	4,861.	4,861.		SEE STATEMENT 1
	4 Dividends and interest from securities	2,468,738.	2,468,738.		SEE STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,867,789.			
	b Gross sales price for all assets on line 6a	17,762,982.			
	7 Capital gain net income (from Part IV, line 2)		5,867,789.		
	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	-6,282.	-5,748.		SEE STATEMENT 3	
12 Total. Add lines 1 through 11	8,335,126.	8,335,640.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	52,875.	0.		52,875.
	c Other professional fees				
	17 Interest	2,444.	2,444.		0.
	18 Taxes STMT 5	20,000.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	42,309.	42,052.		255.
	24 Total operating and administrative expenses. Add lines 13 through 23	117,628.	44,496.		53,130.
	25 Contributions, gifts, grants paid	2,283,350.			2,283,350.
26 Total expenses and disbursements. Add lines 24 and 25	2,400,978.	44,496.		2,336,480.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	5,934,148.				
b Net investment income (if negative, enter -0-)		8,291,144.			
c Adjusted net income (if negative, enter -0-)			N/A		

SCANNED NOV 16 2017

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	3,268,077.	11,232,091.	11,232,091.
	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 7	182,993.	182,993.	658,806.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment, basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	30,331,495.	28,301,633.	30,704,495.
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶ SEE STATEMENT 9)	30,163.	30,159.	1,083.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	33,812,728.	39,746,876.	42,596,475.
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 ▶ ☐ 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 ▶ ☒ 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	33,812,728.	39,746,876.	
	30 Total net assets or fund balances	33,812,728.	39,746,876.	
	31 Total liabilities and net assets/fund balances	33,812,728.	39,746,876.	

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	33,812,728.
2 Enter amount from Part I, line 27a	2	5,934,148.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	39,746,876.
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	39,746,876.

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 STATEMENT				
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 17,762,982.		11,895,193.	5,867,789.	
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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			5,867,789.	
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 5,867,789.
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		{ 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	2,155,966.	39,987,606.	.053916
2014	2,149,001.	42,291,840.	.050814
2013	2,025,920.	41,505,891.	.048810
2012	1,903,800.	39,632,326.	.048037
2011	1,742,830.	37,393,026.	.046608

2 Total of line 1, column (d)	2	.248185
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	.049637
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	35,793,612.
5 Multiply line 4 by line 3	5	1,776,688.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	82,911.
7 Add lines 5 and 6	7	1,859,599.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2,336,480.

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 ☐ 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 ☒ and enter 1% of Part I, line 27b		1	82,911.
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	82,911.
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	82,911.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	81,087.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	106,087.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	41.	
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	23,135.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 23,135. Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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?	x	

Website address **N/A**

14 The books are in care of **ARTHUR ROCK** Telephone no. **415/981-3921**
 Located at **ONE MARITIME PLAZA, STE. 1220, SAN FRANCISCO, CA** ZIP+4 **94111**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year **15** **N/A**

	Yes	No
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?		x

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country **N/A**

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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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)?	N/A	
Organizations relying on a current notice regarding disaster assistance check here N/A		
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?	☐ Yes ☒ No	
If "Yes," list the years N/A		
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.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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?		x
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		x

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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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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
ARTHUR ROCK ONE MARITIME PLAZA, #1220 SAN FRANCISCO, CA 94111	PRES/DIRECT. 1.00	0.	0.	0.
TONI REMBE ROCK ONE MARITIME PLAZA, #1220 SAN FRANCISCO, CA 94111	CFO/DIR/SEC 0.50	0.	0.	0.
JEFFREY M. HOWSON ONE MARITIME PLAZA, #1220 SAN FRANCISCO, CA 94111	DIRECTOR 0.00	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

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

Total. Add lines 1 through 3

0.

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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	18,669,729.
b	Average of monthly cash balances	1b	2,833,132.
c	Fair market value of all other assets	1c	14,835,831.
d	Total (add lines 1a, b, and c)	1d	36,338,692.
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	36,338,692.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	545,080.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,793,612.
6	Minimum investment return. Enter 5% of line 5	6	1,789,681.

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	1,789,681.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	82,911.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	82,911.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,706,770.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,706,770.
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	1,706,770.

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	2,336,480.
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	2,336,480.
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	82,911.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,253,569.

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.

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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				1,706,770.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			1,346,527.	
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: ► \$ 2,336,480.				
a Applied to 2015, but not more than line 2a			1,346,527.	
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				989,953.
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				716,817.
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 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				
50CAN 1112 16TH STREET NW, SUITE 240 WASHINGTON, DC 20036	N/A	PC	EDUCATIONAL	100,000.
AMERICAN ACADEMY OF ARTS & SCIENCES 136 IRVING STREET CAMBRIDGE, MA 02138	N/A	PC	CHARITABLE	5,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF NORTHERN CALIFORNIA (ACLU) 39 DRUMM STREET SAN FRANCISCO, CA 94111	N/A	PC	CHARITABLE	100,000.
AMERICAN FEDERATION FOR CHILDREN (ALLIANCE FOR SCHOOL CHOICE INC.) 1660 L STREET NW, SUITE 1000 WASHINGTON, DC 20036	N/A	PC	EDUCATIONAL	50,000.
AMERICAN HIKING SOCIETY 8505 SECOND AVENUE SILVER SPRING, MD 20910	N/A	PC	CHARITABLE	1,000.
Total			SEE CONTINUATION SHEET(S)	3a 2,283,350.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2016)

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	4,243.58 SHR VANGUARD INSTL TOTAL INDEX FUND	P	08/10/15	01/22/16
b	21,929.83 SHR VANGUARD INSTL TOTAL INDEX FUND	P	08/10/15	02/09/16
c	50,576.57 SHR VANGUARD INSTL TOTAL INDEX FUND	P	08/10/15	03/09/16
d	60,065.82 SHR VANGUARD INSTL TOTAL INDEX FUND	P	03/14/16	05/03/16
e	56,984.51 SHR VANGUARD INSTL TOTAL INDEX FUND	P	09/26/14	05/03/16
f	CONVEXITY CAPITAL OFFSHORE LP (CLASS B)	P	02/13/06	03/31/16
g	4,657.9645 SHR OMEGA OVERSEAS PARTNERS LTD.	P	06/30/97	12/31/16
h	OCM OPPORTUNITIES FUND VI, LP	P		
i	CAPITAL GAINS DIVIDENDS			
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 200,000.		224,698.	-24,698.
b 1,000,000.		1,161,185.	-161,185.
c 2,500,000.		2,678,029.	-178,029.
d 3,078,974.		3,171,850.	-92,876.
e 2,921,026.		2,827,571.	93,455.
f 1,861,911.		822,523.	1,039,388.
g 6,201,067.		991,828.	5,209,239.
h		17,509.	-17,509.
i 4.			4.
j			
k			
l			
m			
n			
o			

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			-24,698.
b			-161,185.
c			-178,029.
d			-92,876.
e			93,455.
f			1,039,388.
g			5,209,239.
h			-17,509.
i			4.
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	5,867,789.
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 XV. Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN HIMALAYAN FOUNDATION 909 MONTGOMERY STREET, STE. 400 SAN FRANCISCO, CA 94133	N/A	PC	CHARITABLE	10,000.
AMERICAN JEWISH COMMITTEE 165 EAST 56TH STREET NEW YORK, NY 10022	N/A	PC	CHARITABLE	1,000.
AMERICAN NONSMOKERS' RIGHTS FOUNDATION 2530 SAN PABLO AVENUE, SUITE J BERKELEY, CA 94702	N/A	PC	CHARITABLE	1,000.
AMERICANS FOR RESPONSIBLE SOLUTIONS FOUNDATION 268 BUSH STREET, #555 SAN FRANCISCO, CA 94104	N/A	PC	CHARITABLE	2,000.
AMNESTY INTERNATIONAL P.O. BOX 98233 WASHINGTON, DC 20090	N/A	PC	CHARITABLE	2,000.
ANTI-DEFAMATION LEAGUE 720 MARKET STREET, SUITE 800 SAN FRANCISCO, CA 94102	N/A	PC	CHARITABLE	2,500.
ARCS FOUNDATION INC. NCC (ACHIEVEMENT REWARDS FOR COLLEGE SCIENTISTS) P.O. BOX 29405 SAN FRANCISCO, CA 94129	N/A	PC	CHARITABLE	50,000.
ARTHRITIS FOUNDATION 657 MISSION STREET, SUITE 603 SAN FRANCISCO, CA 94105	N/A	PC	CHARITABLE	5,000.
ASIAN ART MUSEUM FOUNDATION 200 LARKIN STREET SAN FRANCISCO, CA 94102	N/A	PC	CHARITABLE	1,000.
ASPCA (AMERICAN SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS) P.O. BOX 96929 WASHINGTON, DC 20090	N/A	PC	CHARITABLE	100.
Total from continuation sheets				2,027,350.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BASIC FUND 268 BUSH STREET, #2727 SAN FRANCISCO, CA 94104	N/A	PC	EDUCATIONAL	449,200.
BAY AREA LEGAL AID 1735 TELEGRAPH AVENUE OAKLAND, CA 94612	N/A	PC	CHARITABLE	5,000.
BAY AREA RIDGE TRAIL COUNCIL 1007 GENERAL KENNEDY AVE., SUITE 3 SAN FRANCISCO, CA 94129	N/A	PC	CHARITABLE	1,000.
BERKELEY CHESS SCHOOL P.O. BOX 10073 BERKELEY, CA 94709	N/A	PC	CHARITABLE	5,000.
BERKELEY REPERTORY THEATRE 1230 5TH STREET BERKELEY, CA 94710	N/A	PC	CHARITABLE	7,500.
BIG BROTHERS BIG SISTERS OF THE BAY AREA 649 MISSION STREET, 5TH FLR SAN FRANCISCO, CA 94105	N/A	PC	CHARITABLE	15,000.
BOYS & GIRLS CLUBS OF SAN FRANCISCO 380 FULTON STREET SAN FRANCISCO, CA 94102	N/A	PC	CHARITABLE	50,000.
BRADY CENTER TO PREVENT GUN VIOLENCE 840 FIRST STREET NE, SUITE 400 WASHINGTON, DC 20002	N/A	PC	CHARITABLE	1,000.
BRAVA! FOR WOMEN IN THE ARTS 2781 24TH STREET SAN FRANCISCO, CA 94110	N/A	PC	CHARITABLE	2,500.
CALIFORNIA ACADEMY OF SCIENCES 55 MUSIC CONCOURSE DRIVE/GOLDEN GATE PARK SAN FRANCISCO, CA 94118	N/A	PC	CHARITABLE	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
CALIFORNIA BAR FOUNDATION 180 HOWARD STREET SAN FRANCISCO, CA 94105	N/A	PC	CHARITABLE	500.
CHARITY WATCH (AMERICAN INSTITUTE OF PHILANTHROPY) P.O. BOX 776249 CHICAGO, IL 60677	N/A	PC	CHARITABLE	50.
CHILD CARE LAW CENTER 445 CHURCH STREET, 4TH FLOOR SAN FRANCISCO, CA 94114	N/A	PC	CHARITABLE	1,000.
CHILDREN'S LAW OFFICE P.O. BOX 298 STINSON BEACH, CA 94970	N/A	PC	CHARITABLE	6,000.
CITIZEN SCHOOLS 308 CONGRESS STREET, FLR 5 BOSTON, MA 02210	N/A	PC	EDUCATIONAL	5,000.
CLAM (COMMUNITY LAND TRUST ASSOCIATION) P.O. BOX 273 POINT REYES STATION, CA 94956	N/A	PC	CHARITABLE	1,000.
COLLEGESPRING 1333 BROADWAY, SUITE 250 OAKLAND, CA 94612	N/A	PC	EDUCATIONAL	15,000.
COMMONWEALTH CLUB OF CA 555 POST STREET SAN FRANCISCO, CA 94102	N/A	PC	CHARITABLE	10,000.
COMMUNITY INITIATIVES 156 SECOND STREET SAN FRANCISCO, CA 94105	N/A	PC	CHARITABLE	500.
COMMUNITY MUSIC CENTER 544 CAPP STREET SAN FRANCISCO, CA 94110	N/A	PC	CHARITABLE	2,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMPASSION & CHOICES P.O. BOX 101810 DENVER, CO 80250	N/A	PC	CHARITABLE	5,000.
COMPUTER HISTORY MUSEUM 1401 N. SHORELINE BLVD. MOUNTAIN VIEW, CA 94043	N/A	PC	CHARITABLE	10,000.
CONTEMPORARY JEWISH MUSEUM 736 MISSION STREET SAN FRANCISCO, CA 94103	N/A	PC	CHARITABLE	1,000.
CORO CENTER FOR CIVIC LEADERSHIP 601 MONTGOMERY STREET, SUITE 800 SAN FRANCISCO, CA 94111	N/A	PC	CHARITABLE	2,500.
CUTTING BALL THEATER 141 TAYLOR STREET SAN FRANCISCO, CA 94102	N/A	PC	CHARITABLE	500.
DANCE PALACE P.O. BOX 217 POINT REYES STATION, CA 94956	N/A	PC	CHARITABLE	4,000.
DEATH WITH DIGNITY NATIONAL CENTER 520 SW 6TH AVENUE, SUITE 1220 PORTLAND, OR 97204	N/A	PC	CHARITABLE	500.
DIRECT WOMEN (TIDES CENTER) 1460 BROADWAY, SUITE 1002 PHILADELPHIA, PA 19107	N/A	PC	CHARITABLE	2,500.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	N/A	PC	CHARITABLE	600.
EQUAL JUSTICE SOCIETY 1939 HARRISON STREET, SUITE 818 OAKLAND, CA 94612	N/A	PC	CHARITABLE	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EVERYTOWN FOR GUN SAFETY SUPPORT FUND INC. P.O. BOX 3886 NEW YORK, NY 10163	N/A	PC	CHARITABLE	100,000.
EXPLORATORIUM PIER 17 SAN FRANCISCO, CA 94123	N/A	PC	CHARITABLE	25,000.
FINE ARTS MUSEUM 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118	N/A	PC	CHARITABLE	2,500.
FOR-SITE FOUNDATION 2 MARINA BLVD., BUILDING C SAN FRANCISCO, CA 94123	N/A	PC	CHARITABLE	500.
FRIEDMAN FOUNDATION FOR EDUCATIONAL CHOICE ONE AMERICAN SQUARE, SUITE 2420 INDIANAPOLIS, IN 46282	N/A	PC	EDUCATIONAL	5,000.
FRIENDS OF THE AMERICAN UNIVERSITY OF AFGHANISTAN 1901 PENNSYLVANIA AVE. NW #207 WASHINGTON, DC 20006	N/A	PC	CHARITABLE	1,500.
FRIENDS OF THE URBAN FOREST 1007 GENERAL KENNEDY AVE., SUITE 1 SAN FRANCISCO, CA 94129	N/A	PC	CHARITABLE	500.
GALLERY ROUTE ONE P.O. BOX 937 POINT REYES STATION, CA 94956	N/A	PC	CHARITABLE	300.
GIANTS COMMUNITY FUND-PLAY BALL LUNCHEON 24 WILLIE MAYS PLAZA SAN FRANCISCO, CA 94107	N/A	PC	CHARITABLE	10,000.
GIRL SCOUTS OF NORTHERN CALIFORNIA 1650 HARBOR BAY PARKWAY, SUITE 100 ALAMEDA, CA 94502	N/A	PC	CHARITABLE	7,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GIRLS INC. 510 16TH STREET, SUITE 100 OAKLAND, CA 94612	N/A	PC	CHARITABLE	500.
GLOBAL FUND FOR WOMEN 800 MARKET STREET, SUITE 700 SAN FRANCISCO, CA 94102	N/A	PC	CHARITABLE	750.
GLOBAL HERITAGE FUND 220 MONTGOMERY STREET, SUITE 1020 SAN FRANCISCO, CA 94104	N/A	PC	CHARITABLE	3,500.
GODMOTHERS OF TIMOTHY MURPHY SCHOOL (TIMOTHY MURPHY SCHOOL) ONE ST. VINCENT DRIVE SAN RAFAEL, CA 94903	N/A	PC	CHARITABLE	1,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY FORT MASON, BUILDING 201 SAN FRANCISCO, CA 94123	N/A	PC	CHARITABLE	5,000.
GRITTY CITY REPERTORY YOUTH THEATRE 1540 BROADWAY OAKLAND, CA 94612	N/A	PC	CHARITABLE	5,000.
HOOVER INSTITUTION STANFORD UNIVERSITY STANFORD, CA 94305	N/A	PC	CHARITABLE	1,000.
HOPE MOHR DANCE P.O. BOX 225237 SAN FRANCISCO, CA 94122	N/A	PC	CHARITABLE	1,000.
HUMAN RIGHTS FIRST 75 BROAD STREET, 31ST FLR NEW YORK, NY 10004	N/A	PC	CHARITABLE	50,000.
HUMAN RIGHTS WATCH 350 SANSOME STREET, SUITE 1000 SAN FRANCISCO, CA 94104	N/A	PC	CHARITABLE	1,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
IMMIGRANT LEGAL RESOURCE CENTER 1663 MISSION STREET, SUITE 602 SAN FRANCISCO, CA 94103	N/A	PC	CHARITABLE	50,000.
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168	N/A	PC	CHARITABLE	10,000.
INVERNESS GARDEN CLUB (SCHOLARSHIP) P.O. BOX 724 INVERNESS, CA 94937	N/A	PC	CHARITABLE	5,000.
JEWISH VOCATIONAL & CAREER COUNSELING SERVICE 225 BUSH STREET, SUITE 400 SAN FRANCISCO, CA 94104	N/A	PC	CHARITABLE	50,000.
JOE GOODE PERFORMANCE GROUP 499 ALABAMA STREET #150 SAN FRANCISCO, CA 94110	N/A	PC	CHARITABLE	500.
JUNIOR ACHIEVEMENT OF NORTHERN CALIFORNIA 303 OAK ROAD, SUITE 1209 WALNUT CREEK, CA 94597	N/A	PC	CHARITABLE	5,000.
JUNIOR LEAGUE OF SAN FRANCISCO 2226A FILLMORE STREET SAN FRANCISCO, CA 94115	N/A	PC	CHARITABLE	750.
KCSM (SAN MATEO COUNTY COMMUNITY COLLEGE FOUNDATION) 1700 W. HILLSDALE BLVD., #9 SAN MATEO, CA 94402	N/A	PC	CHARITABLE	1,000.
KDFC (CLASSICAL PUBLIC RADIO NETWORK) 201 THIRD STREET, 12TH FLR SAN FRANCISCO, CA 94103	N/A	PC	CHARITABLE	2,000.
KIPP BALTIMORE 4701 GREENSPRING AVENUE BALTIMORE, MD 21209	N/A	PC	EDUCATIONAL	25,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KQED 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	N/A	PC	CHARITABLE	25,000.
LAKESIDE SCHOOL 14050 1ST AVENUE NE SEATTLE, WA 98125	N/A	PC	EDUCATIONAL	12,500.
LAMPLIGHTERS MUSIC THEATRE 469 BRYANT STREET SAN FRANCISCO, CA 94107	N/A	PC	CHARITABLE	2,000.
LEGAL AID SOCIETY EMPLOYMENT LAW CENTER 180 MONTGOMERY STREET, SUITE 600 SAN FRANCISCO, CA 94104	N/A	PC	CHARITABLE	10,000.
LEGAL MOMENTUM 5 HANOVER SQUARE, SUITE 1502 NEW YORK, NY 10004	N/A	PC	CHARITABLE	2,000.
LEGAL SERVICES FOR CHILDREN 1254 MARKET STREET, FLR 3 SAN FRANCISCO, CA 94102	N/A	PC	CHARITABLE	1,000.
MAGIC THEATRE FORT MASON, BUILDING D SAN FRANCISCO, CA 94123	N/A	PC	CHARITABLE	25,000.
MARIN AGRICULTURAL LAND TRUST P.O. BOX 809 POINT REYES STATION, CA 94956	N/A	PC	CHARITABLE	500.
MARIN THEATRE COMPANY 397 MILLER AVENUE MILL VALLEY, CA 94941	N/A	PC	CHARITABLE	1,100.
MEALS ON WHEELS OF SAN FRANCISCO 1375 FAIRFAX AVENUE SAN FRANCISCO, CA 94124	N/A	PC	CHARITABLE	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MEHARRY MEDICAL COLLEGE 1005 DR. DB TODD JR. BOULEVARD NASHVILLE, TN 37208	N/A	PC	EDUCATIONAL	10,000.
NATIONAL PARK FOUNDATION PO BOX 17394 BALTIMORE, MD 21298	N/A	PC	CHARITABLE	500.
NATURE CONSERVANCY 4245 FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	N/A	PC	CHARITABLE	450.
NATUREBRIDGE 28 GEARY STREET, SUITE 650 SAN FRANCISCO, CA 94108	N/A	PC	CHARITABLE	1,000.
NEW YORK UNIVERSITY SCHOOL OF LAW 22 WASHINGTON SQUARE NORTH, FLR 2 NEW YORK, NY 10011	N/A	PC	EDUCATION	15,000.
NFTE BAY AREA (NETWORK FOR TEACHING ENTREPRENEURSHIP) 901 MISSION STREET, SUITE 105 SAN FRANCISCO, CA 94103	N/A	PC	CHARITABLE	15,000.
NSSF (NEW SCHOOL OF SAN FRANCISCO) 2929 19TH STREET SAN FRANCISCO, CA 94110	N/A	PC	EDUCATIONAL	200,000.
OAKLAND MILITARY INSTITUTE 3877 LUSK STREET OAKLAND, CA 94608	N/A	PC	CHARITABLE	10,000.
OAKLAND SCHOOL FOR THE ARTS 530 18TH STREET OAKLAND, CA 94612	N/A	PC	CHARITABLE	50,000.
OKIZU FOUNDATION 16 DIGITAL DRIVE, SUITE 130 NOVATO, CA 94949	N/A	PC	CHARITABLE	1,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ONEJUSTICE 433 CALIFORNIA STREET, SUITE 815 SAN FRANCISCO, CA 94104	N/A	PC	CHARITABLE	5,000.
PACIFIC CREST TRAIL ASSOC. 1331 GARDEN HIGHWAY SACRAMENTO, CA 95833	N/A	PC	CHARITABLE	1,000.
PACIFIC LEGAL FOUNDATION 930 G STREET SACRAMENTO, CA 95814	N/A	PC	CHARITABLE	500.
PACIFIC NEWS SERVICE 209 9TH STREET, SUITE 200 SAN FRANCISCO, CA 94103	N/A	PC	CHARITABLE	12,500.
PAPERMILL CREEK CHILDREN'S CORNER P.O. BOX 996 POINT REYES STATION, CA 94956	N/A	PC	CHARITABLE	500.
PLANNED PARENTHOOD FEDERATION OF AMERICA P.O. BOX 97166 WASHINGTON, DC 20090	N/A	PC	CHARITABLE	1,000.
PLANNED PARENTHOOD SHASTA DIABLO INC. 2185 PACHECO STREET CONCORD, CA 94520	N/A	PC	CHARITABLE	1,000.
POINT BLUE (POINT REYES BIRD OBSERVATORY) 3820 CYPRESS DRIVE, #11 PETALUMA, CA 94954	N/A	PC	CHARITABLE	200.
PROJECT OPEN HAND 730 POLK STREET SAN FRANCISCO, CA 94109	N/A	PC	CHARITABLE	2,500.
REBUILDING TOGETHER PIER 28, SUITE 1 SAN FRANCISCO, CA 94105	N/A	PC	CHARITABLE	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAN FRANCISCO BALLET 455 FRANKLIN STREET SAN FRANCISCO, CA 94104	N/A	PC	CHARITABLE	100,000.
SAN FRANCISCO BEAUTIFUL 100 BUSH STREET, SUITE 1812 SAN FRANCISCO, CA 94104	N/A	PC	CHARITABLE	500.
SAN FRANCISCO CONSERVATORY OF MUSIC 50 OAK STREET SAN FRANCISCO, CA 94102	N/A	PC	CHARITABLE	5,000.
SAN FRANCISCO COURT APPOINTED SPECIAL ADV. PROGRAM (SF CASA) 2535 MISSION STREET SAN FRANCISCO, CA 94110	N/A	PC	CHARITABLE	1,500.
SAN FRANCISCO MUSEUM AND HISTORICAL SOCIETY P.O. BOX 420470 SAN FRANCISCO, CA 94142	N/A	PC	CHARITABLE	500.
SAN FRANCISCO OPERA ASSOCIATION 301 VAN NESS AVENUE SAN FRANCISCO, CA 94102	N/A	PC	CHARITABLE	200,000.
SAN FRANCISCO PERFORMANCES 500 SUTTER STREET, SUITE 710 SAN FRANCISCO, CA 94102	N/A	PC	CHARITABLE	1,000.
SF PLAYHOUSE 588 SUTTER STREET, #318 SAN FRANCISCO, CA 94102	N/A	PC	CHARITABLE	15,000.
SIGMA ALPHA MU FOUNDATION P.O. BOX 7096 - DEPT #255 INDIANAPOLIS, IN 46207	N/A	PC	CHARITABLE	100.
SILICON VALLEY FACES 1401 PARKMOOR AVENUE #150 SAN JOSE, CA 95126	N/A	PC	CHARITABLE	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPECIAL OLYMPICS NO. CALIFORNIA 3480 BUSKIRK AVENUE, SUITE 340 PLEASANT HILL, CA 94523	N/A	PC	CHARITABLE	2,500.
SPUR-S.F. PLANNING & URBAN RESEARCH 654 MISSION STREET SAN FRANCISCO, CA 94105	N/A	PC	CHARITABLE	2,000.
STRIVE FOR CHANGE FOUNDATION P.O. BOX 22584 OAKLAND, CA 94609	N/A	PC	CHARITABLE	500.
STUDENT CONSERVATION ASSOC. 4245 NORTH FAIRFAX DRIVE, SUITE 825 ARLINGTON, VA 22203	N/A	PC	CHARITABLE	2,500.
STUDENTSFIRST INSTITUTE 825 K STREET, FLR 2 SACRAMENTO, CA 95814	N/A	PC	EDUCATIONAL	50,000.
SYRACUSE UNIVERSITY 100 UNIVERSITY PLACE SYRACUSE, NY 13244	N/A	PC	CHARITABLE	25,000.
THAT MAN MAY SEE (BECKMAN VISION UCSF) 10 KORET WAY/BOX 0352 SAN FRANCISCO, CA 94143	N/A	PC	CHARITABLE	10,000.
THEATRE BAY AREA 1119 MARKET STREET, FLR 2 SAN FRANCISCO, CA 94103	N/A	PC	CHARITABLE	25,000.
THEATRE COMMUNICATIONS GROUP INC 520 EIGHTH AVENUE, FLR 24 NEW YORK, NY 10018	N/A	PC	CHARITABLE	25,000.
TNDC - (TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORPORATION) 201 EDDY STREET SAN FRANCISCO, CA 94102	N/A	PC	CHARITABLE	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UCSF FOUNDATION (UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION) P.O. BOX 45339 SAN FRANCISCO, CA 94145	N/A	PC	EDUCATIONAL	10,000.
UNICEF (UNITED STATES FUND FOR UNICEF) 300 MONTGOMERY STREET, STE 515 SAN FRANCISCO, CA 94104	N/A	PC	CHARITABLE	2,500.
UNITED FOR A FAIR ECONOMY 63 SUMMER STREET, SUITE 2 BOSTON, MA 02110	N/A	PC	CHARITABLE	1,000.
UNIVERSITY OF WASHINGTON LAW SCHOOL BOX 353020 SEATTLE, WA 98195	N/A	PC	EDUCATION	15,000.
US ENGLISH FOUNDATION 5335 WISCONSIN AVENUE NW, SUITE 930 WASHINGTON, DC 20015	N/A	PC	CHARITABLE	2,000.
US SKI & SNOWBOARD TEAM FOUNDATION (UNITED STATES SKIING FOUNDATION) BOX 100 PARK CITY, UT 84060	N/A	PC	CHARITABLE	2,000.
VOTE SMART (CENTER FOR NATIONAL INDEPENDENCE IN POLITICS) ONE COMMON GROUND PHILIPSBURG, MT 59858	N/A	PC	CHARITABLE	500.
WEST MARIN FUND P.O. BOX 1496 POINT REYES STATION, CA 94956	N/A	PC	CHARITABLE	20,000.
WOODROW WILSON CENTER 1300 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20004	N/A	PC	CHARITABLE	1,000.
WORLD AFFAIRS COUNCIL OF NORTHERN CALIFORNIA 312 SUTTER STREET, SUITE 200 SAN FRANCISCO, CA 94108	N/A	PC	CHARITABLE	1,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

FORM 990-PF
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET

Name(s) THE ROCK FOUNDATION					Identifying Number 94-1671318	
(A) *Date	(B) Amount	(C) Adjusted Balance Due	(D) Number Days Balance Due	(E) Daily Penalty Rate	(F) Penalty	
		-0-				
05/15/16	20,728.	20,728.				
05/15/16	-61,087.	-40,359.				
06/15/16	20,728.	-19,631.				
09/15/16	20,727.	1,096.	90	.000109290	11.	
12/14/16	-20,000.	-18,904.				
12/15/16	20,728.	1,824.	16	.000109290	3.	
12/31/16	0.	1,824.	135	.000109589	27.	
Penalty Due (Sum of Column F).					41.	

* Date of estimated tax payment, withholding credit date or installment due date.

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
NORTHERN TRUST	4,826.	4,826.	
NORTHERN TRUST (CA CHECKING)	35.	35.	
TOTAL TO PART I, LINE 3	4,861.	4,861.	

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
NORTHERN TRUST	254,318.	4.	254,314.	254,314.	
OCM OPPORTUNITIES FUND VI AIF (DELAWARE)	9.	0.	9.	9.	
OCM OPPORTUNITIES FUND VI, L.P.	2,861.	0.	2,861.	2,861.	
PRIME FINANCE PARTNERS IV, L.P.	2,211,554.	0.	2,211,554.	2,211,554.	
TO PART I, LINE 4	2,468,742.	4.	2,468,738.	2,468,738.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OCM OPP FD VI - OTHER INCOME	-534.	0.	
OCM OPP FD VI - PORT LOSS	-5,748.	-5,748.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-6,282.	-5,748.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	38,025.	0.		38,025.
AUDIT FEES	14,850.	0.		14,850.
TO FORM 990-PF, PG 1, LN 16B	52,875.	0.		52,875.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORM 990-PF FEDERAL TAXES	20,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	20,000.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEE EXPENSE	255.	0.		255.
INVESTMENT EXPENSE - PRIME PARTNERS IV	38,577.	38,577.		0.
INVESTMENT EXPENSE - NORTHERN TRUST	2,404.	2,404.		0.
INVESTMENT FEES - OCM OPPORTUNITIES FUND VI, L.P.	1,018.	1,018.		0.
INVESTMENT FEES - OCM OPPORTUNITIES FUND VI AIF (DELAWARE), L.P.	50.	50.		0.
INVESTMENT EXPENSE - OCM OPPORTUNITIES FUND VI AIF (CAYMAN)	3.	3.		0.
OTHER EXPENSE - OCM OPPORTUNITIES FUND VI, L.P.	2.	0.		0.
TO FORM 990-PF, PG 1, LN 23	42,309.	42,052.		255.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
KINDER MORGAN INC.	182,993.	658,806.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	182,993.	658,806.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISHARES TRUST S&P MIDCAP 400	COST	556,842.	1,234,285.
ISHARES TRUST S&P SMALLCAP 600	COST	533,164.	1,232,088.
VANGUARD TOTAL STOCK MARKET INDEX FUND	COST	10,474,641.	11,325,479.
OCM OPPORTUNITIES FUND VI LP	COST	0.	7,958.
OCM OPPORTUNITIES FUND VI AIF (DELAWARE), LP	COST	3,419.	215.
OCM OPPORTUNITIES FUND VI AIF (CAYMAN) L.P.	COST	85,367.	1.
PRIME FINANCE PARTNERS IV LP	COST	16,640,027.	16,853,370.
OMEGA OVERSAS PARTNERS, LTD.	COST	8,173.	51,099.
CONVEXITY CAPITAL OFFSHORE CLASS B	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		28,301,633.	30,704,495.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ORGANIZATION/RESTRUCTURE COSTS	24,396.	24,396.	0.
PREPAID STATE TAXES	1,037.	0.	0.
PREPAID FEDERAL TAXES	4,680.	4,680.	0.
DIVIDEND RECEIVABLE	50.	1,083.	1,083.
TO FORM 990-PF, PART II, LINE 15	30,163.	30,159.	1,083.