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

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

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

OMB No 1545-0052
2016
Open to Public Inspection

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

Name of foundation VESPER SOCIETY		A Employer identification number 94-6122250	
Number and street (or P O box number if mail is not delivered to street address) 115 SANSOME STREET NO 1250	Room/suite	B Telephone number (see instructions) (415) 291-0901	
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94104		C If exemption application is pending, check here <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) ▶ \$ 30,207,038		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	34,154			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,145,339	1,145,339	1,145,339	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	979,975			
	b Gross sales price for all assets on line 6a	5,257,784			
	7 Capital gain net income (from Part IV, line 2)		979,975		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	15,318	0	15,318		
12 Total. Add lines 1 through 11	2,174,786	2,125,314	1,160,657		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	211,343	0	0	201,536
	14 Other employee salaries and wages	73,935	0	0	74,630
	15 Pension plans, employee benefits	31,426	0	0	30,333
	16a Legal fees (attach schedule)	2,504	0	0	3,403
	b Accounting fees (attach schedule)	81,262	0	0	81,176
	c Other professional fees (attach schedule)	923,131	134,891	134,891	879,943
	17 Interest	388	0	0	388
	18 Taxes (attach schedule) (see instructions)	43,378	0	0	0
	19 Depreciation (attach schedule) and depletion	1,678	0	0	
	20 Occupancy	64,142	0	15,163	54,448
	21 Travel, conferences, and meetings	91,705	0	0	88,787
	22 Printing and publications	4,924	0	0	4,924
	23 Other expenses (attach schedule)	33,788	0	0	33,298
	24 Total operating and administrative expenses. Add lines 13 through 23	1,563,604	134,891	150,054	1,452,866
	25 Contributions, gifts, grants paid	30,750			30,750
26 Total expenses and disbursements. Add lines 24 and 25	1,594,354	134,891	150,054	1,483,616	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	580,432				
b Net investment income (if negative, enter -0-)		1,990,423			
c Adjusted net income (if negative, enter -0-)			1,010,603		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	36,388	56,486	56,486
	2 Savings and temporary cash investments	47,827	47,826	47,826
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	5,873	12,097	12,097
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	29,456,649	30,086,185	30,086,185
	14 Land, buildings, and equipment basis ▶ _____ 13,569 Less accumulated depreciation (attach schedule) ▶ 9,125	1,417	4,444	4,444
15 Other assets (describe ▶ _____)	856,657	954,810	0	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	30,404,811	31,161,848	30,207,038	
Liabilities	17 Accounts payable and accrued expenses	77,702	93,639	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).			
	22 Other liabilities (describe ▶ _____)	59,464	65,009	
	23 Total liabilities (add lines 17 through 22)	137,166	158,648	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	30,267,193	31,003,200	
	25 Temporarily restricted	452	0	
	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 (see instructions)	30,267,645	31,003,200		
31 Total liabilities and net assets/fund balances (see instructions) .	30,404,811	31,161,848		

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	30,267,645
2 Enter amount from Part I, line 27a	2	580,432
3 Other increases not included in line 2 (itemize) ▶ _____	3	155,123
4 Add lines 1, 2, and 3	4	31,003,200
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	31,003,200

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)
1 a PUBLICLY TRADED SECURITIES (LONG TERM)			
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 5,257,784		4,277,809	979,975
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			979,975
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	979,975
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part Yes No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,420,951	30,836,147	0.046081
2014	1,292,895	31,247,413	0.041376
2013	1,247,187	29,168,493	0.042758
2012	1,295,169	26,464,487	0.048940
2011	1,331,690	26,615,732	0.050034

2 Total of line 1, column (d)	2	0.229189
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.045838
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	29,431,793
5 Multiply line 4 by line 3	5	1,349,095
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,904
7 Add lines 5 and 6	7	1,368,999
8 Enter qualifying distributions from Part XII, line 4	8	1,483,616

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Tax based on investment income'. Total amount owed is 20,143.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', and 'Did the foundation have at least \$5,000 in assets at any time during the year?'. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-13 regarding controlled entities, donor advised funds, and public inspection requirements.

14 The books are in care of DZH PHILLIPS LLC Telephone no (510) 834-6542

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15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15

16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? Includes instructions for exceptions and filing requirements for FinCEN Form 114.

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.

Main table for Part VII-B with 3 columns: Question, Yes, No. Rows 1a-4b covering various Form 4720 exceptions and requirements.

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here. Yes No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

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

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAROL MCKEVITT 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	EXECUTIVE ASSISTANT 40 00	74,630	22,666	0

Total number of other employees paid over \$50,000. Yes No 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
KASPICK & COMPANY 211 MAIN STREET SAN FRANCISCO, CA 94105	INVESTMENT SERVICES	134,891
DZH PHILLIPS 1330 BROADWAY SUITE 630 OAKLAND, CA 94612	ACCOUNTING SERVICES	60,145
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 HEALTH SERVICES TO THE UNDERSERVED TELEHEALTH BEHAVIORAL SERVICES WITH CONNECTING TO CARE IN REDDING, CA AND TELEHEALTH PROGRAM WITH CDSDP IN EL CENTRO, CA CHRONIC DISEASE PROGRAM WITH CLINIC BY THE BAY IN SAN FRANCISCO, CA BEHAVIORAL HEALTH SERVICES WITH LA CLINICA DE LA RAZA IN OAKLEY, CA AND OAKLAND, CA DENTAL SERVICES FOR YOUTH WITH JOHN MUIR HEALTH FOUNDATION'S MOBILE DENTAL CLINIC IN CONTRA COSTA COUNTY, CA, AND DENTAL SERVICES WITH UNITED INDIAN HEALTH SERVICES IN ARCATA, CA ASTHMA PROGRAM WITH CLINICAS DE SALUD DEL PUEBLO (CSDSP) IN EL CENTRO, CA DIABETES CARE PROGRAM WITH MODOC MEDICAL CENTER IN ALTURAS, CA REDUCING HEALTH DISPARITIES WITH MODOC MEDICAL CENTER IN ALTURAS, CA CONTRIBUTION TO CONSTRUCT A NEW PROCEDURE ROOM AT THE FORTUNA COMMUNITY HEALTH CENTER IN FORTUNA, CA MENTAL HEALTH SERVICES WITH WOMEN'S COMMUNITY CLINIC IN SAN FRANCISCO, CA AND WITH STREET LEVEL HEALTH SERVICES IN OAKLAND, CA HEALTH SERVICES WITH ST ROSE HOSPITAL FDN IN HAWYARD, CA	707,426
2 YOUTH SERVICES YOUTH EMPOWERMENT WITH THE CITY OF OAKLEY, CA, TO DEVELOP AND IMPLEMENT ACTIVITIES FOR YOUTH AND FAMILIES THROUGH THE OAKLEY YOUTH ADVISORY COUNCIL DEVELOPMENTAL ASSETS PROGRAM WITH IMPERIAL VALLEY REGIONAL OCCUPATIONAL PROGRAM (IVROP) IN EL CENTRO, CALIFORNIA, TO BUILD AND WORK WITH COMMUNITY NETWORKS TO USE DEVELOPMENTAL ASSETS SURVEY FINDINGS AS A FOUNDATION FOR MEASURING AND MONITORING SKILLS AND RESOURCES TO IMPROVE YOUTH'S READINESS FOR LIFE AFTER HIGH SCHOOL BUILDING COMMUNITY CAPACITY AMONG YOUTH WITH COMMUNITY INITIATIVES (RENAISSANCE JOURNALISM) IN SAN FRANCISCO, CA, TO DEVELOP A PROGRAM TO ENGAGE YOUNG PEOPLE IN STORYTELLING IN IMPERIAL VALLEY, CA DEVELOP YOUTH LEADERSHIP WITH THE UNIVERSITY OF CALIFORNIA AGRICULTURE AND NATURAL RESOURCES TO INCREASE LEADERSHIP OPPORTUNITIES FOR YOUTH IN THE 4-H PROGRAM IN IMPERIAL COUNTY, CA YOUTH DEVELOPMENT WITH MULTI-GENERATIONAL CENTER IN FORTUNA, CA TO DEVELOP A DESIGN PROPOSAL FOR A YOUTH CENTER	317,755
3 SERVICE IN THE WORLD INTERFAITH ALLIES - VESPER SOCIETY IS WORKING WITH CALIFORNIA LUTHERAN UNIVERSITY (CLU) IN THOUSAND OAKS, CALIFORNIA, TO PROVIDE OPPORTUNITIES FOR CLU STUDENTS AND PACIFIC LUTHERAN THEOLOGICAL SEMINARY STUDENTS IN BERKELEY, CA, TO WORK ON INTERFAITH ISSUES AND SERVICE LEARNING THE ACTIVITIES WILL ENABLE US TO BUILD A BASE OF KNOWLEDGE THAT WILL CONTRIBUTE TO THE LARGER FIELD OF INTERFAITH STUDIES SOCIAL JUSTICE MINISTRY - VESPER SOCIETY IS WORKING WITH FIRST UNITED METHODIST CHURCH IN EL CENTRO, CALIFORNIA, TO SUPPORT THE OLIVE STREET CENTER THAT OFFERS IMMIGRATION SERVICES AND THE GARDEN PROJECT THAT WORKS TO IMPROVE THE HEALTH AND WELL-BEING OF CHILDREN AND FAMILIES, ADDRESSING THE SERIOUS ISSUE OF HUNGER IN THE IMPERIAL VALLEY	67,078
4 PARTNER CAPACITY BUILDING THE PARTNER CAPACITY BUILDING PROGRAM EXISTS TO RESPOND TO THE ORGANIZATIONAL DEVELOPMENT NEEDS OF OUR PROJECT PARTNERS	103,125

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____	
2 _____	
All other program-related investments See instructions	
3 _____	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	29,830,716
b	Average of monthly cash balances.	1b	49,277
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	29,879,993
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	29,879,993
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	448,200
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	29,431,793
6	Minimum investment return. Enter 5% of line 5.	6	1,471,590

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

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	1,483,616
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	1,483,616
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	19,904
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,463,712

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				
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ _____				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a	1,010,603	1,425,393	1,364,415	882,778	4,683,189
c Qualifying distributions from Part XII, line 4 for each year listed	859,013	1,211,584	1,159,753	750,361	3,980,711
d Amounts included in line 2c not used directly for active conduct of exempt activities	1,483,616	1,420,951	1,292,895	1,247,187	5,444,649
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	30,750	28,300	23,775	39,575	122,400
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.	981,060	1,027,871	1,041,581	972,283	4,022,795
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

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

- a** The name, address, and telephone number or email address of the person to whom applications should be addressed
- b** The form in which applications should be submitted and information and materials they should include
- c** Any submission deadlines
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				30,750
b <i>Approved for future payment</i>				
Total ▶ 3b				0

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
LUTHER S LUEDTKE 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	CHAIR 2 00	0	0	0
MICHAEL A MATA 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	VICE CHAIR 1 00	0	0	0
MELISSA ANDERSON 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	CFO 2 00	0	0	0
ANITA WOTIZ 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	SECRETARY 2 00	0	0	0
MIYOKO OSHIMA 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	PRESIDENT 40 00	164,100	27,590	0
ERIC REYNOLDS 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0
RODRIC A LORIMER 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0
MELVIN D GEORGE 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0
MARY TABATA 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0
LAURA MITCHELL 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0
KATHERINE KIDD 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0
SIDNEY STOLZ 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0
BARBARA VARENHORST 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0
RANDALL SCHIEBER 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0
IRENE HEINEMEIER 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0
JOHN LARSON 115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1 00	0	0	0

Form 990FP Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHRISTIAN COMMUNITY DEVELOPMENT ASSOCIATION 3827 WEST OGDEN AVE CHICAGO, IL 60623	NONE	PC	GENERAL SUPPORT	15,000
CLINIC BY THE BAY 4877 MISSION STREET SAN FRANCISCO, CA 94112	NONE	PC	GENERAL SUPPORT	1,125
COMITE CIVICO DEL VALLE 235 MAIN ST BRAWLEY, CA 92227	NONE	PF	GENERAL SUPPORT	1,000
HEALTH MINISTRIES PO BOX 60042 DAYTON, OH 45406	NONE	PC	GENERAL SUPPORT	2,500
HUMBOLDT AREA FOUNDATION 363 INDIANOLA ROAD BAYSIDE, CA 95524	NONE	PC	GENERAL SUPPORT	2,500
IMPERIAL VALLEY REGIONAL OCCUPATIONAL PROGRAM 687 W STATE STREET EL CENTRO, CA 92243	NONE	PC	GENERAL SUPPORT	1,000
LEADERSPRING 655 13TH STREET 100 OAKLAND, CA 94612	NONE	PC	GENERAL SUPPORT	1,000
NEW VISION PARTNERS 2750 EAST NEW YORK DRIVE PASADENA, CA 91107	NONE	PC	GENERAL SUPPORT	1,000
OPERATION ACCESS 1119 MARKET ST 300 SAN FRANCISCO, CA 94103	NONE	PC	GENERAL SUPPORT	2,500
UNITED CHRISTIAN CAMPUS MINISTRIES PO BOX 20149 STANFORD, CA 94309	NONE	PC	GENERAL SUPPORT	1,000
WOMEN'S COMMUNITY CLINIC 1833 FILLMORE STREET 3RD FLOOR SAN FRANCISCO, CA 94115	NONE	PC	GENERAL SUPPORT	1,125
YOUTH ENRICHMENT STRATEGIES 3029 MACDONALD AVENUE RICHMOND, CA 94804	NONE	PC	GENERAL SUPPORT	1,000
Total ▶				30,750
3a				

TY 2016 Accounting Fees Schedule**Name:** VESPER SOCIETY**EIN:** 94-6122250

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DZH PHILLIPS (ACCOUNTING)	60,145	0	0	60,059
ARMANINO LLP (AUDIT)	21,117	0	0	21,117

TY 2016 Investments - Other Schedule**Name:** VESPER SOCIETY**EIN:** 94-6122250

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DFA INTERM GOVT BOND PORTFOLIO	FMV	2,875,742	2,875,742
DFA U.S. SMALL CAP VALUE FUND	FMV	875,122	875,122
VANGUARD SMALL CAP INDEX FUND ADM.	FMV	1,623,655	1,623,655
DFA EMERGING MARKETS PORTFOLIO	FMV	1,626,198	1,626,198
DFA U.S. LARGE CAP VALUE PORTFOLIO	FMV	1,446,005	1,446,005
DFA U.S. LARGE COMPANY PORTFOLIO	FMV	2,645,220	2,645,220
DODGE & COX STOCK	FMV	1,943,097	1,943,097
T ROWE PRICE GROWTH STOCK FUND	FMV	1,646,807	1,646,807
GMO INTL EQUITY III	FMV	1,419,548	1,419,548
HARBOR INT INST	FMV	1,377,331	1,377,331
MORGAN STANLEY INST INTL EQUITY I	FMV	1,388,743	1,388,743
COHEN & STEER INST REALTY SHARES	FMV	2,373,633	2,373,633
COHEN & STEER INTER REALTY FUND I	FMV	1,391,322	1,391,322
LOOMIS SAYLES BOND FUND INST'L	FMV	1,360,379	1,360,379
PIMCO TOTAL RETURN FUND INST	FMV	2,126,731	2,126,731
FNMA CMO SERIES G29	FMV	599	599
FNMA CMO SERIES 92-G012	FMV	586	586
FNMA CMO SERIES 2G024	FMV	827	827
PIMCO FOREIGN BOND INST'L	FMV	1,560,471	1,560,471
PIMCO HIGH YIELD INST'L	FMV	606,156	606,156
DFA INT'L SMALL CAP VALUE PORTFOLIO	FMV	791,011	791,011
FRANKLIN MUTUAL QUEST	FMV	0	0
VANGUARD DIVIDEND GROWTH INV	FMV	1,007,002	1,007,002

TY 2016 Legal Fees Schedule**Name:** VESPER SOCIETY**EIN:** 94-6122250

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADLER & COLVIN	2,504	0	0	3,403

TY 2016 Other Assets Schedule**Name:** VESPER SOCIETY**EIN:** 94-6122250**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSITS	3,119	3,119	
PROJECT ADVANCES	853,538	951,691	

TY 2016 Other Expenses Schedule**Name:** VESPER SOCIETY**EIN:** 94-6122250**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELECOMMUNICATIONS	9,734	0	0	9,148
EQUIPMENT LEASE AND RENTAL	381	0	0	476
INSURANCE	10,565	0	0	10,598
POSTAGE	1,510	0	0	1,510
DUES AND SUBSCRIPTION	4,333	0	0	4,371
BANK CHARGES	1,353	0	0	990
SUPPLIES	5,893	0	0	6,186
OTHER EXPENSES	19	0	0	19

TY 2016 Other Income Schedule**Name:** VESPER SOCIETY**EIN:** 94-6122250**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS RECEIPTS	417		417
RENTAL INCOME	14,901		14,901

TY 2016 Other Increases Schedule**Name:** VESPER SOCIETY**EIN:** 94-6122250

Description	Amount
UNREALIZED GAIN FROM INVESTMENTS	155,123

TY 2016 Other Liabilities Schedule**Name:** VESPER SOCIETY**EIN:** 94-6122250

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAX	57,351	60,454
LEASE PAYABLE	2,113	4,555

TY 2016 Other Professional Fees Schedule**Name:** VESPER SOCIETY**EIN:** 94-6122250

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KASPICK & COMPANY	134,891	134,891	134,891	0
GABRIELA ARVIZU	1,760	0	0	1,760
SPERANZA AVRAM	31,181	0	0	24,743
ANA CALDERON	2,500	0	0	2,500
MARY HELGESEN-GABEL	1,100	0	0	1,100
ALEJANDRO GALICIA DI	880	0	0	880
JESSE GARNIER	2,000	0	0	2,000
EVA MARTINEZ	1,750	0	0	1,750
STEPHEN O'DONOGHUE	200	0	0	200
JOSUE ROJAS	880	0	0	880
RONALD A STEWART	7,000	0	0	7,000
SCOTT TUCKER	2,000	0	0	2,000
FITZPATRICK CONSULTING GROUP	2,740	0	0	2,805
MISSION-MINDED	2,400	0	0	2,325
ST ROSE HOSPITAL	0	0	0	10,000
CONNECTING TO CARE	89,767	0	0	50,000
LA CLINICA DE LA RAZA	86,605	0	0	80,000
CLINIC BY THE BAY	47,000	0	0	50,000
CALIFORNIA LUTHERAN UNIVERSITY	26,576	0	0	10,000
CLINICAS DE SALUD DEL PUEBLO	159,917	0	0	100,000
IMPERIAL VALLEY REGIONAL OCCUP PROGRAM	92,179	0	0	140,000
RENAISSANCE JOURNALISM	66,200	0	0	24,644
LAST FRONTIER HEALTHCARE DISTRICT	13,541	0	0	70,000
REGENTS OF THE UNIVERSTITY OF CALIFORNIA	11,920	0	0	10,000
WOMEN'S COMMUNITY CLINIC	54,647	0	0	50,000
OPEN DOOR COMMUNITY HEALTH CENTERS	0	0	0	50,000
UNITED INDIAN HEALTH SERVICES	6,875	0	0	100,000
STREET LEVEL HEALTH PROJECT	6,567	0	0	40,000
LOS ANGELES UNITED METHODIST URBAN FOUNDATION	0	0	0	20,000
ZERO DIVIDE	25,356	0	0	25,356
FIRST UNITED METHODIST CHURCH	18,480	0	0	0
JOHN MUIR HEALTH FOUNDATION	10,000	0	0	0
MULTI-GENERATIONAL CENTER	14,200	0	0	0
CITY OF OAKLEY	2,019	0	0	0

TY 2016 Taxes Schedule**Name:** VESPER SOCIETY**EIN:** 94-6122250

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	43,378	0	0	0

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

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990

OMB No 1545-0047
2016

Name of the organization
VESPER SOCIETY

Employer identification number
94-6122250

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

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

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

Name of organization
VESPER SOCIETY

Employer identification number
94-6122250

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE WHITMAN INSTITUTE <hr/> 405 DAVIS COURT SUITE 301 <hr/> SAN FRANCISCO, CA 94111	<hr/> \$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-	<hr/> <hr/> <hr/>	<hr/> \$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-	<hr/> <hr/> <hr/>	<hr/> \$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-	<hr/> <hr/> <hr/>	<hr/> \$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-	<hr/> <hr/> <hr/>	<hr/> \$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-	<hr/> <hr/> <hr/>	<hr/> \$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization VESPER SOCIETY	Employer identification number 94-6122250
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

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

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

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

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

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

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____