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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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation
THE GAMBLE FOUNDATION

A Employer identification number
94-1680503

Number and street (or P O box number if mail is not delivered to street address) Room/suite
100 MONTGOMERY STREET NO 650

B Telephone number (see instructions)
(415) 782-8100

City or town, state or province, country, and ZIP or foreign postal code
SAN FRANCISCO, CA 94104

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)*▶$ 21,299,801

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) (see instructions))*

Section	Line	Description	(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)	99,892			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	565,041	565,041	565,041	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	160,562			
	b	Gross sales price for all assets on line 6a 654,400				
	7	Capital gain net income (from Part IV, line 2)		160,562		
	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) (attach schedule)				
	11	Other income (attach schedule)	234	234	234	
	12	**Total.** Add lines 1 through 11	825,729	725,837	565,275	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0	0	0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,162	3,162	0	0
	c	Other professional fees (attach schedule)	13,125	13,125	0	0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	5,484	474	0	0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	556	556	0	0
	22	Printing and publications				
	23	Other expenses (attach schedule)	119,546	52,546	0	67,000
	24	**Total operating and administrative expenses.** Add lines 13 through 23	141,873	69,863	0	67,000
	25	Contributions, gifts, grants paid	740,892			740,892
	26	**Total expenses and disbursements.** Add lines 24 and 25	882,765	69,863	0	807,892
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-57,036			
	b	**Net investment income** (if negative, enter -0-)		655,974		
	c	**Adjusted net income**(if negative, enter -0-)			565,275	

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,322,508	803,658	803,658
	2	Savings and temporary cash investments			
	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		427	427
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	4,028,927	4,239,786	19,176,803
	c	Investments—corporate bonds (attach schedule)	922,270	1,172,798	1,318,913
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	6,273,705	6,216,669	21,299,801
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities**(add lines 17 through 22)	0	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	3,574,668	3,574,668	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	2,699,037	2,642,001	
	30	**Total net assets or fund balances** (see instructions)	6,273,705	6,216,669	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,273,705	6,216,669	

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	6,273,705
2	Enter amount from Part I, line 27a	2	-57,036
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	6,216,669
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	6,216,669

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	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	160,562
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	2,191,175	19,709,534	0 111173
2014	1,033,407	20,248,285	0 051037
2013	755,696	18,731,670	0 040343
2012	399,979	15,949,616	0 025078
2011	440,000	15,001,469	0 029330

2	**Total** of line 1, column (d)	2	0 256961
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 051392
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	20,209,571
5	Multiply line 4 by line 3	5	1,038,610
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,560
7	Add lines 5 and 6	7	1,045,170
8	Enter qualifying distributions from Part XII, line 4	8	807,892

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	13,119
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	13,119
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	13,119
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	5,384		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d.			7	5,384
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	7,735
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶	**Refunded** ▶		11	

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

Part VII-A Statements Regarding Activities (continued)

		Line	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)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶GAMBLE PARTNERS LLC Telephone no ▶(415) 782-8102

Located at ▶100 MONTGOMERY STREET STE 650 SAN FRANCISCO CA ZIP+4 ▶94104

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

		Line	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?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Line	Yes	No
	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)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶	☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
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 ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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).*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b		No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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)?		**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?.	☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?.	☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?.		**6b**		No
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**		

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

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

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

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

(a) Name and address of each employee paid more than $50,000	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000. ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). 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 NONE	0
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities.		1a	19,267,257
b	Average of monthly cash balances.		1b	1,250,074
c	Fair market value of all other assets (see instructions).		1c	0
d	**Total** (add lines 1a, b, and c).		1d	20,517,331
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	20,517,331
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	307,760
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	20,209,571
6	**Minimum investment return.** Enter 5% of line 5.		6	1,010,479

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	1,010,479
2a	Tax on investment income for 2016 from Part VI, line 5.	2a 13,119		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	13,119
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	997,360
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	997,360
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	997,360

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	807,892
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	807,892
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	807,892

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				997,360
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014. 29,229				
e From 2015. 1,216,448				
f **Total** of lines 3a through e.	1,245,677			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 807,892				
a Applied to 2015, but not more than line 2a			0	
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.				807,892
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))*	189,468			189,468
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,056,209			
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 instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
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 (see instructions) . . .	0			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	1,056,209			
10 Analysis of line 9				
a Excess from 2012. . . .				
b Excess from 2013. . . .				
c Excess from 2014. . . .				
d Excess from 2015. . . . 1,056,209				
e Excess from 2016. . . .				

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

Part XV **Supplementary Information (Complete this part only if the 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))

See Additional Data Table

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

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

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

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

MARY GREGORY PFS
1660 BUSH STREET SUITE 300
SAN FRANCISCO, CA 94109
(415) 561-6540

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

LETTER OF REQUEST

c Any submission deadlines

NO

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

CHARITABLE ORGANIZATIONS

Part XV Supplementary Information (continued)

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

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
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				740,892
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a NONE					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	565,041	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	234	
8 Gain or (loss) from sales of assets other than inventory			18	160,562	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		725,837	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 725,837

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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)

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	**1a(1)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

******	2017-05-10	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
MARK O BRITTAIN CPA				P00285075
Firm's name ▶ LINDQUIST VON HUSEN & JOYCE LLP				Firm's EIN ▶94-1250261
Firm's address ▶ 90 NEW MONTGOMERY STREET 11TH FLOOR SAN FRANCISCO, CA 94105				Phone no (415) 957-9999

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ALCOA CORP		2011-10-20	2016-11-01
ALCOA CORP		2011-10-20	2016-11-21
ALCOA CORP		2012-05-18	2016-11-21
ALCOA CORP		2012-07-24	2016-11-21
ALCOA CORP		2013-06-19	2016-11-21
ALCOA CORP		2011-10-20	2016-10-07
APACHE CORP		2013-05-15	2016-03-04
APACHE CORP		2013-08-09	2016-03-04
APACHE CORP		2014-01-27	2016-03-04
BRISTOL-MYERS SQUIBB		2014-03-19	2016-01-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
15		16	-1
16,702		13,312	3,390
16,726		11,579	5,147
33,451		21,717	11,734
16,726		11,027	5,699
10		10	0
24,123		40,846	-16,723
48,247		82,555	-34,308
72,370		122,107	-49,737
62,966		55,066	7,900

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-1
			3,390
			5,147
			11,734
			5,699
			0
			-16,723
			-34,308
			-49,737
			7,900

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BRISTOL-MYERS SQUIBB		2014-04-10	2016-01-26
MCDONALDS CORP		2002-10-14	2016-12-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
125,932		99,658	26,274
237,132		35,945	201,187

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			26,274
			201,187

Form 990PF Part VIII Line 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
MARK D GAMBLE 100 MONTGOMERY STREET STE 650 SAN FRANCISCO, CA 94104	PRESIDENT/TRUSTEE 0 00	0	0	0
AIMEE GAMBLE PRICE 100 MONTGOMERY STREET STE 650 SAN FRANCISCO, CA 94104	VICE PRES /TRUSTEE 0 00	0	0	0
GREGORY T PRICE 100 MONTGOMERY STREET STE 650 SAN FRANCISCO, CA 94104	SECRETARY 0 00	0	0	0
PAUL E CAMERON 100 MONTGOMERY STREET STE 650 SAN FRANCISCO, CA 94104	TREASURER 0 00	0	0	0
LAUNCE L GAMBLE 100 MONTGOMERY STREET STE 650 SAN FRANCISCO, CA 94104	TRUSTEE 0 00	0	0	0

Form 990PF Part XV Line 1a - 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).

MARK D GAMBLE
AIMEE GAMBLE PRICE
GREGORY T PRICE
LAUNCE L GAMBLE

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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
a *Paid during the year*				
826 VALENCIA 826 VALENCIA STREET SAN FRANCISCO, CA 94110		PUBLIC CHARITY	GENERAL PURPOSE	20,000
ADVERTISING COUNCIL INC 815 SECOND AVENUE 9TH FLOOR NEW YORK, NY 10017		PUBLIC CHARITY	GENERAL PURPOSE	750
AG 4 YOUTH UPVALLEY RANCHERS 1200 FOSTER ROAD NAPA, CA 94558		PUBLIC CHARITY	GENERAL PURPOSE	30,000
AIM HIGH FOR HIGH SCHOOL P O BOX 410715 SAN FRANCISCO, CA 94141		PUBLIC CHARITY	GENERAL PURPOSE	20,000
AMERICAN FDN TIBETAN CULTURAL PRESERVATION 75 S GRAND AVENUE STE 217 PASADENA, CA 91105		PUBLIC CHARITY	GENERAL PURPOSE	4,392
BAYVIEW HUNTERS POINT CENTER ARTS & TECH 2415 THIRD STREET STE 230 SAN FRANCISCO, CA 94107		PUBLIC CHARITY	GENERAL PURPOSE	20,000
BOYS AND GIRLS CLUB OF ST HELENA INC 1420 TAINTER STREET SAINT HELENA, CA 94574		PUBLIC CHARITY	GENERAL PURPOSE	5,000
BRIDGE THE GAP COLLEGE PREP P O BOX 1390 SAUSALITO, CA 94965		PUBLIC CHARITY	GENERAL PURPOSE	25,000
CALIFORNIA PACIFIC MEDICAL CENTER FDN 2015 WEBSTER STREET SAN FRANCISCO, CA 94115		PUBLIC CHARITY	GENERAL PURPOSE	7,000
CALIFORNIA RANGELAND TRUST 1225 H STREET SACRAMENTO, CA 95814		PUBLIC CHARITY	GENERAL PURPOSE	1,000
CALIFORNIA TROUT 360 PINE STREET 4TH FLOOR SAN FRANCISCO, CA 94104		PUBLIC CHARITY	GENERAL PURPOSE	1,000
CALIFORNIA WATERFOWL ASSOCIATION 1346 BLUE OAKS BLVD ROSEVILLE, CA 95678		PUBLIC CHARITY	GENERAL PURPOSE	1,000
CALIFORNIA WILDLIFE OFFICERS FOUNDATION 480 LYTTON AVE STE 4 PALO ALTO, CA 94301		PUBLIC CHARITY	GENERAL PURPOSE	1,000
CAPELL VALLEY VOLUNTEER FIRE DEPT 1305 CAPELL VALLEY ROAD NAPA, CA 94558		PUBLIC CHARITY	GENERAL PURPOSE	5,000
CONNOLLY RANCH EDUCATION CENTER 3141 BROWNS VALLEY ROAD NAPA, CA 94558		PUBLIC CHARITY	GENERAL PURPOSE	5,000
Total . . . . ▶ 3a				740,892

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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
a *Paid during the year*				
DISTRICT 10 WILD DUCK EGG SALVAGE 9512 MATTHEWS LANE MARYSVILLE, CA 95901		PUBLIC CHARITY	GENERAL PURPOSE	1,500
DO YOUR PART INC 15835 BAHAMA STREET NORTH HILLS, CA 91343		PUBLIC CHARITY	GENERAL PURPOSE	1,500
DOMINICAN UNIVERSITY OF CALIFORNIA 50 ACACIA AVENUE SAN RAFAEL, CA 94901		PUBLIC CHARITY	GENERAL PURPOSE	7,500
EARTHSCOPE MEDIA 5800 NORTH GATE MALL SAN RAFAEL, CA 94903		PUBLIC CHARITY	GENERAL PURPOSE	15,000
EDUCATION OUTSIDE 135 VAN NESS AVENUE RM 408 SAN FRANCISCO, CA 94102		PUBLIC CHARITY	GENERAL PURPOSE	15,000
ENDANGERED SPECIES INTERNATIONAL 2112 HAYES STREET SAN FRANCISCO, CA 94117		PUBLIC CHARITY	GENERAL PURPOSE	750
ENVIORNMENTAL TRAVELING COMPANIONS FORT MASON CENTER 2 MARINA BLVD BLDG C385 SAN FRANCISCO, CA 94123		PUBLIC CHARITY	GENERAL PURPOSE	15,000
EXPLORING NEW HORIZONS PO BOX 1514 FELTON, CA 95018		PUBLIC CHARITY	GENERAL PURPOSE	10,000
FIRST GRADUATE 3130 20TH STREET STE 275 SAN FRANCISCO, CA 94110		PUBLIC CHARITY	GENERAL PURPOSE	20,000
FORWORDS INC 361 THIRD STREET STE G SAN RAFAEL, CA 94901		PUBLIC CHARITY	GENERAL PURPOSE	10,000
GOLDEN GATE PARKS CONSERVANCY BUILDING 201 FORT MASON SAN FRANCISCO, CA 94123		PUBLIC CHARITY	GENERAL PURPOSE	15,000
HOSPITAL ALBERT SCCHWEITZER HAITI 2840 LIBERTY AVENUE STE 201 PITTSBURGH, PA 15222		PUBLIC CHARITY	GENERAL PURPOSE	1,000
HUCKLEBERRY YOUTH PROGRAMS INC 3310 GEARY BLVD SAN FRANCISCO, CA 94118		PUBLIC CHARITY	GENERAL PURPOSE	15,000
JAMESON RESCUE RANCH 1224 ADAMS STREET STE C ST HELENA, CA 94574		PUBLIC CHARITY	GENERAL PURPOSE	10,000
LIFE LEARNING ACADEMY 651 8TH STREET TREASURE ISLAND SAN FRANCISCO, CA 94130		PUBLIC CHARITY	GENERAL PURPOSE	25,000
Total . . . . ▶ **3a**				740,892

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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
a *Paid during the year*				
MARIN AGRICULTURAL LAND TRUST 145 A STREET POINT REYES STATION, CA 94956		PUBLIC CHARITY	GENERAL PURPOSE	5,000
MARIN GENERAL HOSPITAL FOUNDATION 100 B DRAKES LANDING STE 255 GREENBRAE, CA 94904		PUBLIC CHARITY	GENERAL PURPOSE	5,000
MARIN PRIMARY & MIDDLE SCHOOL 20 MAGNNOLIA AVENUE LARKSPUR, CA 94939		PUBLIC CHARITY	GENERAL PURPOSE	14,000
NAPA CITY COUNTY LIBRARY 1195 THIRD STREET NAPA, CA 94559		PUBLIC CHARITY	GENERAL PURPOSE	5,000
NAPA COUNTY AGRICULTURE IN THE CLASSROOM FARM BUREAU 811 JEFFERSON STREET NAPA, CA 94559		PUBLIC CHARITY	GENERAL PURPOSE	5,000
NAPA COUNTY CHILDREN'S TRUST FUND 1195 THIRD STREET NAPA, CA 94559		PUBLIC CHARITY	GENERAL PURPOSE	5,000
NAPA COUNTY LAND TRUST 1700 SOSCOL AVENUE STE 20 NAPA, CA 94559		PUBLIC CHARITY	GENERAL PURPOSE	5,000
NEAR EAST FOUNDATION 230 EUCLID AVENUE SYRACUSE, NY 13210		PUBLIC CHARITY	GENERAL PURPOSE	2,250
NEW VILLAGE SCHOOL 100 EBBTIDE AVE 144 SAUSALITO, CA 94965		PUBLIC CHARITY	GENERAL PURPOSE	5,000
NORTH COAST OPPORTUNTITIES VALLEY FIRE RELIEF 413 NORTH STATE STREET UKIAH, CA 95482		PUBLIC CHARITY	GENERAL PURPOSE	100,000
PAUL ALEXANDER SCHOLARSHIP FOUNDATION P O BOX 670 ST HELENA, CA 94574		PUBLIC CHARITY	GENERAL PURPOSE	5,000
POPE VALLEY SCHOLARSHIP FUND P O BOX 23 POPE VALLEY, CA 94567		PUBLIC CHARITY	GENERAL PURPOSE	5,000
POPE VALLEY VOLUNTEER FIRE DEPARTMENT P O BOX 211 POPE VALLEY, CA 94567		PUBLIC CHARITY	GENERAL PURPOSE	5,000
PROJECT AVARY PO BOX 150088 SAN RAFAEL, CA 94915		PUBLIC CHARITY	GENERAL PURPOSE	25,000
QUEEN OF THE VALLEY MEDICAL CENTER FOUNDATION 1000 TRANCAS STREET NAPA, CA 94558		PUBLIC CHARITY	GENERAL PURPOSE	5,000
Total . . . . ▶ 3a				740,892

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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
a *Paid during the year*				
SAINT FRANCIS HOSPITAL FOUNDATION 900 HYDE STREET STE 1208 SAN FRANCISCO, CA 94109		PUBLIC CHARITY	GENERAL PURPOSE	5,000
SAN FRANCISCO CASA 2535 MISSION STREET SAN FRANCISCO, CA 94110		PUBLIC CHARITY	GENERAL PURPOSE	750
SAN FRANCISCO FRIENDS SCHOOL 250 VALENCIA STREET SAN FRANCISCO, CA 94103		PUBLIC CHARITY	GENERAL PURPOSE	20,000
SAN FRANCISCO HERITAGE HAAS LILIENTHAL HOUSE 2007 FRANKLIN STREET SAN FRANCISCO, CA 94109		PUBLIC CHARITY	GENERAL PURPOSE	25,000
SAN FRANCISCO SPCA 201 ALABAMA STREET SAN FRANCISCO, CA 94103		PUBLIC CHARITY	GENERAL PURPOSE	500
SEVEN TEPEES YOUTH PROGRAM 3177 17TH STREET SAN FRANCISCO, CA 94110		PUBLIC CHARITY	GENERAL PURPOSE	15,000
SLIDE RANCH 2025 SHORELINE HIGHWAY MUIR BEACH, CA 94965		PUBLIC CHARITY	GENERAL PURPOSE	20,000
SPARK PROGRAM 555 DE HARO STREET STE 330 SAN FRANCISCO, CA 94107		PUBLIC CHARITY	GENERAL PURPOSE	25,000
SPONSORS FOR EDUCATIONAL OPPORTUNITY INC 2030 HARRISON STREET 3RD FLOOR SAN FRANCISCO, CA 94110		PUBLIC CHARITY	GENERAL PURPOSE	15,000
ST HELENA HOSPITAL FOUNDATION 10 WOODLAND ROAD ST HELENA, CA 94574		PUBLIC CHARITY	GENERAL PURPOSE	5,000
STUDENTS RISING ABOVE PO BOX 29174 SAN FRANCISCO, CA 94129		PUBLIC CHARITY	GENERAL PURPOSE	20,000
TEN THOUSAND DEGREES 1650 LOS GAMOS DRIVE STE 110 SAN RAFAEL, CA 94903		PUBLIC CHARITY	GENERAL PURPOSE	20,000
THE BAY SCHOOL OF SAN FRANCISCO 35 KEYES AVENUE SAN FRANCISCO, CA 94129		PUBLIC CHARITY	GENERAL PURPOSE	10,000
THE THACHER SCHOOL 5025 THACHER ROAD OJAI, CA 93023		PUBLIC CHARITY	GENERAL PURPOSE	10,000
THE WATERSHED PROJECT 1327 S 46TH STREET RICHMOND, CA 94804		PUBLIC CHARITY	GENERAL PURPOSE	15,000
Total . . . . ▶ **3a**				740,892

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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
a *Paid during the year*				
UCSF FOUNDATION UCSF BOX 45339 SAN FRANCISCO, CA 94145		PUBLIC CHARITY	GENERAL PURPOSE	10,000
WOMANS AUDIO MISSION 542-544 NATOMA STREET C-1 SAN FRANCISCO, CA 94103		PUBLIC CHARITY	GENERAL PURPOSE	20,000
Total . . . . ▶ 3a				740,892

TY 2016 Accounting Fees Schedule

Name: THE GAMBLE FOUNDATION

EIN: 94-1680503

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,162	3,162	0	0

TY 2016 Investments Corporate Bonds Schedule

Name: THE GAMBLE FOUNDATION

EIN: 94-1680503

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CHEVERON CORP NEW 1.365 MAR 0 18	250,528	249,723
GOLDMAN SACHS 6.25%	238,130	262,500
MANULIFE FC SN NT 6.22%	297,155	330,150
MERRILL LYNCH NTS 6.22%	238,255	291,875
UNITED PARCEL SERVICES 8.375%	148,730	184,665

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TY 2016 Investments Corporate Stock Schedule

Name: THE GAMBLE FOUNDATION

EIN: 94-1680503

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN EXPRESS	222,865	555,600
APACHE CORPORATION	62,452	63,470
ARCONIC INC	152,497	154,494
BANK OF NEW YORK MELLON CORP.	532,009	1,177,346
BRISTOL MYERS SQUIBB	123,929	175,320
CALPINE CORP	121,888	114,300
DICK'S SPORTING GOODS	161,792	185,850
EXPEDITORS INTL WASH	50,250	52,960
GENERAL ELECTRIC	330,108	505,600
GOLUB CAP BDC INC	128,471	128,730
INTEL	174,628	311,922
MARTIN MARIETTA MATERIALS	429,995	1,218,415
MCDONALDS CORP.	66,810	486,880
MERCK & CO., INC.	279,037	529,830
MICROSOFT	190,468	452,069
PROCTER & GAMBLE	216,864	11,266,720
ROBERT HALF INTERNATIONAL	390,267	512,190
SCHWAB CHARLES CORP	176,681	552,580
SYSCO CORP	223,419	415,275
WAL-MART STORES	120,345	165,888
WASTE CONNECTIONS	85,011	151,364

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TY 2016 Other Expenses Schedule

Name: THE GAMBLE FOUNDATION

EIN: 94-1680503

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANT SELECTION SERVICES	67,000	0	0	67,000
INVESTMENT MANAGEMENT FEES	20,000	20,000	0	0
ADMINISTRATION SERVICES	22,329	22,329	0	0
MEALS AND ENTERTAINMENT	790	790	0	0
INSURANCE	4,691	4,691	0	0
BOND AMORTIZATION DISCOUNT	4,736	4,736	0	0

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TY 2016 Other Income Schedule

Name: THE GAMBLE FOUNDATION

EIN: 94-1680503

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	234	234	234

TY 2016 Other Professional Fees Schedule

Name: THE GAMBLE FOUNDATION

EIN: 94-1680503

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	13,125	13,125	0	0

TY 2016 Taxes Schedule

Name: THE GAMBLE FOUNDATION

EIN: 94-1680503

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON DIVIDENDS	294	294	0	0
OTHER TAXES AND LICENSES	180	180	0	0
EXCISE TAX ON INVESTMENT INCOME	5,010	0	0	0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs gov/form990	OMB No 1545-0047 **2016**

Name of the organization	Employer identification number
THE GAMBLE FOUNDATION	94-1680503

Organization type (check one)

Filers of: | **Section:**

Form 990 or 990-EZ
- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF
- ☑ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization
THE GAMBLE FOUNDATION

Employer identification number
94-1680503

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LAUNCE L GAMBLE 100 MONTGOMERY STREET STE 650 SAN FRANCISCO, CA 94104	$ 25,125	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
2	MARK D GAMBLE 100 MONTGOMERY STREET STE 650 SAN FRANCISCO, CA 94104	$ 25,125	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
3	AIMEE GAMBLE PRICE 100 MONTGOMERY STREET STE 650 SAN FRANCISCO, CA 94104	$ 29,392	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
4	GEORGE T GAMBLE 100 MONTGOMERY STREET STE 650 SAN FRANCISCO, CA 94104	$ 10,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
5	LAUNCE L GAMBLE 100 MONTGOMERY STREET STE 650 SAN FRANCISCO, CA 94104	$ 5,375	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
6	MARK D GAMBLE 100 MONTGOMERY STREET STE 650 SAN FRANCISCO, CA 94104	$ 4,875	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE GAMBLE FOUNDATION	94-1680503

Part II Noncash Property

(see instructions) Use duplicate copies of Part II if additional space is needed

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	500 SHS EXPEDITORS INT	$ 25 125	2016-07-26

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	500 SHS EXPEDITORS INT	$ 25 125	2016-07-26

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	400 SHS WMT	$ 29 392	2017-07-27

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

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

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

Name of organization	**Employer identification number**
THE GAMBLE FOUNDATION	94-1680503

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once. See instructions.) ▶ $**

Use duplicate copies of Part III if additional space is needed

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee