

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

Name of foundation Porter E & Helenmae Thompson Foundation		A Employer identification number 94-2831112
Number and street (or P O box number if mail is not delivered to street address) PO Box 417	Room/suite	B Telephone number (see instructions) (925) 284-1653
City or town, state or province, country, and ZIP or foreign postal code Lafayette, CA 94549		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 2,606,481	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	116,161	116,161		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,655			
	b Gross sales price for all assets on line 6a 1,074,421				
	7 Capital gain net income (from Part IV, line 2)		2,655		
	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)	22,433	22,433		
	12 Total. Add lines 1 through 11	141,249	141,249		
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 (attach schedule)				
	b Accounting fees (attach schedule)	7,500	1,875		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,690	2,690		0
	19 Depreciation (attach schedule) and depletion	349	349		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10,992	10,937		0
	24 Total operating and administrative expenses. Add lines 13 through 23	21,531	15,851		0
	25 Contributions, gifts, grants paid	175,000			175,000
	26 Total expenses and disbursements. Add lines 24 and 25	196,531	15,851		175,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-55,282			
	b Net investment income (if negative, enter -0-)		125,398		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	-7	-6	-6
	2	Savings and temporary cash investments	455,418	892,935	892,935
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	61,673	60,619	60,619
	b	Investments—corporate stock (attach schedule)	775,247	656,422	705,760
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,320,094	947,173	947,173
	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)	2,612,425	2,557,143	2,606,481	
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	1,782,289	1,782,289	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	830,136	774,854	
30	Total net assets or fund balances (see instructions)	2,612,425	2,557,143		
31	Total liabilities and net assets/fund balances (see instructions) .	2,612,425	2,557,143		

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	2,612,425
2	Enter amount from Part I, line 27a	2	-55,282
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,557,143
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	2,557,143

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			(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	
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	2,655
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	191,756	3,411,259	0 056213
2014	190,335	3,597,359	0 052910
2013	176,305	3,464,341	0 050891
2012	184,256	3,308,741	0 055688
2011	187,000	3,373,110	0 055438
2 Total of line 1, column (d)			2 0 271140
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 054228
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 3,322,332
5 Multiply line 4 by line 3			5 180,163
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,254
7 Add lines 5 and 6			7 181,417
8 Enter qualifying distributions from Part XII, line 4			8 175,000

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	2,508
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	2,508
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	2,508
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,354
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,200
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	3,554
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,046
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 1,046 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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ BPM LLP Telephone no ▶ (650) 855-6800			

Located at ▶ 2000 University Avenue Suite 201 East Palo Alto CA

ZIP+4 ▶ 94303

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			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ Yes ☒ No	5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
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? ☐ Yes ☒ No	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
BARBARA J CADLE 4500 CANYON ROAD LAFAYETTE, CA 94549	PRESIDENT 0 40	0	0	0
CAROLYN CADLE 1558 Sonoma Avenue ALBANY, CA 94706	TREASURER 0 10	0	0	0
SUZANNE CADLE GLAUBITZ 148 Woodbine Drive MILL VALLEY, CA 94941	SECRETARY 0 10	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	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	2,919,944
b	Average of monthly cash balances.	1b	452,982
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,372,926
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	3,372,926
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	50,594
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,322,332
6	Minimum investment return. Enter 5% of line 5.	6	166,117

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	166,117
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	2,508
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,508
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	163,609
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	163,609
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	163,609

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	175,000
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	175,000
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	175,000

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				163,609
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.				20,960
b From 2012.				22,455
c From 2013.				7,296
d From 2014.				13,739
e From 2015.				23,685
f Total of lines 3a through e.	88,135			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 175,000				
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.				163,609
e Remaining amount distributed out of corpus	11,391			
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	99,526			
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).	20,960			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	78,566			
10 Analysis of line 9				
a Excess from 2012.				22,455
b Excess from 2013.				7,296
c Excess from 2014.				13,739
d Excess from 2015.				23,685
e Excess from 2016.				11,391

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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))

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	175,000
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	116,161	
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.			15	22,433	
8 Gain or (loss) from sales of assets other than inventory			18	2,655	
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		141,249	0
13 Total. Add line 12, columns (b), (d), and (e).			13		141,249

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

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

[illegible]

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

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

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

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

Print/Type preparer's name Carolyn R Amster	Preparer's Signature	Date	Check if self-employed ► ☐	PTIN P00189994
Firm's name ► BPM LLP				Firm's EIN ► 81-4234542
Firm's address ► 2000 University Ave Ste 201 East Palo Alto, CA 94303				Phone no (650) 855-6800

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
100000 shs Apple BK for SVGS	P		
6257 17 shs Doubleline income	P		
500 shs Energy Transfer Ptnrs LP	P		
11975 92 shs Fidelity Floating	P		
10000 shs FNMA P100042	P		
17615 9 shs Loomis Sayles	P		
10000 shs Monsanto Co New Del Com	P		
700 shs New Jersey Resource Corp	P		
10000 shs NUVEEN Float RT Inc	P		
10012 89 shs Pimco Dynamic	P		

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)
100,000		100,000	0
116,188		120,682	-4,494
16,011		14,216	1,795
112,329		116,534	-4,205
		1	-1
258,244		262,415	-4,171
19,576		14,271	5,305
25,422		12,361	13,061
120,247		105,303	14,944
120,550		125,983	-5,433

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			(I) 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	
			0
			-4,494
			1,795
			-4,205
			-1
			-4,171
			5,305
			13,061
			14,944
			-5,433

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
8000 shs Wells Fargo & Co	P		

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)
185,854		200,000	-14,146

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	
			-14,146

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALDEA INC PO BOX 841 NAPA, CA 94559	None		CHILDREN AND FAMILY SERVICES	10,000
ALZHEIMER'S ASSOCIATION 2290 N First Street Suite 101 San Jose, CA 95131	None		RESEARCH AND SUPPORT SERVICES FOR ALZHEIMER'S DISEASE	13,000
ARMY EMERGENCY RELIEF 200 STOVALL STREET ALEXANDRIA, VA 22332	None		EMERGENCY FUNDING TO MILITARY PERSONNEL	5,000
BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL, MA 024673819	None		NEWTON COLLEGE ALUMNAE PROFESSORSHIP IN WESTERN CULTURE	5,000
DOCTORS WITHOUT BORDERS 333 Seventh Avenue 2nd Floor New York, NY 100015004	None		MEDICAL RELIEF ORGANIZATION	13,000
Total ▶ 3a				175,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EPIPHANY CENTER 100 MASONIC AVENUE SAN FRANCISCO, CA 94118	None		MENTAL HEALTH CARE FOR CHILDREN AND FAMILIES	5,000
FIRST GRADUATE 3130 20th Street Suite 275 SAN FRANCISCO, CA 94110	None		MENTORS LOW INCOME STUDENTS DURING HIGH SCHOOL	5,000
GALAPAGOS CONSERVANCY 11150 FAIRFAX BLVD SUITE 408 FAIRFAX, VA 22030	None		CONSERVATION OF THE ECOSYSTEM OF THE GALAPAGOS ISLANDS	5,000
GREENBELT ALLIANCE 312 SUTTER STREET SUITE 510 SAN FRANCISCO, CA 94105	None		PROTECTION OF OPEN SPACES IN THE SAN FRANCISCO BAY AREA	5,000
GUIDE DOGS FOR THE BLIND INC PO BOX 151200 SAN RAFAEL, CA 949151200	None		FREE SERVICE AND GUIDE DOGS FOR THOSE WITH VISION LOSS	5,000
Total ▶ 3a				175,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HABITAT FOR HUMANITY - EAST BAY 2619 BROADWAY OAKLAND, CA 94612	None		BUILDS HOUSES FOR THOSE IN NEED	5,000
THE HIGH DESERT MUSEUM 59800 S HIGHWAY 97 BEND, OR 97702	None		REGIONAL MUSEUM	5,000
HOSPICE BY THE BAY 17 SIR FRANCIS DRAKE BLVD Suite 100 LARKSPUR, CA 94939	None		PROVIDES PEDIATRIC AND ADULT PALLIATIVE CARE	5,000
Hospice of the East Bay 3470 Buskirk Avenue Pleasant HILL, CA 94523	none		Provides adult palliative care	5,000
LEARNING ALLY 20 ROSZEL ROAD PRINCETON, NJ 08540	None		PROVIDES TEXTBOOKS TO THE BLIND & DYSLEXIC	5,000
Total ▶ 3a				175,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE NATURE CONSERVANCY 201 MISSION STREET 4TH FLOOR SAN FRANCISCO, CA 94105	None		ENVIRONMENTAL CONSERVATION	5,000
THE FOUNDATION FOR NEUROLOGIC DISEASES 10 STATE ST NEWBURYPORT, MA 01950	None		RESEARCH FOR MULTIPLE SCLEROSIS	13,000
QUEEN OF THE VALLEY HOSPITAL FOUNDATION 1000 TRANCAS STREET PO BOX 2069 NAPA, CA 94102	None		COMMUNITY HEALTHCARE SERVICES	10,000
REGIONS HOSPITAL 11202C 640 JACKSON STREET ST PAUL, MN 55101	None		HEALTH PARTNERS CENTER FOR MEMORY & AGING	13,000
ST ANTHONY'S FOUNDATION 150 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94102	None		PROVIDES FOOD, CLOTHING AND HEALTHCARE TO POOR	20,000
Total ► 3a				175,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SPECIAL OLYMPICS 3480 BUSKIRK AVENUE SUITE 340 PLEASANT HILL, CA 94523	None		SPORTS TRAINING AND COMPETITIONS FOR THE DEVELOPMENTALLY HANDICAPPED	5,000
University of California College of Engineering Mc Laughlin Hall 1722 Berkeley, CA 94720	None		Provides Engineering Scholarships	13,000
Total ▶ 3a				175,000

TY 2016 Accounting Fees Schedule**Name:** Porter E & Helenmae Thompson Foundation**EIN:** 94-2831112

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	7,500	1,875		0

TY 2016 Investments Corporate Stock Schedule

Name: Porter E & Helenmae Thompson Foundation
EIN: 94-2831112

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BRISTOL MEYERS	10,588	10,588
CHEVRON	31,335	31,335
CISCO SYSTEM	24,821	24,821
DUKE ENERGY/SPECTRA ENERGY	17,978	17,978
ESSEX PPTY TR INC	21,366	21,366
ENERGY TRANSFERS PARTNERS	0	0
FORTUNE BRANDS/ BEAM INC	850	850
NEXTERA ENERGY	11,849	11,849
HOME DEPOT	13,834	13,834
ILLINOIS TOOL WORKS	20,945	20,945
INTEL	20,462	20,462
JOHNSON & JOHNSON	24,632	24,631
LOWES	12,305	12,305
Metlife Inc	24,867	24,867
MICROSOFT	24,877	24,877
MONSANTO	0	0
NEW JERSEY RESOURCE	0	0
NOVARTIS	27,577	27,577
PAYCHEX	9,628	9,628
PEPSICO	13,065	13,065
PROCTER GAMBLE	54,085	54,085
PROGRESS ENERGY	0	0
PUB SVC ENTERPRISE	63,984	63,984
QUALCOMM INC	24,883	24,883
RAYTHEON CO DELAWARE	22,731	22,731
REPUBLIC SERVICES	26,792	26,792
ROYAL DUTCH	29,788	29,788
SABINE ROYALTY	11,148	60,487
SANOFI AVENTIS	11,020	11,020
SPECTRA ENERGY CORP	3,705	3,705

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Unilever	7,504	7,504
UNITED TECHS CORP	28,567	28,567
WALMART STORES	9,813	9,813
WELLS FARGO	8,425	8,425
Yum Brands Inc	42,998	42,998

TY 2016 Investments Government Obligations Schedule**Name:** Porter E & Helenmae Thompson Foundation**EIN:** 94-2831112**US Government Securities - End
of Year Book Value:**

1,279

**US Government Securities - End
of Year Fair Market Value:**

1,279

**State & Local Government
Securities - End of Year Book
Value:**

59,340

**State & Local Government
Securities - End of Year Fair
Market Value:**

59,340

TY 2016 Investments - Other Schedule**Name:** Porter E & Helenmae Thompson Foundation**EIN:** 94-2831112

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ADAMS DIVERSIFIED EQUITY	AT COST	1,579	1,579
AMERICAN WASHINGTON	AT COST	178,694	178,694
BLACKROCK CREDIT	AT COST	841	841
CD Apple Bk	AT COST	0	0
CD Comenity Bank	AT COST	100,000	100,000
DOUBLELINE INCOME	AT COST	0	0
EATON VANCE FLOATING	AT COST	194,993	194,993
FIDELITY FLOATING	AT COST	0	0
FIRST EAGLE	AT COST	141,106	141,106
FIRST TR	AT COST	777	777
LOOMIS SAYLES	AT COST	0	0
PIMCO	AT COST	128,059	128,059
ROYCE VALUE TR INC	AT COST	101,497	101,497
VANGUARD DIV	AT COST	99,627	99,627

TY 2016 Other Expenses Schedule**Name:** Porter E & Helenmae Thompson Foundation**EIN:** 94-2831112**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Admin - WCMA ANNUAL SERVICE CHARGE	300	300		0
Admin - OTHER ADMINISTRATION EXPENSE	16	16		0
Admin - ADMINISTRATION EXPENSE ON ROYALTIES	931	931		0
FILING FEES	55	0		0
Investment Interest Expense	26	26		0
Miscellaneous	9,664	9,664		0

TY 2016 Other Income Schedule

Name: Porter E & Helenmae Thompson Foundation

EIN: 94-2831112

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SABINE GAS ROYALTY INCOME	12,329	12,329	12,329
ENERGY TRANSFER PARTNERS, LP	10,104	10,104	10,104

TY 2016 Taxes Schedule**Name:** Porter E & Helenmae Thompson Foundation**EIN:** 94-2831112

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON DIVIDENDS	960	960		0
SEVERANCE TAX ON ROYALTIES	1,730	1,730		0