

Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

► Do not enter social security numbers on this form as it may be made public. *NOV*► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning

07/01, 2016, and ending

06/30, 2017

Name of foundation

SAKANA FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

1300 EVANS AVENUE, NO. 880154

City or town, state or province, country, and ZIP or foreign postal code

SAN FRANCISCO, CA 94188

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation *NY*I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 86,302,945. J Accounting method: Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis)*

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		26,538,625.			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B.					
3 Interest on savings and temporary cash investments.		20.	3,568.		
4 Dividends and interest from securities		2,476,082.	2,490,140.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		779,510.			
b Gross sales price for all assets on line 6a	30,585,690.				
7 Capital gain net income (from Part IV, line 2)			2,256,157.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		29,794,237.	4,749,865.		
13 Compensation of officers, directors, trustees, etc.		0.			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) ATCH 1.		2,250.			3,405.
b Accounting fees (attach schedule) ATCH 1.		28,385.	18,378.		18,378.
c Other professional fees (attach schedule) [3]		132,487.			154,393.
17 Interest					
18 Taxes (attach schedule) (see instructions) [4]		195,735.			235.
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 5.		13,670.	7,457.		6,213.
24 Total operating and administrative expenses.					
Add lines 13 through 23.		372,527.	25,835.		182,624.
25 Contributions, gifts, grants paid		2,130,573.			3,266,392.
26 Total expenses and disbursements Add lines 24 and 25		2,503,100.	25,835.	0.	3,449,016.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		27,291,137.			
b Net investment income (if negative, enter -0-)			4,724,030.		
c Adjusted net income (if negative, enter -0-)					

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Operating and Administrative Expenses

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
	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	258,499.	117,477.	117,477.
	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	ATCH 6	3,095.	3,095.
	10a	Investments - U S and state government obligations (attach schedule) [7.]	5,548,833.	15,044,723.	15,044,723.
	b	Investments - corporate stock (attach schedule) ATCH 8	54,111,000.	71,137,650.	71,137,650.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans.			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)		169,130.	
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		60,090,557.	86,302,945.
	17	Accounts payable and accrued expenses		31,457.	27.
	18	Grants payable		7,970,637.	6,834,818.
	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 ► ATCH 9)		61,200.	149,700.
	23	Total liabilities (add lines 17 through 22)		8,063,294.	6,984,545.
		Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted		52,027,263.	79,318,400.
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input type="checkbox"/>			
	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)		52,027,263.	79,318,400.
	31	Total liabilities and net assets/fund balances (see instructions)		60,090,557.	86,302,945.

Part III Analysis of Changes in Net Assets or Fund Balances

1	52,027,263.
2	27,291,137.
3	
4	79,318,400.
5	
6	79,318,400.

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 SEE PART IV SCHEDULE					
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 30,585,690.		28,329,533.	2,256,157.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	2,256,157.	
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?

 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	3,742,338.	23,643,283.	0.158283
2014	2,799,500.	32,089,231.	0.087241
2013	11,559,789.	37,810,168.	0.305732
2012	1,140.	5,541,351.	0.000206
2011	2,400.	419.	5.727924

- | | | |
|---|----------|-------------|
| 2 Total of line 1, column (d) | 2 | 6.279386 |
| 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 | 1.255877 |
| 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 | 4 | 74,594,724. |
| 5 Multiply line 4 by line 3. | 5 | 93,681,798. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b). | 6 | 47,240. |
| 7 Add lines 5 and 6. | 7 | 93,729,038. |
| 8 Enter qualifying distributions from Part XII, line 4
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. | 8 | 3,449,016. |

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)	1	94,481.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
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	
3	Add lines 1 and 2 . . .		3	94,481.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		4	0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . .		5	94,481.
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016. . .	6a	107,574.	
b	Exempt foreign organizations - tax withheld at source . . .	6b		
c	Tax paid with application for extension of time to file (Form 8868). . .	6c	15,000.	
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .		7	122,574.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .		8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . .		9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .		10	28,093.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ►	28,093.	Refunded ►	11

Part VII-A Statements Regarding Activities

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

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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
14	The books are in care of ► <u>PISCES INC.</u> Telephone no. ► <u>415-288-0540</u> Located at ► <u>1300 EVANS AVENUE, NO. 880154 SAN FRANCISCO, CA</u> ZIP+4 ► <u>94188-8014</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <u>15</u>		
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 ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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

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

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(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 checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <u> </u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► <u> </u> , <u> </u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u> </u> , <u> </u> , <u> </u> , <u> </u> , <u> </u>		
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)		
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?		

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	<input checked="" type="checkbox"/>
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	<input checked="" type="checkbox"/>
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 12		154,393.
Total number of others receiving over \$50,000 for professional services ►		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
All other program-related investments. See instructions		
3	NONE	
Total. Add lines 1 through 3 ►		

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	75,520,839.
b Average of monthly cash balances	1b	209,845.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	75,730,684.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	75,730,684.
4 Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,135,960.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	74,594,724.
6 Minimum investment return. Enter 5% of line 5	6	3,729,736.

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	3,729,736.
2a Tax on investment income for 2016 from Part VI, line 5	2a	94,481.
b Income tax for 2016 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	94,481.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	3,635,255.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	3,635,255.
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	3,635,255.

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	3,449,016.
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,449,016.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,449,016.

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				3,635,255.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20 14 ,20 13 ,20 12 .				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013	9,534,014.			
d From 2014	1,204,806.			
e From 2015	2,566,792.			
f Total of lines 3a through e	13,305,612.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 3,449,016.				
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.				3,449,016.
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).)	186,239.			186,239.
6 Enter the net total of each column as indicated below:	13,119,373.			
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	13,119,373.			
10 Analysis of line 9				
a Excess from 2012	9,347,775.			
b Excess from 2013	1,204,806.			
c Excess from 2014	2,566,792.			
e Excess from 2016				

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

NOT APPLICABLE

- | a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|---------------|----------|----------|---------------|------------|----------|---------------|--|--|-----------|--|----------|----------|----------|----------|--|--|--|--|--|--|----------------------------|--|--|--|--|--|---|--|--|--|--|--|---|--|--|--|--|--|---|--|--|--|--|--|---|--|--|--|--|--|-------------------------------------|--|--|--|--|--|----------------------------------|--|--|--|--|--|---|--|--|--|--|--|--|--|--|--|--|--|--------------------------------------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|---------------------------------------|--|--|--|--|--|
| b Check box to indicate whether the foundation is a private operating foundation described in section | | | | 4942(j)(3) or | 4942(j)(5) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th colspan="2" rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2016</th> <th>(b) 2015</th> <th>(c) 2014</th> <th>(d) 2013</th> </tr> </thead> <tbody> <tr> <td>2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>b 85% of line 2a</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>c Qualifying distributions from Part XII, line 4 for each year listed .</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>d Amounts included in line 2c not used directly for active conduct of exempt activities</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>3 Complete 3a, b, or c for the alternative test relied upon</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>a "Assets" alternative test - enter</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(1) Value of all assets.</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(2) Value of assets qualifying under section 4942(j)(3)(B)(i)</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>c "Support" alternative test - enter</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(3) Largest amount of support from an exempt organization.</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(4) Gross investment income</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table> | | | | | | Tax year | Prior 3 years | | | (e) Total | | (a) 2016 | (b) 2015 | (c) 2014 | (d) 2013 | 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | | b 85% of line 2a | | | | | | c Qualifying distributions from Part XII, line 4 for each year listed . | | | | | | d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | | e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | | 3 Complete 3a, b, or c for the alternative test relied upon | | | | | | a "Assets" alternative test - enter | | | | | | (1) Value of all assets. | | | | | | (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | | b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | | c "Support" alternative test - enter | | | | | | (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). | | | | | | (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | | (3) Largest amount of support from an exempt organization. | | | | | | (4) Gross investment income | | | | | |
| Tax year | Prior 3 years | | | (e) Total | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | (a) 2016 | (b) 2015 | (c) 2014 | | | (d) 2013 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| b 85% of line 2a | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed . | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| a "Assets" alternative test - enter | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (1) Value of all assets. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| c "Support" alternative test - enter | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (3) Largest amount of support from an exempt organization. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (4) Gross investment income | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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

1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

ATTACHMENT 13

- 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

N/A

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

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

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATCH 14				
Total			► 3a	3,266,392.
b Approved for future payment				
ATCH 15				
Total			► 3b	7,310,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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) (See instructions)

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? | Yes | No |
| | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) | Cash | 1a(1) | X |
| (2) | Other assets. | 1a(2) | X |
| b | Other transactions: | | |
| (1) | Sales of assets to a noncharitable exempt organization. | 1b(1) | X |
| (2) | Purchases of assets from a noncharitable exempt organization. | 1b(2) | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | X |
| (4) | Reimbursement arrangements | 1b(4) | X |
| (5) | Loans or loan guarantees. | 1b(5) | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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

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

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.

**Sign
Here**

Signature of officer or trustee

5/14/18

► TRUSTEE

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

Paid Preparer Use Only	Print/Type preparer's name BRADFORD E WATTERSON	Preparer's signature 	Date 5/14/18	Check <input type="checkbox"/> if self-employed	PTIN P00082812
	Firm's name ► SEILER LLP	Firm's EIN ► 94-1624276			
	Firm's address ► THREE LAGOON DR STE 400 REDWOOD CITY, CA	94065	Phone no	650-365-4646	

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

Name of the organization
SAKANA FOUNDATION

Employer identification number
27-6269382

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 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 33 1/3 % 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization SAKANA FOUNDATION

Employer identification number
27-6269382**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	DORIS F FISHER 1300 EVANS AVENUE, NO. 880154 SAN FRANCISCO, CA 94188-8014	\$ 24,335,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	WILLIAM S FISHER 1300 EVANS AVENUE, NO. 880154 SAN FRANCISCO, CA 94188-8014	\$ 2,203,625.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization SAKANA FOUNDATION

Employer identification number

27-6269382

Part II Noncash Property (See instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	1,000,000 SHARES OF GAP INC.	\$ 24,335,000.	03/29/2017
2	85,000 SHS OF GAP INC.	\$ 2,203,625.	12/12/2016
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization SAKANA FOUNDATION

Employer identification number

27-6269382

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.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description			P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
30585690.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 28329533.			D	VARIOUS	VARIOUS 2,256,157.
		TOTAL GAIN(LOSS)					<u>2,256,157.</u>

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	2,250.			3,405.
TOTALS	<u>2,250.</u>			<u>3,405.</u>

ATTACHMENT 1

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING COMPLIANCE FEES	28,065.	17,340.	17,340.	
ACCOUNTING CONSULTING FEES	320.	1,038.	1,038.	
TOTALS	<u>28,385.</u>	<u>18,378.</u>	<u>18,378.</u>	

ATTACHMENT 2

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
GRANT CONSULTING FEES	132,487.
TOTALS	<u>132,487.</u>
	<u>154,393.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAXES	195,500.
STATE FILING FEES	235.
TOTALS	<u>195,735.</u>
	<u>235.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
BANK FEES	7,457.	7,457.	6,190.
D&O LIABILITY			23.
MISCELLANEOUS OFFICE EXPENSES			
TOTALS	<u>13,670.</u>	<u>7,457.</u>	<u>6,213.</u>

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID EXPENSES	3,095.	3,095.
TOTALS	<u>3,095.</u>	<u>3,095.</u>

ATTACHMENT 6

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ATTACHMENT 7</u>
US GOVERNMENT DEBT	15,044,723.	15,044,723.
US OBLIGATIONS TOTAL	<u>15,044,723.</u>	<u>15,044,723.</u>

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
3,235,000 SHS GAP INC.	71,137,650.	71,137,650.
TOTALS	<u>71,137,650.</u>	<u>71,137,650.</u>

ATTACHMENT 8

ATTACHMENT 9FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
DEFERRED FEDERAL EXCISE TAX	149,700.
TOTALS	<u>149,700.</u>

FORM 990PF, PART VII-A, LINE 10 - SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

WILLIAM S FISHER
1300 EVANS AVENUE, NO. 880154
SAN FRANCISCO, CA 94188-8014

ATTACHMENT 10

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>		<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE BENEFIT PLANS AND OTHER ALLOWANCES</u>
		<u>0.</u>	<u>0.</u>	
WILLIAM S FISHER 1300 EVANS AVENUE, NO. 880154 SAN FRANCISCO, CA 94188	TRUSTEE 2.00			
SAKURAKO D FISHER 1300 EVANS AVENUE, NO. 880154 SAN FRANCISCO, CA 94188	TRUSTEE 2.00			
	GRAND TOTALS	<u>0.</u>	<u>0.</u>	<u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
HIRSCH & ASSOCIATES LLC 1714 STOCKTON ST., STE 400 SAN FRANCISCO, CA 94113 CONSULTING SERVICES FOR GRANT MAKING	CONSULTING	154,393.
	TOTAL COMPENSATION	<u>154,393.</u>

ATTACHMENT 13

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

WILLIAM S. FISHER
SAKURAKO D. FISHER

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Grantee's Name	Address	City	State	Zip Code	Relationship	Status of Receipt	Purpose of Grant	Grant Amount
826 Valencia	826 Valencia Street	San Francisco	CA	94110	None	PC	Grant for general operating support	10,000
American Conservatory Theater	30 Grant Avenue, 7th Floor	San Francisco	CA	94108	None	PC	Grant made in honor of Priscilla Geeslin	25,000
American Friends of the Art Fund	125 Broadway Street	New York	NY	10004	None	PC	Grant to support the Yorkshire Sculpture Park	50,000
American Friends of the Art Fund	125 Broadway Street	New York	NY	10004	None	PC	Grant to support the Yorkshire Sculpture Park	50,000
Asian & Pacific Islander Wellness Center	730 Polk St Floor 4	San Francisco	CA	94109	None	PC	Grant for O2 Initiatives	40,000
Asian & Pacific Islander Wellness Center	730 Polk St Floor 4	San Francisco	CA	94109	None	PC	Grant for O2 Initiatives	3,000
Asian & Pacific Islander Wellness Center	730 Polk St Floor 4	San Francisco	CA	94109	None	PC	Grant for O2 Initiatives	2,500
Asian Art Museum Foundation	200 Larkin Street	San Francisco	CA	94102	None	PC	Grant for general operating support	25,000
California Symphony Orchestra, Inc	1475 North Broadway	Walnut Creek	CA	94596	None	PC	Grant for general operating support	75,000
Centre Pompidou Foundation	117 W 9th Street, Suite 901	Los Angeles	CA	90015	Executive Committee	PC	Grant for support to the acquisitions fund	5,000
Centre Pompidou Foundation	117 W 9th Street, Suite 901	Los Angeles	CA	90015	Executive Committee	PC	Grant for general operating support	30,000
Classical KDFC	201 Third Street, Suite 1200	San Francisco	CA	94103	None	PC	Grant for general operating support	10,000
Compass Family Services	49 Powell Street, 3rd Floor	San Francisco	CA	94102	None	PC	Grant for O2 Initiatives	2,500
CuriOdyssey	1651 Coyote Point Dr	San Mateo	CA	94401	None	PC	Grant for The Campaign for CuriOdyssey	50,000
CuriOdyssey	1651 Coyote Point Dr	San Mateo	CA	94401	None	PC	Grant for The Campaign for CuriOdyssey	50,000
Exploratorium	Piers 15/17	San Francisco	CA	94111	Trustee Emeritus	PC	Grant to support the purchase of Harmonogram art pieces	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Grantee's Name	Address	City	State	Zip Code	Relationship	Status of Receipt	Purpose of Grant	Grant Amount
Exploratorium	Piers 15/17	San Francisco	CA	94111	Trustee Emeritus	PC	Grant to support the Annual Fund	100,000
Exploratorium	Piers 15/17	San Francisco	CA	94111	Trustee Emeritus	PC	Grant to support the Party at the Piers Event	100,000
Exploratorium	Piers 15/17	San Francisco	CA	94111	Trustee Emeritus	PC	Grant to support Phase 1 Exploratorium Capital Campaign	250,000
For-Site Foundation	49 Geary Street, Suite 205	San Francisco	CA	94108	None	PC	Grant to support Visionaries	50,000
Friends of the Musee des Arts decoratifs	40 E 78th Street, Suite 12G	New York	NY	10075	None	PC	Grant for general operating support	25,000
Headlands Center for the Arts	944 Fort Barry	Sausalito	CA	94965	None	PC	Grant for general operating support	10,000
Hope Mohr	P O Box 225237	San Francisco	CA	94122	None	PC	Grant for general operating support.	10,000
KQED, Inc	2601 Mariposa Street	San Francisco	CA	94110	None	PC	Grant for general operating support	5,000
League of American Orchestras	33 West 60th Street, 5th Floor	New York	NY	10023	None	PC	Grant to support the Annual Fund	25,000
Legal Service for Prisoners with Children	1540 Market Street Ste 490	San Francisco	CA	94102	None	PC	Grant for O2 Initiatives	40,000
Legal Service for Prisoners with Children	1540 Market Street Ste 490	San Francisco	CA	94102	None	PC	Grant for O2 Initiatives.	3,000
Legal Service for Prisoners with Children	1540 Market Street Ste 490	San Francisco	CA	94102	None	PC	Grant for O2 Initiatives.	2,500
Lincoln	1266 14th Street	Oakland	CA	94607	None	PC	Grant for O2 Initiatives	5,000
Los Angeles Opera Company	135 North Grand Avenue	Los Angeles	CA	90012	None	PC	Grant for the James Conlon 10th Anniversary Initiative	10,000
Massachusetts Museum of Contemporary Art	1040 Mass Moca Way	North Adams	MA	01247	None	PC	Grant for general operating support	5,000
Massachusetts Museum of Contemporary Art	1040 Mass Moca Way	North Adams	MA	01247	None	PC	Grant to support The Confluence Campaign	333,333

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Grantee's Name	Address	City	State	Zip Code	Relationship	Status of Receipt	Purpose of Grant	Grant Amount
Mercy Housing California	1360 Mission St Ste 300	San Francisco	CA	94103	None	PC	Grant for O2 Initiatives	3,000
Mercy Housing California	1360 Mission St Ste 300	San Francisco	CA	94103	None	PC	Grant for O2 Initiatives	5,000
Mercy Housing California	1360 Mission St Ste 300	San Francisco	CA	94103	None	PC	Grant for O2 Initiatives	40,000
New Century Chamber Orchestra	44 Page Street, Suite 600	San Francisco	CA	94102	None	PC	Grant for general operating support	10,000
ODC	351 Shotwell Street	San Francisco	CA	94110	Member, Advisory Board	PC	Grant to support Fall for Art	10,000
ODC	351 Shotwell Street	San Francisco	CA	94110	Member, Advisory Board	PC	Grant for general operating support	75,000
ODC	351 Shotwell Street	San Francisco	CA	94110	Member, Advisory Board	PC	Grant for general operating support	25,000
Greenbelt Alliance	312 Sutter Street, Suite 510	San Francisco	CA	94108	None	PC	Grant for O2 Initiatives	2,500
Princeton University Art Museum	Elm Dr	Princeton	NJ	08544	Member, Advisory Board	PC	Grant to support the Princeton University Art Museum 2017 Gala	25,000
San Francisco Conservatory of Music	50 Oak Street	San Francisco	CA	94102	None	PC	Grant to support the Collegiate Scholarship Fund	18,000
San Francisco Jazz Organization	201 Franklin Street	San Francisco	CA	94102	None	PC	Grant for general operating support	5,000
San Francisco LGBT Center	1800 Market St.	San Francisco	CA	94102	None	PC	Grant for O2 Initiatives.	5,000
San Francisco Museum of Modern Art	151 Third Street	San Francisco	CA	94103	None	PC	Gift in honor of Bob Fisher's birthday	2,500
San Francisco Museum of Modern Art	151 Third Street	San Francisco	CA	94103	None	PC	Grant for Main Acquisitions Committee	25,000
San Francisco Museum of Modern Art	151 Third Street	San Francisco	CA	94103	None	PC	Grant for support of the Directors Circle.	20,000
San Francisco Symphony	Davies Symphony Hall, 201 Van Ness Avenue	San Francisco	CA	94102	President, Board of Governors	PC	Grant in honor of the Leadership Team	20,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Grantee's Name	Address	City	State	Zip Code	Relationship	Status of Receipt	Purpose of Grant	Grant Amount
San Francisco Symphony	Davies Symphony Hall, 201 Van Ness Avenue	San Francisco	CA	94102	President, Board of Governors	PC	Grant in memory of David Gee	<u>500</u>
San Francisco Symphony	Davies Symphony Hall, 201 Van Ness Avenue	San Francisco	CA	94102	President, Board of Governors	PC	Grant for general operating support	12,500
San Francisco Symphony	Davies Symphony Hall, 201 Van Ness Avenue	San Francisco	CA	94102	President, Board of Governors	PC	Grant to support the Annual Fund	250,000
San Francisco Symphony	Davies Symphony Hall, 201 Van Ness Avenue	San Francisco	CA	94102	President, Board of Governors	PC	Grant to support the LAO Dinner-Watts Room.	3,500
San Francisco Symphony	Davies Symphony Hall, 201 Van Ness Avenue	San Francisco	CA	94102	President, Board of Governors	PC	Grant to support the National Portrait Gallery's Bill Viola The Moving Portrait Exhibition	50,000
Smithsonian Institution	PO Box 37012 MRC 035	Washington	DC	20013	Member, National Board	PC	Grant to support the campaign celebration.	4,715
Smithsonian Institution	PO Box 37012 MRC 035	Washington	DC	20013	Member, National Board	PC	Grant to support the Smithsonian Campaign	50,000
Smithsonian Institution	PO Box 37012 MRC 035	Washington	DC	20013	Member, National Board	PC	Grant to support the National Museum of African Art's African Contemporary Women Artists Program	50,000
Smithsonian Institution	PO Box 37012 MRC 035	Washington	DC	20013	Member, National Board	PC	Grant for general operating support	50,000
Stern Grove Festival Association	832 Folsom Street, Suite 1000 San Francisco	CA	94107	None	PC	Grant to support The Big Picnic & general operating	15,000	
The American Friends of the Whitechapel Gallery Foundation, Inc	125 Broad Street	New York	NY	10004	None	PC	Grant in support of the William Kentridge Thick Time exhibition	16,844
The John F Kennedy Center	2700 F Street NW	Washington	DC	20566	Member, Board of Trustees	PC	Grant for general operating support	50,000
UC Davis Foundation	1460 Drew Ave Ste 100	Davis	CA	95618	None	PC	Grant to support the Jan Shrem and Maria Manetti Shrem Museum of Art Capital Campaign	25,000
UC Regents	University of CA, 1101 Valley Life Sciences Bldg	Berkeley	CA	94720	None	PC	Grant to support Dr. Kevin Padian's work at the Museum of Paleontology	20,000
UC Regents	University of CA, 1101 Valley Life Sciences Bldg	Berkeley	CA	94720	None	PC	Grant to support Gala at the Greek	10,000
								<u><u>3,266,592</u></u>

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Grantee's Name	Address	City	State	Zip Code	Relationship	Status of Receipt	Purpose of Grant	Grant Amount
Smithsonian Institution	PO Box 37012 MRC 035	Washington	DC	20013	Member, National Board	PC	To support the Smithsonian Campaign	7,000,000
For-Site Foundation	49 Geary Street, Suite 205	San Francisco	CA	94108	None	PC	To support Visionaries	50,000
Hope Mohr	P O Box 225237	San Francisco	CA	94122	None	PC	To support general operation	5,000
826 Valencia	826 Valencia Street	San Francisco	CA	94110	None	PC	To support general operation	10,000
UC Regents	101 Zellerbach Hall #4800	Berkeley	CA	94720	None	PC	To support Dr Kevin Padian's work at the Museum of Paleontology	20,000
California Symphony Orchestra, Inc	1475 North Broadway	Walnut Creek	CA	94596	None	PC	To support general operation	75,000
CuriOdyssey	1651 Coyote Point Drive	San Mateo	CA	94401	None	PC	To support The Capital Campaign for CuriOdyssey	150,000
							<u>7,310,000</u>	