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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

2016

**Open to Public
Inspection**

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

Name of foundation ROBERT AND RUTH HALPERIN FOUNDATION		A Employer identification number 94-3334424			
Number and street (or P O box number if mail is not delivered to street address) ONE LOMBARD STREET SUITE 305		B Telephone number (see instructions) (415) 834-9934			
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94111		C If exemption application is pending, check here ► <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 143,910,291	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	10,101,828			
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	249	249		
4	Dividends and interest from securities	3,080,132	3,080,132		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,802,207			
b	Gross sales price for all assets on line 6a	35,765,450			
7	Capital gain net income (from Part IV, line 2)		1,856,262		
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)	85,252	85,252		
12	Total. Add lines 1 through 11	15,069,668	5,021,895		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	6,061	1,818		4,243
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	35,459	35,459		
c	Other professional fees (attach schedule)	303,144	303,144		
17	Interest				
18	Taxes (attach schedule) (see instructions)	25,352	25,352		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	521,743	363,323		158,420
24	Total operating and administrative expenses.				
	Add lines 13 through 23	891,759	729,096		162,663
25	Contributions, gifts, grants paid	6,110,400			6,110,400
26	Total expenses and disbursements. Add lines 24 and 25	7,002,159	729,096		6,273,063
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	8,067,509			
b	Net investment income (if negative, enter -0-)		4,292,799		
c	Adjusted net income (if negative, enter -0-)				

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		121,041	212,443	212,443
	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				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	113,412,656	123,238,466	123,803,253	
	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)	18,518,810	16,688,629	19,894,595	
	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)	132,052,507	140,139,540	143,910,291	
Liabilities	17 Accounts payable and accrued expenses	35,429	925		
	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 ►)	35,429	925		
	23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	132,017,078	140,138,615		
	30 Total net assets or fund balances (see instructions)	132,017,078	140,138,615		
	31 Total liabilities and net assets/fund balances (see instructions)	132,052,507	140,139,540		

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	132,017,078
2	Enter amount from Part I, line 27a	2	8,067,509
3	Other increases not included in line 2 (itemize) ►	3	54,055
4	Add lines 1, 2, and 3	4	140,138,642
5	Decreases not included in line 2 (itemize) ►	5	27
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	140,138,615

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	1,856,262	
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

 Yes No

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

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	5,050,378	125,507,986	0 04024
2014	4,579,864	102,912,882	0 04450
2013	4,522,004	97,951,363	0 04617
2012	3,960,000	96,924,872	0 04086
2011	3,587,846	80,815,760	0 04440
2 Total of line 1, column (d)			2 0 216158
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 043232
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 133,084,113
5 Multiply line 4 by line 3			5 5,753,492
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 42,928
7 Add lines 5 and 6			7 5,796,420
8 Enter qualifying distributions from Part XIII, line 4			8 6,273,063

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	1	42,928
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 2b	1	42,928
c	All other domestic foundations enter 2% of line 2b 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	
3	Add lines 1 and 2.	3	42,928
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	42,928
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	281,428
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	281,428
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	238,500
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ►	238,500	Refunded ►
		11	

Part VII-A Statements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	Yes	No
	<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>			
c	Did the foundation file Form 1120-POL for this year?	1c	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
(1)	On the foundation ► \$ _____	(2)	On foundation managers ► \$ _____	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	Yes	No
	<i>If "Yes," attach a detailed description of the activities</i>			
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	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	Yes	No
	<i>If "Yes," attach the statement required by General Instruction T</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"> 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	No
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	Yes	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	Yes	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? 13 Yes

Website address ►N/A

14 The books are in care of ►JEAN WALLACE Telephone no ►(707) 769-1769

Located at ►811 BLUEGRASS DRIVE PETALUMA CA

ZIP+4 ►94954

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? 16 Yes 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

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)

(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 No

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? If "Yes," list the years ► 20____, 20____, 20____, 20____ □ Yes No

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 No

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 No

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

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
PHILIP W HALPERIN ONE LOMBARD STREET SUITE 305 SAN FRANCISCO, CA 94111	President 7 00	6,061		
PEGGY DOW ONE LOMBARD STREET SUITE 305 SAN FRANCISCO, CA 94111	Director 1 00	0		
MARK HALPERIN ONE LOMBARD STREET SUITE 305 SAN FRANCISCO, CA 94111	Director 1 00	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	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000.				

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	115,099,747
b	Average of monthly cash balances.	1b	185,778
c	Fair market value of all other assets (see instructions).	1c	19,825,250
d	Total (add lines 1a, b, and c).	1d	135,110,775
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	
3	Subtract line 2 from line 1d.	3	135,110,775
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,026,662
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	133,084,113
6	Minimum investment return. Enter 5% of line 5.	6	6,654,206

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign**Part XI** organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6.	1	6,654,206
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	42,928
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	42,928
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	6,611,278
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	6,611,278
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	6,611,278

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	6,273,063
b	Program-related investments—total from Part IX-B.	1b	
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	6,273,063
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	42,928
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	6,230,135
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				6,611,278
2 Undistributed income, if any, as of the end of 2016			6,190,010	
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 6,273,063			6,190,010	
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				83,053
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				6,528,225
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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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		
b 85% of line 2a	(a) 2016	(b) 2015	(c) 2014	(d) 2013
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

Part XVI-A Analysis of Income-Producing Activities

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			14	249
4 Dividends and interest from securities.			14	3,080,132
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.				
8 Gain or (loss) from sales of assets other than inventory			18	1,802,207
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a See Additional Data Table					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).					4,967,840
13 Total. Add line 12, columns (b), (d), and (e).			13	4,967,840

(See worksheet in line 13 instructions to verify calculations)

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.)
GS MEZZANIN PARTNERS-FR K-1	P	2016-12-31	2016-12-31
NORTHGATE PRIVATE EQ FR K-1	P	2016-12-31	2016-12-31
NORTHGATE VENT PTRS II FR K-1	P	2016-12-31	2016-12-31
GREYLOCK -XI FR K-1	P	2016-12-31	2016-12-31
NEW ENTER ASSOC FR K-1	P	2016-12-31	2016-12-31
UNIVERSITY TECH VENT FR K-1	P	2016-12-31	2016-12-31
WPC ENTER FUND II FR K-1	P	2016-12-31	2016-12-31
BAIN CAPITAL FD VIII FR K-1	P	2016-12-31	2016-12-31
CCG INVEST BVI FR K-1	P	2016-12-31	2016-12-31
CCG INVESTMENT FD FR K-1	P	2016-12-31	2016-12-31

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 (h) plus expense of sale	(h) (e) plus (f) minus (g)
23,420			23,420
30,494			30,494
56,002			56,002
8,238			8,238
		89,148	-89,148
7,544			7,544
78			78
392,940			392,940
		146,100	-146,100
38,044			38,044

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) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			23,420
			30,494
			56,002
			8,238
			-89,148
			7,544
			78
			392,940
			-146,100
			38,044

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.)
GOLDEN GATE OPPOR FR K-1	P	2016-12-31	2016-12-31
GOLDEN GATE CAP INV FR K-1	P	2016-12-31	2016-12-31
GOLDEN GATE CAP INV FD FR K-1	P	2016-12-31	2016-12-31
GOLDEN GATE CAP INV FD 11-A	P	2016-12-31	2016-12-31
GOLDEN GATE CAP IN II-A ADJ	P	2016-12-31	2016-12-31
DFA INTL CORE EQUTY	P	2016-12-31	2016-02-22
DFA INTL VECTOR EQUTY	P	2016-02-22	2016-07-06
ISHARE MSCI EMERGING	P	2016-02-22	2016-10-12
VANGUARD TOTAL BOND	P	2015-03-31	2016-03-24
DFA INTL CORE EQUTY	P	2016-12-31	2016-02-22

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 (h) plus expense of sale	(h) (e) plus (f) minus (g)
1,014,416			1,014,416
		22,885	-22,885
720,588			720,588
		36,943	-36,943
		3,647	-3,647
356,535		357,334	-799
6,648,263		6,340,000	308,263
2,285,575		1,903,895	381,680
26,169		26,508	-339
5,994,052		7,035,170	-1,041,118

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) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			1,014,416
			-22,885
			720,588
			-36,943
			-3,647
			-799
			308,263
			381,680
			-339
			-1,041,118

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.)
DODGE & COX INC FUND	P	2016-12-31	2016-03-24
ISHARE MSCI EMERGING	P	2016-12-31	2016-10-12
ISHARES RUSSELL 1000	P	2012-03-16	2016-03-24
SPDR S&P 500 EFF	P	2016-12-31	2016-12-06
VANGUARD FTSE EMERGING	P	2016-12-31	2016-02-22
VANGUARD TOTAL BOND	P	2016-12-31	2016-04-21
SPDR GOLD SHARES ETF	P	2016-12-31	2016-02-22
VANGUARD FTSE EMERGING	P	2016-12-31	2016-02-22
SCHWAB CAPITAL GAINS DIVIDENDS	P	2016-12-31	2016-12-31
VANGUARD FTSE EMERGING	P	2016-12-31	2016-01-31

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
5,178,081		5,383,384	-205,303
1,155,986		1,185,657	-29,671
449,145		312,619	136,526
2,831,249		1,739,726	1,091,523
675,749		814,549	-138,800
5,183,751		5,199,019	-15,268
1,351,383		1,874,658	-523,275
1,126,723		1,390,936	-264,213
116,737			116,737
94,288		101,065	-6,777

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) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-205,303
			-29,671
			136,526
			1,091,523
			-138,800
			-15,268
			-523,275
			-264,213
			116,737
			-6,777

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.)
Wash Sale			

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
			54,055

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			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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	

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				
MAKING WAVES 3220 BLUME DRIVE RICHMOND, CA 94806		EOF	EDUCATION PROGRAM	50,000
JUMPSTART 65 BATTERY STREET 2ND FLOOR SAN FRANCISCO, CA 94111		EOF	FUND GENERAL OPERATING	75,000
SAN FRANCISCO CHILD ABUSE PREV CENT 1757 WALLER STREET SAN FRANCISCO, CA 94117		PC	FUND GENERAL OPERATING	50,000
PIVOT LEARNING 500 12TH ST OAKLAND, CA 94607		EOF	FURTHER CHARITABLE PURPOSE	150,000
FAMILY CONNECTIONS 2565 SAN BRUNO AVENUE SAN FRANCISCO, CA 94134		EOF	FUND GENERAL OPERATING	25,000
Total				6,110,400
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PARTNERS IN SCHOOL INNOVATION 1060 TENNESSEE STREET SAN FRANCISCO, CA 94107		EOF	FURTHER CHARITABLE PURPOSE	50,000
NEW TEACHER CENTER 725 FRONT STREET STE 400 SANTA CRUZ, CA 95060		EOF	SGUSD EARLY EDUCATION	125,000
PARENTS FOR PUBLIC SCHOOLS 3543 - 18TH STREET SAN FRANCISCO, CA 94110		EOF	FUND GENERAL OPERATING	50,000
STANFORD UNIVERSITY 326 GALVEZ WAY STANFORD, CA 94305		EOF	FURTHER CHARITABLE PURPOSE	1,385,000
UNIVERSITY OF CHICAGO 401 NORTH MICHIGAN AVENUE CHICAGO, IL 60611		EOF	TRUSTEE ODESSEY	10,000
Total			►	6,110,400
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HARVARD BUSINESS SCHOOL SOLDIERS FIELD RD TEELE 415 BOSTON, MA 02163		EOF	HBS FELLOWSHIP PROGRAM	35,000
THE CALIFORNIA EDUCATION PARTNERS ONE LOMBARD ST 305 SAN FRANCISCO, CA 94111		EOF	FUND GENERAL OPERATING	2,000,000
TEACHORG 174 HERMANN ST SAN FRANCISCO, CA 94102		EOF	FURTHER CHARITABLE PURPOSE	150,000
AIM HIGH 2030 HARRISON ST 3RD FL SAN FRANCISCO, CA 94110		EOF	EDUCATION PROGRAM	50,000
SAN FRANCISCO BOYS AND GIRLS CLUB 55 HAWTHORNE STE 600 SAN FRANCISCO, CA 94105		EOF	EDUCATION PROGRAM	51,900
Total				6,110,400
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NATL CENTER FOR TEACHER RESIDENCES 1332 N HALSTEAD ST CHICAGO, IL 60642		EOF	FURTHER CHARITABLE PURPOSE	50,000
INTERNATIONAL NETWORK FOR PUBLIC SC 50 BROADWAY SUITE 2200 NEW YORK, NY 10004		EOF	EDUCTION PROGRAM	50,000
JAMESTOWN COMMUNITY CENTER 3382 26TH STREET SAN FRANCISCO, CA 94110		EOF	FURTHER CHARITABLE PURPOSE	50,000
OCCIDENTAL COLLEGE 1600 CAMPUS ROAD M-33 LOS ANGELES, CA 90041		EOF	EDUCATION PROGRAM	105,000
ASPIRE UNIVERSITY INC 1001 22ND AVENUE OAKLAND, CA 94606		EOF	FURTHER CHARITABLE PURPOSE	150,000
Total				6,110,400
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COMMUNITY INITIATIVES 354 PINE STREET SAN FRANCISCO, CA 94104		EOF	FURTHER CHARITABLE PURPOSE	292,500
OAKLAND UNIFIED SCHOOL DISTRICT 4521 WEBSTER ST OAKLAND, CA 94609		GOV	FURTHER CHARITABLE PURPOSE	75,000
COMPASS FAMILY SERVICES 49 POWELL STREET SAN FRANCISCO, CA 94102		EOF	FURTHER CHARITABLE PURPOSE	50,000
PARTN FOR CHILD YOUTH 1330 BROADWAY SUITE 601 OAKLAND, CA 94612		EOF	FURTHER CHARITABLE PURPOSE	100,000
CENTER FOR TEACHING QUALITY 605 W MAIN ST CARRBORO, NC 27510		EOF	FURTHER CHARITABLE PURPOSE	50,000
Total			►	6,110,400
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PROJECT TOMORROW 15707 ROCKFIELD BLVD IRVINE, CA 92618		EOF	FURTHER CHARITABLE PURPOSE	100,000
POSSEE FOUNDATION 14 WALL ST SUITE 8A-60 NEW YORK, NY 10005		EOF	GENERAL OPERATIONS	50,000
TEN STRANDS 330 IGNACIO BLVD STE 201 NOVATO, CA 94949		EOF	FURTHER CHARITABLE PURPOSE	10,000
ACHEIEMENT NETWORK 225 FRIEND ST 704 BOSTON, MA 02114		EOF	FURTHER CHARITABLE PURPOSE	50,000
PARTNERSHIP FOR LA SCHOOLS 1055 WILSHIRE BLVD LOS ANGELES, CA 90017		EOF	FURTHER CHARITABLE PURPOSE	150,000
Total			►	6,110,400
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SANGER UNIFIED SD 1905 SEVENTH ST SANGER, CA 93657		GOV	FURTHER EDUCATION PROGRAM	150,000
THE EDUCATION TRUST-WEST 1814 FRANKLIN ST OAKLAND, CA 94612		EOF	FURTHER CHARITABLE PURPOSE	50,000
SF COURT APPOINTED SPEC ADVOCATE 2535 MISSION ST SAN FRANCISCO, CA 94110		EOF	FURTHER CHARITABLE PURPOSE	50,000
JEWISH COMMUNITY FEDERATION 121 STEUART STREET SAN FRANCISCO, CA 94105		EOF	FURTHER CHARITABLE PURPOSE	1,000
MEXICAN AMERICAN DEFENSE FD 634 S SPRING ST LOS ANGELES, CA 90014		EOF	FURTHER CHARITABLE PURPOSE	25,000
Total				6,110,400
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011		EOF	FURTHER CHARITABLE PURPOSE	25,000
PLANNED PARENTHOOD OF AMERICA 123 WILLIAM ST NEW YORK, NY 10038		EOF	FURTHER CHARITABLE PURPOSE	25,000
SAN MATEO CTY HISTORICAL ASSN 2200 BROADWAY REDWOOD CITY, CA 94063		EOF	FURTHER CHARITABLE PURPOSE	70,000
SILICON VALLEY COMMUNITY FDN 2440 W EL CAMINO REAL 300 MOUNTAIN VIEW, CA 94040		EOF	FURTHER CHARITABLE PURPOSE	25,000
URBAN JUSTICE CENTER 40 RECTOR ST NEW YORK, NY 10006		EOF	FURTHER CHARITABLE PURPOSE	25,000
Total				6,110,400
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SAN FRAN STATE UNIV GRAD 1600 HOLLOWAY AVE SAN FRANCISCO, CA 94132		GOV	FURTHER EDUCATION PROGRAM	50,000
UNIVERSITY HIGH SCHOOL 3065 JACKSON STREET SAN FRANCISCO, CA 94115		EOF	EDUCATION PROGRAM	25,000
Total			►	6,110,400
3a				

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
11 Other revenue					
a BAIN CAPITAL (SQ) VIII LP			14		
b BAIN CAPITAL FD VII&VIII			14		
c CCG INVESTMENT BVI LP			14		
d CCG INVESTMENT FUND LP			14		
e CHENGWEI VENTURES FD I			14		
f GOLDEN GATE CAP INV FD II			14	4,942	
g GOLDEN GATE CAP INV FDIIA			14		
h GOLDEN GATE CAP INV II-BV			14		
i GOLDEN GATE INV II-A ADJ			14		
j GOLDEN GATE OPPORTUNITY			14	75,314	
k GREYLOCK X AND XI LP			14		
l GS MEZZANINE LLP			14	4,898	
m NEW ENTERPRISE FUND II			14		
n NORTHGATE PRIVATE EQUITY			14	318	
o NORTHGATE VENTURE PTR II			14	-201	
p UNIVERSITY TECH VENTURES			14	-19	
q WPC ENTREPRENEUR FUND II			14		

TY 2016 Accounting Fees Schedule

Name: ROBERT AND RUTH HALPERIN FOUNDATION

EIN: 94-3334424

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION & ADVISORY	35,459	35,459	0	0

TY 2016 Contractor Compensation Explanation

Name: ROBERT AND RUTH HALPERIN FOUNDATION

EIN: 94-3334424

Software ID: 16000303

Software Version: 2016v3.0

Contractor	Explanation
GOLDSTEIN MUNGER & ASSOCIATES	INVESTMENT MANAGEMENT AND ADVISORY FEES

TY 2016 Investments Corporate Stock Schedule

Name: ROBERT AND RUTH HALPERIN FOUNDATION

EIN: 94-3334424

Software ID: 16000303

Software Version: 2016v3.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS - MONEY MARKET FUND	64,890	64,890
GS - MEZZANINE	29,709	27,148
PICARRO 6,282,601 SHARES	16,071,228	4,255,711
CHARLES SCHWAB - SECURITIES	104,441,348	116,824,213
CHARLES SCHWAB - MONEY MARKET FUND	2,173,522	2,173,522
CHARLES SCHWAB-DIVIDEND REC		
BROKERAGES - OTHER	3	3
MEDIA RADAR	457,766	457,766

TY 2016 Investments - Other Schedule**Name:** ROBERT AND RUTH HALPERIN FOUNDATION**EIN:** 94-3334424**Software ID:** 16000303**Software Version:** 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BAIN CAPITAL (TRU) VIII LP	AT COST	367,994	73,709
BAIN CAPITAL FUND VII LP	AT COST	277,779	911,617
BAIN CAPITAL FUND VIII LP	AT COST	324,354	292,047
CCG INVESTMENTS BVI LP	AT COST	407,829	1,198,197
CCG INVESTMENTS FUND LP	AT COST	1,492,469	670,555
CCG INVESTMENTS LLC	AT COST	7,361	196,296
CHENGWEI VENTURES FUND I LP	AT COST	101,918	375,098
GOLDEN GATE CAPITAL INV FD II LP	AT COST	952,048	698,703
GOLDEN GATE CAPITAL INV FD II-A LP	AT COST	607,420	34,027
GOLDEN GATE CAPITAL INVS II LLC	AT COST	73,221	89,639
GOLDEN GATE CAPITAL INVS II-A ADJ (BVI)	AT COST	731,879	914,017
GOLDEN GATE CAPITAL INV II (BVI) LP	AT COST	1,218,301	1,464,170
GOLDEN GATE OPPORTUNITY FD LP	AT COST	5,430,420	8,270,412
GREYLOCK XI LP	AT COST	503,973	492,112
NEW ENTERPRISE ASSOC 10 LP	AT COST	3,569,432	3,396,295
NORTHGATE PRIV EQUITY PTRS LP	AT COST	37,937	53,770
NORTHGATE VENTURE PARTNERS II LP	AT COST	395,110	592,190
UNIVERSITY TECHNOLOGY VENTURES	AT COST	162,915	147,506
WPC ENTREPRENEUR FUND II LP	AT COST	7,163	6,719
GREYLOCK X LP	AT COST	19,106	17,516

TY 2016 Other Assets Schedule

Name: ROBERT AND RUTH HALPERIN FOUNDATION

EIN: 94-3334424

Software ID: 16000303

Software Version: 2016v3.0

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Rounding		2	

TY 2016 Other Decreases Schedule

Name: ROBERT AND RUTH HALPERIN FOUNDATION

EIN: 94-3334424

Software ID: 16000303

Software Version: 2016v3.0

Description	Amount
ROUNDING	27

TY 2016 Other Expenses Schedule

Name: ROBERT AND RUTH HALPERIN FOUNDATION**EIN:** 94-3334424**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES & CHARGES	185	185		
GRANT ADMINISTRATION	113,157	113,157		
GS MEZZANINE PARTNERSHIP EXP	3,955	3,955		
PARTNERSHIP INTEREST EXPENSES	33	33		
PARTNERSHIP INVESTMENT EXPENSES	235,478	235,478		
PARTNERSHIP OTHER EXPENSES	10,215	10,215		
PROGRAM EXPENSES	158,420			158,420
SUPPLIES	300	300		

TY 2016 Other Income Schedule

Name: ROBERT AND RUTH HALPERIN FOUNDATION

EIN: 94-3334424

Software ID: 16000303

Software Version: 2016v3.0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GOLDEN GATE CAP INV FD II	4,942	4,942	
GOLDEN GATE OPPORTUNITY	75,314	75,314	
GS MEZZANINE LLP	4,898	4,898	
NORTHGATE PRIVATE EQUITY	318	318	
NORTHGATE VENTURE PTR II	-201	-201	
UNIVERSITY TECH VENTURES	-19	-19	

TY 2016 Other Increases Schedule

Name: ROBERT AND RUTH HALPERIN FOUNDATION

EIN: 94-3334424

Software ID: 16000303

Software Version: 2016v3.0

Description	Amount
VANGUARD FTSE SALE - DISALLOWED WASH SALE	54,055

TY 2016 Other Professional Fees Schedule

Name: ROBERT AND RUTH HALPERIN FOUNDATION

EIN: 94-3334424

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES-CS	303,144	303,144	0	0

TY 2016 Taxes Schedule

Name: ROBERT AND RUTH HALPERIN FOUNDATION

EIN: 94-3334424

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	25,117	25,117		
LICENSES & OTHER FEES	235	235		

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

► 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

2016**Name of the organization**

ROBERT AND RUTH HALPERIN FOUNDATION

Employer identification number

94-3334424

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

Form 990-PF

527 political organization
 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 33¹ 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 ROBERT AND RUTH HALPERIN FOUNDATION		Employer identification number 94-3334424	
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	ESTATE OF ROBERT M HALPERIN 80 RESERVOIR RD	\$ 2,157,766	Person <input checked="" type="checkbox"/>
	ATHERTON, CA 94027		Payroll <input type="checkbox"/>
			Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	ESTATE OF ROBERT M HALPERIN 80 RESERVOIR RD	\$ 7,924,924	Person <input type="checkbox"/>
	ATHERTON, CA 94027		Payroll <input type="checkbox"/>
			Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	ESTATE OF ROBERT M HALPERIN 80 RESERVOIR RD	\$ 19,138	Person <input type="checkbox"/>
	ATHERTON, CA 94027		Payroll <input type="checkbox"/>
			Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization ROBERT AND RUTH HALPERIN FOUNDATION		Employer identification number 94-3334424	
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	MEDIA RADAR SERIES A AND SERIES B PREFERRED STOCK	\$ 457 766	2016-02-26
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	40,000 SHARES OF INTEL CORP STOCK	\$ 7,924 924	2016-07-06
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	GREYLOCK X PARTNERSHIP INTEREST	\$ 19 138	2016-02-26
(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 ROBERT AND RUTH HALPERIN FOUNDATION		Employer identification number 94-3334424	
Part III <i>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.) ► \$ _____</i> 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