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EXTENDED TO NOVEMBER 15, 2017

## Return of Private Foundation

OMB No 1545-0052

Form 990-PF

Department of the Treasury  
Internal Revenue Service► Do not enter social security numbers on this form as it may be made public.  
► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation <b>THE WILLIAM G. IRWIN CHARITY FOUNDATION</b>		A Employer identification number <b>94-6069873</b>
Number and street (or P O box number if mail is not delivered to street address) <b>235 MONTGOMERY STREET</b>		Room/suite <b>711</b>
City or town, state or province, country, and ZIP or foreign postal code <b>SAN FRANCISCO, CA 94104-2910</b>		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"/>
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		2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>106,900,932.</b>	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), 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))		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
1 Contributions, gifts, grants, etc., received		(a) Revenue and expenses per books      (b) Net investment income      (c) Adjusted net income      (d) Disbursements for charitable purposes (cash basis only)
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments		N/A
3 Dividends and interest from securities		129.      129.      STATEMENT 1
5a Gross rents b Net rental income or (loss)		3,063,987.      3,032,767.      STATEMENT 2
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a b 13,367,578.		2,287,708.      2,287,708.      RECEIVED JUL 17 2017 BO 3      103      103 OGDEN UT
7 Capital gain net income (from Part IV line 2)		
8 Net short-term capital gain		
9 Income modifications Gross sales less returns and allowances		
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 b Accounting fees c Other professional fees		STMT 3      6,196.      2,478.      3,718. STMT 4      35,550.      14,220.      21,330. 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 b Net investment income (if negative enter -0-) c Adjusted net income (if negative, enter -0-)		<365,479.>      4,794,486.      N/A

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2016.04000 THE WILLIAM G. IRWIN CHAR 7025		1

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.
	b	Investments - corporate stock	STMT 9	47,742,803.	52,922,875.
	c	Investments - corporate bonds	STMT 10	17,580,058.	19,869,791.
	11	Investments - land, buildings, and equipment basis ►	13,978.	13,978.	13,978.
		Less accumulated depreciation		13,978.	13,978.
	12	Investments - mortgage loans			
	13	Investments - other	STMT 11	3,838,712.	2,760,479.
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation			
	15	Other assets (describe ► PURCHASED INTEREST )		0.	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.
	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.
Liabilities	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	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			
Net Assets or Fund Balances	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 <b>13,367,578.</b>		<b>11,079,870.</b>		<b>2,287,708.</b>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e				<b>2,287,708.</b>	
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		<b>2,287,708.</b>
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		<b>N/A</b>

**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	<b>5,570,396.</b>	<b>104,766,957.</b>	<b>.053169</b>
2014	<b>4,759,056.</b>	<b>108,636,427.</b>	<b>.043807</b>
2013	<b>4,842,926.</b>	<b>103,593,379.</b>	<b>.046749</b>
2012	<b>4,853,823.</b>	<b>97,365,512.</b>	<b>.049852</b>
2011	<b>4,822,001.</b>	<b>98,528,177.</b>	<b>.048940</b>

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	<b>Tax based on investment income.</b> 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 <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10 51,914.
11	Enter the amount of line 10 to be: <b>Credited to 2017 estimated tax</b> ► 51,914.   <b>Refunded</b> ► 11 0.	

**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?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
<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>		
1c	Did the foundation file Form 1120-POL for this year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		
(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
<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>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
<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:	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
<ul style="list-style-type: none"> <li>• By language in the governing instrument, or</li> <li>• 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?</li> </ul>		
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>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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 <i>General Instruction G?</i> If "No," attach explanation	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

## 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)	Yes	No
11		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)	Yes	No
12		X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	Yes	No
13	X		
14	The books are in care of ► <u>DIANNA DEELEY</u> Telephone no. ► <u>(415) 362-6954</u> Located at ► <u>235 MONTGOMERY ST., SUITE 711, SAN FRANCISCO, CA</u> ZIP+4 ► <u>94104</u>	Yes	No
14			
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	Yes	No
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 ►	Yes	No
16		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.**

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 <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	
Organizations relying on a current notice regarding disaster assistance check here		► <input type="checkbox"/>	
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?		
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 <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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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.

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.

1	N/A	
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 104,406,676.
b	Average of monthly cash balances	1b 85,413.
c	Fair market value of all other assets	1c
d	<b>Total</b> (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	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5 102,924,708.
6	<b>Minimum investment return</b> 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	<b>Distributable amount as adjusted.</b> 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	<b>Qualifying distributions.</b> 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	<b>Adjusted qualifying distributions.</b> 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			4,922,110.	
a Enter amount for 2015 only				
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.			4,922,110.	
a Applied to 2015, but not more than line 2a				
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.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
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.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>		► 3a	4,857,500.
<b>b Approved for future payment</b>				
ARCHBISHOP MINTY HIGH SCHOOL, SAN JOSE		PC		125,000.
ARCHEBISHOP RIORDAN HIGH SCHOOL, SF		PC		150,000.
CURIODYSSEY, SAN MATEO		PC		300,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>		► 3b	1,535,000.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

**1 Program service revenue:**

a \_\_\_\_\_  
 b \_\_\_\_\_  
 c \_\_\_\_\_  
 d \_\_\_\_\_  
 e \_\_\_\_\_  
 f \_\_\_\_\_  
 g Fees and contracts from government agencies

**2 Membership dues and assessments****3 Interest on savings and temporary cash investments****4 Dividends and interest from securities****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****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue:**

a \_\_\_\_\_  
 b \_\_\_\_\_  
 c \_\_\_\_\_  
 d \_\_\_\_\_  
 e \_\_\_\_\_

**12 Subtotal. Add columns (b), (d), and (e)**

14 129.

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

18 2,287,708.

13 5,351,824.

(See worksheet in line 13 instructions to verify calculations.)

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

**Line No.** Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

**a Transfers from the reporting foundation to a noncharitable exempt organization of:**

(1) Cash  
(2) Other assets

**b** Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

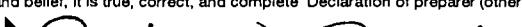
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement,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

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.</p> <p><b>Sign Here</b></p> <p> <b>7/13/2017</b> <b>GRANTS ADMIN</b></p> <p>Signature of officer or trustee      Date      Title</p>		<p>May the IRS discuss this return with the preparer shown below (see instr.)?</p> <p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>			
<p><b>Paid Preparer Use Only</b></p>	<p>Print/Type preparer's name</p> <p><b>THOMAS J. PARRY</b></p>	<p>Preparer's signature</p> <p><b>THOMAS J. PARRY</b></p>	<p>Date</p> <p><b>06/30/17</b></p>	<p>Check <input type="checkbox"/> if self-employed</p>	<p>PTIN</p> <p><b>P00154906</b></p>
	<p>Firm's name ► <b>BENSON &amp; NEFF, CPA'S A PROF CORP</b></p>			<p>Firm's EIN ► <b>94-2973071</b></p>	
	<p>Firm's address ► <b>1 POST STREET, SUITE 2150 SAN FRANCISCO, CA 94104-5206</b></p>			<p>Phone no. <b>(415)705-5615</b></p>	
	<p> </p>				

## 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) 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	<66,483.>		
a			<14,945.>		
b			<43,275.>		
c			7,645.		
d			471,727.		
e			0.		
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 }		2		
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		

## 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 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 }

2

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

## 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.	<4.0		
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			(I) 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			<4.0		
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	

## THE WILLIAM G. IRWIN CHARITY FOUNDATION 94-6069873

## 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
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.
<b>Total from continuation sheets</b>				<b>4,407,500.</b>

## THE WILLIAM G. IRWIN CHARITY FOUNDATION

94-6069873

## 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.
<b>Total from continuation sheets</b>				

## THE WILLIAM G. IRWIN CHARITY FOUNDATION 94-6069873

## 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)				
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.
<b>Total from continuation sheets</b>				

## THE WILLIAM G. IRWIN CHARITY FOUNDATION

94-6069873

## Part XV Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAN FRANCISCO 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.
<b>Total from continuation sheets</b>				

THE WILLIAM G. IRWIN CHARITY FOUNDATION

94-6069873

**Part XV** **Supplementary Information**

### 3 Grants and Contributions Paid During the Year (Continuation)

**Total from continuation sheets**

623631  
04-01-16

## THE WILLIAM G. IRWIN CHARITY FOUNDATION

94-6069873

## Part XV Supplementary Information

## 3 Grants and Contributions Approved for Future Payment (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
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.
<b>Total from continuation sheets</b>				<b>960,000.</b>

## 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
SUNDY 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					
TE INTEREST PER					
WFB TAX STMT	42.	0.	42.	42.	
U.S. INTEREST PER					
WFB TAX STMT	31,220.	0.	31,220.	0.	
TO PART I, LINE 4	37,568.	0.	37,568.	37,568.	
	3,063,987.	0.	3,063,987.	3,032,767.	

## THE WILLIAM G. IRWIN CHARITY FOUNDATION

94-6069873

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

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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.
KOHLS 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.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10C</b>	<b>19,869,791.</b>	<b>19,175,222.</b>

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 CONTRIB	EXPENSE 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.