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EXTENDED TO NOVEMBER 15, 2017

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE WILLIAM G. IRWIN CHARITY FOUNDATION		A Employer identification number 94-6069873
Number and street (or P.O. box number if mail is not delivered to street address) 235 MONTGOMERY STREET	Room/suite 711	B Telephone number (415) 362-6954
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94104-2910		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) \$ 106,900,932.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		129.	129.		STATEMENT 1
4 Dividends and interest from securities		3,063,987.	3,032,767.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,287,708.			
b Gross sales price for all assets on line 6a		13,367,578.			
7 Capital gain net income (from Part IV, line 2)			2,287,708.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		5,351,824.	5,320,604.		
13 Compensation of officers, directors, trustees, etc.		168,828.	67,531.		101,297.
14 Other employee salaries and wages		57,372.	22,949.		34,423.
15 Pension plans, employee benefits		48,795.	19,518.		29,277.
16a Legal fees STMT 3		6,196.	2,478.		3,718.
b Accounting fees STMT 4		35,550.	14,220.		21,330.
c Other professional fees STMT 5		237,882.	237,882.		0.
17 Interest					
18 Taxes STMT 6		111,410.	43,465.		8,645.
19 Depreciation and depletion					
20 Occupancy		59,452.	23,781.		35,671.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		134,318.	94,294.		40,024.
24 Total operating and administrative expenses. Add lines 13 through 23		859,803.	526,118.		274,385.
25 Contributions, gifts, grants paid		4,857,500.			4,857,500.
26 Total expenses and disbursements. Add lines 24 and 25		5,717,303.	526,118.		5,131,885.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<365,479.>			
b Net investment income (if negative, enter -0-)			4,794,486.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	21,968.	26,560.	26,560.
	2 Savings and temporary cash investments	2,995,060.	838,533.	838,533.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	9,856,112.	5,247,713.	5,032,621.
	b Investments - corporate stock STMT 9	47,742,803.	52,922,875.	79,094,535.
	c Investments - corporate bonds STMT 10	17,580,058.	19,869,791.	19,175,222.
	11 Investments - land, buildings, and equipment: basis ▶	13,978.		
Less: accumulated depreciation ▶	13,978.	13,978.	13,978.	
12 Investments - mortgage loans				
13 Investments - other STMT 11	3,838,712.	2,760,479.	2,716,200.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ PURCHASED INTEREST)	0.	3,283.	3,283.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	82,048,691.	81,683,212.	106,900,932.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	82,048,691.	81,683,212.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input 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			
30 Total net assets or fund balances	82,048,691.	81,683,212.		
31 Total liabilities and net assets/fund balances	82,048,691.	81,683,212.		

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	82,048,691.
2 Enter amount from Part I, line 27a	2	<365,479.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	81,683,212.
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	81,683,212.

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Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENTS

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 13,367,578.		11,079,870.	2,287,708.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			2,287,708.

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	2,287,708.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	5,570,396.	104,766,957.	.053169
2014	4,759,056.	108,636,427.	.043807
2013	4,842,926.	103,593,379.	.046749
2012	4,853,823.	97,365,512.	.049852
2011	4,822,001.	98,528,177.	.048940

2 Total of line 1, column (d)	2	.242517
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	.048503
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	102,924,708.
5 Multiply line 4 by line 3	5	4,992,157.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	47,945.
7 Add lines 5 and 6	7	5,040,102.
8 Enter qualifying distributions from Part XII, line 4	8	5,131,885.

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. 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 27b		1	47,945.
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	47,945.
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	47,945.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	99,859.	
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	99,859.	
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	51,914.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 51,914. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► DIANNA DEELEY Telephone no. ► (415) 362-6954 Located at ► 235 MONTGOMERY ST., SUITE 711, SAN FRANCISCO, CA ZIP+4 ► 94104		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 N/A ► <input type="checkbox"/>	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	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	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. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		168,828.	16,883.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAUREL BEYL - 235 MONTGOMERY ST., STE 711, SAN FRANCISCO, CA	OFFICE ASSISTANT 40.00	57,372.	5,737.	0.

Total number of other employees paid over \$50,000

▶ 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
RAND & ASSOCIATES LLC - 650 CALIFORNIA STREET, 24TH FLOOR, SAN FRANCISCO, CA 94108	INVESTMENT COUNSEL	237,882.
WELLS FARGO - 464 CALIFORNIA STREET, SAN FRANCISCO, CA 94104	ASSET CUSTODIAN	81,228.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	104,406,676.
b	Average of monthly cash balances	1b	85,413.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	104,492,089.
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	104,492,089.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,567,381.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	102,924,708.
6	Minimum investment return. Enter 5% of line 5	6	5,146,235.

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	5,146,235.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	47,945.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	47,945.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,098,290.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,098,290.
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	5,098,290.

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	5,131,885.
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	5,131,885.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	47,945.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,083,940.

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				5,098,290.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			4,922,110.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 5,131,885.				
a Applied to 2015, but not more than line 2a			4,922,110.	
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				209,775.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				4,888,515.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

N/A

1 a 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 foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

Prior 3 years

(a) 2016

(b) 2015

(c) 2014

(d) 2013

(e) Total

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

NONE

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.

NONE

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

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

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

SEE STATEMENT 13

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 Paid during the year				
ALTERNATIVES IN ACTION, OAKLAND		PC	CONSTRUCTION PROJECT	175,000.
BOYS & GIRLS CLUBS OF THE COASTSIDE, HALF MOON BAY		PC	CAPITAL CAMPAIGN	50,000.
COMMUNITY SUPPORT NETWORK, SANTA ROSA		PC	RENOVATION PROJECT	50,000.
COMPASS FAMILY SERVICES, SAN FRANCISCO		PC	SEISMIC RETROFIT	75,000.
COVENANT HOUSE CALIFORNIA, OAKLAND		PC	CAPITAL IMPROVEMENTS	100,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				4,857,500.
b Approved for future payment				
ARCHBISHOP MITTY HIGH SCHOOL, SAN JOSE		PC		125,000.
ARCHBISHOP RIORDAN HIGH SCHOOL, SF		PC		150,000.
CURIODYSSEY, SAN MATEO		PC		300,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				1,535,000.

THE WILLIAM G. IRWIN CHARITY FOUNDATION

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	4500 QUALITY CARE PROPERTIES INC	P	11/01/16	12/02/16
b	5000 AIRGAS INC 2.950% 6/15/16	P	01/27/12	05/16/16
c	5000 BARCLAYS BANK PLC 5.000% 9/22/16	P	06/16/11	09/22/16
d	5000 BEST BUY CO INC 3.750% 3/15/16	P	11/25/11	03/15/16
e	7500 CLOROX CO.	P	09/17/08	04/06/16
f	5250 COWLITZ CNTY WASH PU 5.000% 9/1/17	P	07/12/11	09/01/16
g	850 COWLITZ CNTY WASH PU 5.000% 9/1/17	P	07/12/11	11/02/16
h	5000 FED FARM CREDIT BK 1.890% 8/20/20	P	06/04/13	02/24/16
i	5000 FED FARM CREDIT BK 2.390% 3/06/23	P	03/06/13	04/15/16
j	5000 FED FARM CREDIT BK 2.940% 11/05/26	P	11/08/12	05/16/16
k	454545.45 FED HOME LN BK 1.875% 10/02/20	P	09/25/12	03/01/16
l	285714.29 FED HOME LN BK 2.250% 10/11/22	P	10/02/12	04/25/16
m	476.191 FED HOME LN BK 2.250% 10/11/22	P	10/11/12	05/18/16
n	1666.66 FED HOME LN BK 2.250% 10/11/22	P	10/11/12	07/08/16
o	5000 FED HOME LN BK 3.000% 11/08/27	P	11/08/12	05/02/16

(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 72,342.		138,825.	<66,483.>
b 500,000.		514,945.	<14,945.>
c 500,000.		543,275.	<43,275.>
d 500,000.		492,355.	7,645.
e 947,601.		475,874.	471,727.
f 525,000.		525,000.	0.
g 85,000.		85,000.	0.
h 500,000.		495,000.	5,000.
i 500,000.		499,750.	250.
j 500,000.		501,250.	<1,250.>
k 454,545.		454,455.	90.
l 285,714.		285,643.	71.
m 47,619.		47,607.	12.
n 166,667.		166,625.	42.
o 500,000.		499,875.	125.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<66,483.>
b			<14,945.>
c			<43,275.>
d			7,645.
e			471,727.
f			0.
g			0.
h			5,000.
i			250.
j			<1,250.>
k			90.
l			71.
m			12.
n			42.
o			125.

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 }

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

2

3

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	5000 FED NATL MTG ASSN 2.000% 7/16/21	P	11/07/12	04/18/16
b	5000 FED NATL MTG ASSN 2.750% 10/29/27	P	10/26/12	07/29/16
c	2490 GE CAPITAL FINANCIAL 2.000 9/30/16	P	09/20/12	09/30/16
d	1108 GENERAL MILLS INC	P	12/15/10	04/06/16
e	2200 GENERAL MILLS INC	P	12/15/10	04/06/16
f	6692 GENERAL MILLS INC	P	12/15/10	04/06/16
g	5000 JPMORGAN CHASE & CO 3.450% 3/01/16	P	03/22/11	03/01/16
h	3000 KENTUCKY ST ASSET/LI 3.928% 4/01/16	P	11/21/12	04/01/16
i	5000 LIBERTY PROPERTY LP 5.500% 12/15/16	P	11/18/11	10/12/16
j	3500 OCEANSIDE CA UNIF SC 4.500% 5/01/16	P	06/25/12	05/02/16
k	5000 PEPSICO INC	P	12/02/11	12/07/16
l	25000 REALTY INCOME CORP COM	P	12/11/13	08/30/16
m	970 SAFEWAY INC 3.400% 12/01/16	P	01/30/12	12/01/16
n	6000 VERSUM MATERIALS INC S	P	10/03/16	12/07/16
o	7500 WALGREENS BOOTS ALLIANCE INC	P	12/07/11	12/07/16

(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	500,000.		499,775.	225.
b	500,000.		497,800.	2,200.
c	249,000.		253,980.	<4,980.>
d	71,432.		39,687.	31,745.
e	141,833.		78,804.	63,029.
f	431,429.		239,641.	191,788.
g	500,000.		505,420.	<5,420.>
h	300,000.		326,877.	<26,877.>
i	504,212.		548,305.	<44,093.>
j	350,000.		386,365.	<36,365.>
k	500,765.		321,663.	179,102.
l	1,667,786.		888,137.	779,649.
m	97,000.		100,547.	<3,547.>
n	147,590.		61,385.	86,205.
o	636,929.		248,747.	388,182.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			225.
b			2,200.
c			<4,980.>
d			31,745.
e			63,029.
f			191,788.
g			<5,420.>
h			<26,877.>
i			<44,093.>
j			<36,365.>
k			179,102.
l			779,649.
m			<3,547.>
n			86,205.
o			388,182.

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

2

3

THE WILLIAM G. IRWIN CHARITY FOUNDATION

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	5000 ZIMMER BIOMET HOLDINGS INC	P	06/23/06	08/30/16
b	FNMA #535915 7.000% 4/1/31	P	06/07/01	
c	FNMA #576386 6.000% 5/1/16	P	05/08/01	
d	VR IMPAC SECD ASSE 8/25/32	P	03/01/05	
e	CLASS ACTION SETTLEMENT - ELECTRONIC DATA SYS	P		
f	CLASS ACTION SETTLEMENT - LEHMAN BROTHERS	P		
g	CLASS ACTION SETTLEMENT - PRIVATE EQUITY LITI	P		
h	CLASS ACTION SETTLEMENT - SPRINT NEXTEL CORPO	P		
i	CLASS ACTION SETTLEMENT - TYCO INTERNATIONAL	P		
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 641,197.		316,977.	324,220.
b 397.		401.	<4.>
c 131.		131.	0.
d 39,814.		39,749.	65.
e 156.			156.
f 2,212.			2,212.
g 8.			8.
h 1,143.			1,143.
i 56.			56.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			324,220.
b			<4.>
c			0.
d			65.
e			156.
f			2,212.
g			8.
h			1,143.
i			56.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,287,708.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOUNDATION CENTER, SAN FRANCISCO		PC	ANNUAL GRANT	7,500.
HEARING & SPEECH CENTER, SAN FRANCISCO		PC	OFFICE SPACE REMODEL	50,000.
HOMEWARD BOUND OF MARIN, NOVATO		PC	OMA VILLAGE	100,000.
JESUIT RETREAT CENTER, LOS ALTOS		PC	HILLSIDE STABILIZATION	25,000.
LIFEMOVES, MENLO PARK		PC	RENOVATION PROJECT	145,000.
LOAVES & FISHES, SACRAMENTO		PC	DEBT REDUCTION	100,000.
NOVATO YOUTH CENTER		PC	NEW VAN	20,000.
OPTIONS RECOVERY SERVICES, BERKELEY		PC	FACILITY UPGRADE	75,000.
PARCA, BURLINGAME		PC	CAPITAL REPAIRS	25,000.
RAVENSWOOD FAMILY HEALTH CENTER, EAST PALO ALTO		PC	IMAGING EQUIPMENT	60,000.
Total from continuation sheets				4,407,500.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SACRAMENTO LIFE CENTER		PC	CAPITAL CAMPAIGN	50,000.
ST. ANTHONY DINING ROOM, SAN FRANCISCO		PC	ANNUAL GRANT	65,000.
ST. VINCENT DE PAUL SOCIETY, SAN FRANCISCO		PC	RENOVATION PROJECT	250,000.
THE SALVATION ARMY, SAN FRANCISCO		PC	BUILDING RENOVATION	100,000.
THE SALVATION ARMY, SAN FRANCISCO		PC	ANNUAL GRANT	55,000.
SAN FRANCISCO CHILD ABUSE PREVENTION CENTER		PC	CAPITAL CAMPAIGN	300,000.
SAN FRANCISCO SPCA		PC	CT SCANNER	47,000.
SOCIETY OF ST. VINCENT DE PAUL, SAN MATEO		PC	REMODELING PROJECT	75,000.
SWORDS TO PLOWSHARES, SAN FRANCISCO		PC	SAFETY IMPROVEMENTS	100,000.
WEST CONTRA COSTA SALESIAN BOYS & GIRLS CLUB, RICHMOND		PC	EQUIPMENT AND FACILITY UPGRADES	70,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YMCA STONESTOWN, SAN FRANCISCO		PC	UPGRADES AND ADDITIONS	250,000.
YWCA OF SONOMA COUNTY, SANTA ROSA		PC	KITCHEN REMODEL	25,000.
BAY AREA DISCOVERY MUSEUM, SAUSALITO		PC	HEALTH SAFETY PROJECT	75,000.
CALIFORNIA ACADEMY OF SCIENCES, SAN FRANCISCO		PC	TWILIGHT ZONE EXHIBIT	150,000.
CHILDREN'S MUSEUM OF SONOMA COUNTY, SANTA ROSA		PC	ADA IMPROVEMENTS	25,000.
HEADLANDS CENTER FOR THE ARTS, SAUSALITO		PC	LIFE-SAFETY IMPROVEMENTS	25,000.
MARINE MAMMAL CENTER, SAUSALITO		PC	INTENSIVE CARE QUARANTINE PROJECT	100,000.
NATURE BRIDGE, SAN FRANCISCO		PC	CAPITAL CAMPAIGN, 1ST HALF	250,000.
OAKLAND ZOO		PC	GRIZZLY BEAR HABITAT	300,000.
SAN FRANCISCO BALLET		PC	ANNUAL GRANT	40,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
SAN FRANCISCO OPERA		PC	ANNUAL GRANT	40,000.
SAN FRANCISCO SYMPHONY		PC	ANNUAL GRANT	40,000.
MARIN PRIMARY & MIDDLE SCHOOL, LARKSPUR		PC	SCIENCE CLASSROOMS	125,000.
MOREAU CATHOLIC HIGH SCHOOL, HAYWARD		PC	CLASSROOM RENOVATIONS	160,000.
MOST HOLY TRINITY SCHOOL, SAN JOSE		PC	CLASSROOM FURNITURE	60,000.
NOTRE DAME DE NAMUR UNIVERSITY, BELMONT		PC	RESTORATION OF RALSTON HALL	100,000.
OUR SAVIOR LUTHERAN SCHOOL, LIVERMORE		PC	FLOORING RENOVATION PROJECT	97,000.
ST. BRENDAN PARISH SCHOOL, SAN FRANCISCO		PC	LIBRARY REMODEL	50,000.
ST. MARY'S COLLEGE HIGH SCHOOL, BERKELEY		PC	STUDENT CHAPEL	100,000.
ST. RAPHAEL SCHOOL, SAN RAFAEL		PC	SECURITY IMPROVEMENTS	33,000.
Total from continuation sheets				

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

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HABITOT CHILDRENS MUSEUM, BERKELEY		PC		25,000.
MARIN HORIZON SCHOOL, MILL VALLEY		PC		100,000.
MERCY RETIREMENT & CARE CENTER, OAKLAND		PC		75,000.
NATURE BRIDGE, SAN FRANCISCO		PC		250,000.
NEW HORIZONS PRESCHOOL & DAYCARE, LIVERMORE		PC		60,000.
SAN FRANCISCO UNIVERSITY HIGH SCHOOL		PC		250,000.
SAN MATEO COUNTY HEALTH FOUNDATION		PC		75,000.
WILDCARE, SAN RAFAEL		PC		125,000.
Total from continuation sheets				960,000.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SUNDRY INTEREST	129.	129.	
TOTAL TO PART I, LINE 3	129.	129.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BOND ACCRETION	<9,562.>	0.	<9,562.>	<9,562.>	
DIVIDENDS PER WFB					
TAX STMT	1,872,378.	0.	1,872,378.	1,872,378.	
INTEREST PER WFB					
TAX STMT	1,019,137.	0.	1,019,137.	1,019,137.	
LESS ADJUSTMENT TO BASIS IN REALTY					
INCOME CORP	<2,474.>	0.	<2,474.>	<2,474.>	
LESS ADJUSTMENTS TO BASIS IN	<1,393.>	0.	<1,393.>	<1,393.>	
LESS OVERSTATED INTEREST ON WFB					
TAX STMT	<21,754.>	0.	<21,754.>	<21,754.>	
PLUS HPC SPIN OFF OF QUALITY CARE					
PROPERTIES	138,825.	0.	138,825.	138,825.	
PLUS OVERSTATED INTEREST ON BOOKS	42.	0.	42.	42.	
TE INTEREST PER					
WFB TAX STMT	31,220.	0.	31,220.	0.	
U.S. INTEREST PER					
WFB TAX STMT	37,568.	0.	37,568.	37,568.	
TO PART I, LINE 4	3,063,987.	0.	3,063,987.	3,032,767.	

FORM 990-PF

LEGAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,196.	2,478.		3,718.
TO FM 990-PF, PG 1, LN 16A	6,196.	2,478.		3,718.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	35,550.	14,220.		21,330.
TO FORM 990-PF, PG 1, LN 16B	35,550.	14,220.		21,330.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	237,882.	237,882.		0.
TO FORM 990-PF, PG 1, LN 16C	237,882.	237,882.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	14,408.	5,763.		8,645.
FEDERAL EXCISE TAX	59,300.	0.		0.
TAX WITHHELD ON FOREIGN INCOME	37,702.	37,702.		0.
TO FORM 990-PF, PG 1, LN 18	111,410.	43,465.		8,645.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MAINTENANCE - PAUL I. FAGAN				
MEMORIAL PARK	6,500.	0.		6,500.
SUBSCRIPTIONS & MEMBERSHIP	15,824.	490.		15,334.
TELEPHONE	3,056.	1,223.		1,833.
INSURANCE	17,983.	7,193.		10,790.
STATIONERY & SUPPLIES	416.	166.		250.
EQUIPMENT & REPAIR SERVICES	7,803.	3,121.		4,682.
POSTAGE	458.	183.		275.
WATER SERVICE	414.	166.		248.
WELLS FARGO BANK FEES	81,228.	81,228.		0.
MISCELLANEOUS	186.	74.		112.
ADR FEES	450.	450.		0.
TO FORM 990-PF, PG 1, LN 23	134,318.	94,294.		40,024.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FEDERAL NATL MORTGAGE ASSN. 7.0%	X		2,455.	2,871.
IMPAC SECD ASSETS CORP. VAR.%	X		135,646.	130,407.
CALIFORNIA ST BUILD AMERICA BONDS 11/01/21		X	712,524.	688,392.
DAYTON OH 6.200% 12/01/2024		X	552,735.	553,940.
HARRIS CNTY TX 4.000% 10/01/2019		X	342,900.	318,513.
MCHENRY CNTY IL CMNT 4.160% 2/01/18		X	565,000.	513,480.
MILLBRAE CA SCH DIST 5.400% 7/01/2020		X	585,885.	544,750.
MT DIABLO CALIF UNI SCH DIST 4.348% 8/01/2018		X	545,940.	516,970.
RIVERSIDE CA CMNTY CLG DIST 3.158% 8/01/21		X	355,712.	362,239.
SAN FRANCISCO CALIF CITY & 3.396 5/01/2019		X	369,411.	362,394.
SAN MATEO CA UNION HIGH SCH DI 2.720% 9/91/2021		X	519,565.	503,045.
VILLA PARK ILL 6.000% 12/15/28		X	559,940.	535,620.
TOTAL U.S. GOVERNMENT OBLIGATIONS			138,101.	133,278.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			5,109,612.	4,899,343.
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,247,713.	5,032,621.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3M COMPANY	736,340.	1,785,700.
ABBOTT LABS	575,678.	960,250.
ABBVIE INC	624,273.	1,565,500.
AIR PRODUCTS AND CHEMICALS	654,053.	1,725,840.
ALPHABET INC CL A (WAS GOOGLE CL A)	281,223.	990,563.
ALPHABET INC CL A (WAS GOOGLE CL C)	280,228.	967,091.
AMERICAN EXPRESS CO	593,124.	1,481,600.
APPLE INC	1,141,758.	2,026,850.
ARISTA NETWORKS INC	648,182.	967,700.
AT&T INC	937,476.	1,275,900.
AUTOMATIC DATA PROCESSING	902,209.	1,284,750.
BANK OF AMERICA CORP	1,285,885.	1,370,200.
BCE INC	1,028,150.	1,081,000.
BED BATH & BEYOND INC	1,404,086.	1,219,200.
BERKSHIRE HATHAWAY INC DEL	848,010.	2,441,210.
CATERPILLAR INC	427,584.	1,298,360.
CHEVRON CORP	474,383.	2,354,000.
CLOROX CO.	634,499.	1,200,200.
COGNIZANT TECH SOLUTIONS CRP COM	741,240.	840,450.

THE WILLIAM G. IRWIN CHARITY FOUNDATION

94-6069873

COMCAST CORP CLASS A	691,329.	2,416,750.
CONOCOPHILLIPS	812,266.	1,253,500.
DU PONT E I DE NEMOURS & CO	878,305.	1,468,000.
ESCROW GM CORP SR	1,132,927.	11,250.
FREEPORT-MCMORAN	1,132,229.	791,400.
GENERAL ELECTRIC CO.	2,185,326.	3,476,000.
GENERAL MILLS INC.	715,895.	1,235,400.
GENERAL MOTORS CO (GM)	809,172.	730,351.
GENERAL MOTORS CO (GMWSB)	0.	7,876.
HAIN CELESTIAL GROUP	1,174,764.	1,170,900.
INTEL CORPORATION	1,003,990.	1,813,500.
ISHARES NASDAQ BIOTECHNOLOGY ETF	1,360,457.	1,326,900.
JOHNSON & JOHNSON	959,478.	1,728,150.
JPMORGAN CHASE & CO	1,149,250.	2,157,250.
KOHL'S CORP	842,120.	740,700.
MCKESSON CORP	1,475,478.	1,053,375.
MONSANTO CO	1,193,223.	1,472,940.
MOTORS LIQ CO GUC TR	8,328.	12,944.
NATIONAL OILWELL VARCO INC COM	2,166,111.	1,684,800.
NOVARTIS AG - ADR	1,022,222.	1,092,600.
ORACLE CORPORATION	1,024,665.	961,250.
PEPSICO INC.	847,514.	1,569,450.
PFIZER INC	1,493,425.	1,624,000.
PHILIP MORRIS INTERNATIONAL IN	1,048,293.	1,143,625.
PROCTER & GAMBLE CO	39,380.	1,345,280.
QUALCOMM INC	1,014,592.	978,000.
SAP SE	822,347.	864,300.
SPDR S&P EMERGING MARKETS DIV ETF	994,770.	793,800.
TOTAL S.A. ADR	1,727,740.	1,529,100.
UNITED TECHNOLOGIES CORP	585,516.	2,521,260.
VANGUARD FTSE ALL WORLD EX-US SMALL CAP ETF	999,711.	940,300.
VANGUARD FTSE EMERGING MKT	855,011.	715,600.
VANGUARD INTL EQUITY INDEX	953,219.	883,600.
VERIZON COMMUNICATIONS	1,503,656.	1,868,300.
VISA INC-CLASS A SHRS	1,129,664.	1,872,480.
WALGREENS BOOTS ALLIANCE INC	497,495.	1,241,400.
WELLS FARGO & CO	17,078.	2,424,840.
YUM BRANDS	1,038,402.	1,266,600.
YUM CHINA HOLDINGS INC	448,215.	522,400.
ZIMMER HOLDINGS INC.	950,931.	1,548,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	52,922,875.	79,094,535.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMEX CENTURION BK 1.500% 10/11/17	247,212.	250,511.
AMGEN INC 3.450% 10/01/20	522,520.	518,075.
APPLIED MATERIALS INC 4.300% 6/15/21	548,045.	537,565.
AT&T INC 4.450% 5/15/21	547,772.	528,790.
AVON PRODUCTS INC 6.500% 3/1/19	591,700.	517,500.
BARCLAYS BANK PLC 3.750% 7/28/20	497,000.	516,030.
BECTON DICKINSON 3.250% 11/12/20	521,770.	514,090.
BLACKROCK INC 3.375% 6/01/22	208,817.	207,348.
BOARDWALK PIPELINES 5.500% 2/1/17	539,000.	501,330.
BURLINGTON NORTHERN 8.125% 4/15/20	327,750.	293,868.
CITIGROUP INC 2.400% 2/18/20	508,080.	498,985.
CONSTELLATION ENERGY 5.150% 12/1/20	494,275.	540,535.
DIRECTV HOLDINGS/FING 5.875% 10/01/19	585,310.	546,460.
EBAY INC 3.250% 10/15/20	511,905.	511,755.
EMC CORP 1.875% 6/01/18	500,750.	494,460.
EXPRESS SCRIPTS HOLDING 3.300% 2/25/21	513,575.	509,385.
EXPRESS SCRIPTS INC 7.250% 6/15/19	631,700.	558,545.
FREEPORT-MCMORAN COPPER & GOLD 2.150 3/1/17	497,905.	496,875.
GAP INC/THE 5.950% 4/12/21	535,995.	526,170.
GENERAL DYNAMICS CORP 3.875% 7/15/21	539,370.	531,300.
HESS CORP 8.125% 2/15/19	632,745.	557,110.
HSBC HOLDINGS PLC 2.950% 5/25/2021	513,520.	499,810.
IBM CORPORATION 5.700% 9/14/2017	577,190.	514,985.
KOHL'S CORPORATION 4.000% 11/01/21	524,250.	524,355.
KROGER CO. 6.400% 8/15/17	608,910.	514,860.
LABORATORY CORP OF AMER 3.200% 2/1/22	511,775.	504,155.
MOLSON COORS BREWING CO 3.500% 5/01/22	508,830.	514,685.
MORGAN STANLEY 4.875% 11/01/22	551,700.	535,870.
NORDSTROM INC. 6.250% 1/15/18	589,210.	523,395.
PUBLIC SERVICE OKLAHOMA 5.150% 12/01/19	285,945.	268,830.
ROYAL BK SCOTLND GRP 6.400% 10/21/19	555,295.	544,405.
RPM INTERNATIONAL IN 6.500% 2/15/18	563,380.	524,020.
SAN DIEGO G&E 3.000% 8/15/2021	507,710.	514,415.
SYMANTEC CORP 2.750% 6/15/17	513,350.	501,715.
SYMANTEC CORP 4.200% 9/15/20	525,475.	512,925.
VIACOM INC 4.250 9/01/23	517,650.	500,400.
WALGREEN CO 3.100% 9/15/22	989,660.	999,850.
XEROX CORPORATION 4.500% 5/15/21	522,745.	519,860.
TOTAL TO FORM 990-PF, PART II, LINE 10C	19,869,791.	19,175,222.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALERIAN MLP ETF	COST	1,736,011.	2,047,500.
HCP INC	COST	1,024,468.	668,700.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,760,479.	2,716,200.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
WILLIAM LEE OLDS, JR. 235 MONTGOMERY ST., STE 711 SAN FRANCISCO, CA 94104-2996	PRESIDENT 12.50	0.	0. 0.
JANE OLDS BOGART 235 MONTGOMERY ST., STE 711 SAN FRANCISCO, CA 94104-2996	VICE PRESIDENT & TRUSTEE 12.50	0.	0. 0.
WILLIAM L. OLDS III 235 MONTGOMERY ST., STE 711 SAN FRANCISCO, CA 94104-2996	TRUSTEE 12.50	0.	0. 0.
ANTHONY O. ZANZE 235 MONTGOMERY ST., STE 711 SAN FRANCISCO, CA 94104-2996	TRUSTEE 12.50	0.	0. 0.
JAMES F. ZANZE 235 MONTGOMERY ST., STE 711 SAN FRANCISCO, CA 94104-2996	TRUSTEE 12.50	0.	0. 0.
DIANNA M. DEELEY 235 MONTGOMERY ST., STE 711 SAN FRANCISCO, CA 94104-2996	SECRETARY/GRANTS ADMIN. 40.00	168,828.	16,883. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		168,828.	16,883. 0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DIANNA DEELEY, GRANTS ADMINISTRATOR & OFFICE MANAGER
235 MONTGOMERY STREET, SUITE 711
SAN FRANCISCO, CA 94104

TELEPHONE NUMBER

415-362-6954

FORM AND CONTENT OF APPLICATIONS

1. EXPRESSION OF INTEREST REQUIRES SUMMARY LETTER ONLY.
2. COMPLETE PROPOSAL: INCLUDING CURRENT FINANCIAL STATEMENTS AND BUDGET; LIST OF OFFICERS, DIRECTORS AND/OR TRUSTEES; COPIES OF FEDERAL AND STATE TAX EXEMPTION LETTERS; AND COMPLETE JUSTIFICATION FOR REQUEST, HISTORY OF ORGANIZATION, AND A DESCRIPTION OF ITS ACTIVITIES.

ANY SUBMISSION DEADLINES

APPROXIMATELY FOUR (4) TO SIX (6) WEEKS PRIOR TO MEETING DATE. MEETINGS ARE HELD APPROXIMATELY EVERY TWO (2) MONTHS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

1. GRANTS ARE RESTRICTED TO CHARITABLE USES IN THE STATES OF CALIFORNIA AND HAWAII.
2. IT IS NOT A FOUNDATION POLICY TO APPROVE GRANTS FOR INDIVIDUALS OR SCHOLARSHIPS.
3. A WAITING PERIOD OF TWELVE (12) MONTHS IS REQUIRED BETWEEN PROPOSAL SUBMISSIONS.