

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

OMB No 1545-0052
2017
Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation THE FREMONT GROUP FOUNDATION		A Employer identification number 33-3255428	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 193809	Room/suite	B Telephone number (see instructions) (415) 284-8503	
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 941193809		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) ▶ \$ 13,553,091		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 type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>MODIFIED CASH</u> (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)				
	2 Check <input checked="" 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	183,535	183,535		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	922,545			
	b Gross sales price for all assets on line 6a	1,594,854			
	7 Capital gain net income (from Part IV, line 2)		922,545		
	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	1,106,080	1,106,080			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,795	0		2,795
	b Accounting fees (attach schedule)	61,800	0		61,800
	c Other professional fees (attach schedule)	13,812	13,812		0
	17 Interest	3	3		0
	18 Taxes (attach schedule) (see instructions)	12,225	1,315		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10,284	0		10,284
	24 Total operating and administrative expenses. Add lines 13 through 23	100,919	15,130		74,879
	25 Contributions, gifts, grants paid	571,624			571,624
26 Total expenses and disbursements. Add lines 24 and 25	672,543	15,130		646,503	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	433,537				
b Net investment income (if negative, enter -0-)		1,090,950			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	116,665	208,485	208,485
	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	8,389		
	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)	7,704,742	8,057,317	13,344,606
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,829,796	8,265,802	13,553,091	
Liabilities	17 Accounts payable and accrued expenses		2,521	
	18 Grants payable	10,000	10,000	
	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 ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	10,000	12,521	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29 Retained earnings, accumulated income, endowment, or other funds	7,819,796	8,253,281		
30 Total net assets or fund balances (see instructions)	7,819,796	8,253,281		
31 Total liabilities and net assets/fund balances (see instructions) .	7,829,796	8,265,802		

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	7,819,796
2 Enter amount from Part I, line 27a	2	433,537
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	8,253,333
5 Decreases not included in line 2 (itemize) ▶ _____	5	52
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	8,253,281

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	922,545
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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 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))
2016	551,507	10,985,879	0 050201
2015	536,567	11,603,270	0 046243
2014	443,512	11,276,112	0 039332
2013	396,930	9,978,937	0 039777
2012	408,546	8,663,845	0 047155
2 Total of line 1, column (d)			2 0 222708
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 044542
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 12,609,395
5 Multiply line 4 by line 3			5 561,648
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,910
7 Add lines 5 and 6			7 572,558
8 Enter qualifying distributions from Part XII, line 4			8 646,503

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 0, and amount overpaid is 11,479.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include '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/No columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A 13 Yes
14 The books are in care of PRESIDENT DIRECTOR Telephone no (415) 284-8503
Located at 199 FREMONT STREET 22ND FLOOR SAN FRANCISCO CA ZIP+4 94105
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here 15
16 At any time during calendar year 2017, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b No
Organizations relying on a current notice regarding disaster assistance check here.
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 2017? 1c No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? Yes No
If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 2017 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 2017). 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4b No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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 type="checkbox"/> Yes	<input checked="" 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
	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	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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? <i>If "Yes" to 6b, file Form 8870</i>			6b
				No
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).

Table with 5 columns: (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. Includes a row for 'See Additional Data Table'.

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

Table with 5 columns: (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.

Total number of other employees paid over \$50,000. 0

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation.

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

Table with 2 columns: Description of activities (lines 1-4) and Expenses.

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

Table with 2 columns: Description of investments (lines 1-3) and Amount.

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	12,644,380
b	Average of monthly cash balances.	1b	157,036
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	12,801,416
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	12,801,416
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	192,021
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	12,609,395
6	Minimum investment return. Enter 5% of line 5.	6	630,470

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	630,470
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	10,910
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	10,910
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	619,560
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	619,560
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	619,560

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	646,503
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	646,503
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	10,910
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	635,593

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				619,560
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				14,103
f Total of lines 3a through e.	14,103			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>646,503</u>				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				619,560
e Remaining amount distributed out of corpus	26,943			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	41,046			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	41,046			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				14,103
e Excess from 2017.				26,943

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
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 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				571,624
b <i>Approved for future payment</i> HEAD ROYCE SCHOOL 4315 LINCOLN AVENUE OAKLAND, CA 94602	N/A	PC	TO SUPPORT THE HEADS UP PROGRAM TO PROMOTE ACADEMIC SUCCESS FOR UNDERSERVED MIDDLE SCHOOL STUDENTS	10,000
Total ▶ 3b				10,000

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

Part XVII

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...
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (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 Date Title

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

Paid Preparer Use Only
Print/Type preparer's name: BARBARA A MURPHY
Preparer's Signature
Date
Check if self-employed
PTIN: P00439228
Firm's name: FARELLA BRAUN MARTEL LLP
Firm's EIN: 94-1527242
Firm's address: 235 MONTGOMERY STREET SUITE 1800 SAN FRANCISCO, CA 94104
Phone no: (415) 954-4400

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
654 11 SHARES DODGE & COX STOCK FUND	P	2016-12-21	2017-05-23
319 57 SHARES DODGE & COX STOCK FUND	P	2017-03-29	2017-06-19
105 33 SHARES DODGE & COX STOCK FUND	P	2016-12-21	2017-08-28
119 77 SHARES DODGE & COX STOCK FUND	P	2017-09-26	2017-11-20
305 3 SHARES DODGE & COX STOCK FUND	P	2017-12-19	2017-12-21
222 56 SHARES DODGE & COX STOCK FUND	P	2016-03-24	2017-08-28
190 43 SHARES DODGE & COX STOCK FUND	P	2016-03-24	2017-11-20
1,325 81 SHARES MFO PRICE T ROWE GROWTH STK FD	P	2016-12-15	2017-05-08
991 28 SHARES MFO PRICE T ROWE GROWTH STK FD	P	2017-12-14	2017-12-21
675 79 SHARES MFO PRICE T ROWE GROWTH STK FD	P	2015-12-04	2017-05-08

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
125,000		123,103	1,897
62,000		59,899	2,101
20,238		19,958	280
24,132		23,781	351
62,500		61,905	595
42,762		39,555	3,207
38,368		31,911	6,457
82,797		71,355	11,442
62,500		62,035	465
42,203		35,810	6,393

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	
			1,897
			2,101
			280
			351
			595
			3,207
			6,457
			11,442
			465
			6,393

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
979 63 SHARES MFO PRICE T ROWE GROWTH STK FD	P	2015-12-15	2017-06-19
941 39 SHARES MFO PRICE T ROWE GROWTH STK FD	P	2014-12-12	2017-08-28
888 79 SHARES MFO PRICE T ROWE GROWTH STK FD	P	2014-12-12	2017-11-20
CAPITAL GAINS DIVIDENDS	P		


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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
63,000		49,914	13,086
62,000		47,879	14,121
62,500		45,204	17,296
844,854			844,854

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


Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	
			13,086
			14,121
			17,296
			844,854


Form 990FP 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
DAVID R COVIN  PO BOX 193809 SAN FRANCISCO, CA 941193809	PRESIDENT & DIRECTOR 0 00	0	0	0
ALAN M DACHS PO BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0 00	0	0	0
RICHARD S KOPF PO BOX 193809 SAN FRANCISCO, CA 941193809	V-P, SECRETARY & DIRECTOR 0 00	0	0	0
DEBORAH L DUNCAN PO BOX 193809 SAN FRANCISCO, CA 941193809	V-P, TREASURER & DIRECTOR 0 00	0	0	0
SHU C HUANG PO BOX 193809 SAN FRANCISCO, CA 941193809	V-P & DIRECTOR 0 00	0	0	0
WENDY AITKEN PO BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0 00	0	0	0
LOUISE HUSIN PO BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0 00	0	0	0
STEPHEN A RAMSAY PO BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0 00	0	0	0
CHARLES LESEM PO BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0 00	0	0	0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACCION CHICAGO 1436 WEST RANDOLPH ST SUITE 300 CHICAGO, IL 60607	N/A	PC	TO SUPPORT JOB TRAINING PROGRAMS AND THE HATCHERY PROJECT	500
ALAMEDA COUNTY COMMUNITY FOOD BANK 7900 EDGEWATER DR OAKLAND, CA 94621	N/A	PC	TO PROVIDE FOOD FOR THOSE IN NEED OF IT	100
AMERICAN NATIONAL RED CROSS GREATER HOUSTON CHAPTER 2700 SOUTHWEST FWY HOUSTON, TX 77098	N/A	PC	TO PROVIDE SUPPLIES OF FOOD TO DISTRIBUTE TO ELDERLY PEOPLE, HUNGRY CHILDREN AND FAMILIES IN THE COMMUNITY	1,000
AMERICAN TRUST FOR OXFORD UNIVERSITY 8229 BOONE BLVD SUITE 240 VIENNA, VA 22182	N/A	PC	TO SUPPORT SCHOLARSHIP PROGRAMS IN THE RHODES TRUST	10,000
BAT CONSERVATION INTERNATIONAL INC 500 N CAPITAL OF TX HWY BLDG 1-201 AUSTIN, TX 78746	N/A	PC	TO SUPPORT BAT CONSERVATION AND EDUCATION PROGRAMS	200
Total 3a				571,624

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BERKELEY COMMUNITY FUND 2111 MARTIN LUTHER KING JR WAY BERKELEY, CA 94704	N/A	PC	TO SUPPORT COLLEGE PREPARATORY AND COLLEGE EDUCATION EFFORTS	1,250
BERKELEYOAKLAND AILEYCAMP AT CAL PERFORMANCES 101 ZELLERBACH HALL 4800 BERKELEY, CA 947204800	N/A	PC	TO SUPPORT THE 2017 AILEYCAMP PROGRAM THAT USES DANCE AS A VEHICLE FOR DEVELOPING SELF-ESTEEM	15,000
BLACK PINE CIRCLE SCHOOL 2027 7TH STREET BERKELEY, CA 94710	N/A	PC	CAPITAL CAMPAIGN FOR THE NEW QLAB SCIENCE BUILDING	250
BOY SCOUTS OF AMERICA SF BAY COUNCIL 1001 DAVIS STREET SAN LEANDRO, CA 94577	N/A	PC	TO SUPPORT YOUTH CHARACTER DEVELOPMENT PROGRAMS	3,000
BOY SCOUTS OF AMERICA SF BAY COUNCIL 1001 DAVIS STREET SAN LEANDRO, CA 94577	N/A	PC	TO FUND CITIZEN LEADERSHIP AND CHARACTER DEVELOPMENT PROGRAMS FOR YOUTH	1,500
Total 				571,624
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS & GIRLS CLUBS OF SAN FRANCISCO 380 FULTON STREET SAN FRANCISCO, CA 94102	N/A	PC	TO SUPPORT CAREER CONNECT PROGRAMS FOR MIDDLE AND HIGH SCHOOL-AGED MEMBERS	15,000
BREAD AND ROSES 233 TAMALPAIS DRIVE SUITE 100 CORTE MADERA, CA 94925	N/A	PC	TO HELP PROVIDE FREE LIVE ENTERTAINMENT TO PEOPLE WHO LIVE IN INSTITUTIONS	250
BUCKINGHAM BROWNE NICHOLS SCHOOL 80 GERRYS LANDING RD CAMBRIDGE, MA 02138	N/A	PC	TO SUPPORT FINANCIAL AID PROGRAMS	1,500
CARLETON COLLEGE ONE NORTH COLLEGE STREET NORTHFIELD, MN 55057	N/A	PC	TO SUPPORT THE ALUMNI FUND TO PROVIDE VITAL RESOURCES FOR LEARNING AND TEACHING	5,000
CARLETON COLLEGE ONE NORTH COLLEGE STREET NORTHFIELD, MN 55057	N/A	PC	TO SUPPORT UNDERGRADUATE EDUCATIONAL ATHLETICS	500
Total 				571,624
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHILD AID917 SW OAK STREET STE 208 PORTLAND, OR 97205	N/A	PC	TO BENEFIT CHILD AID'S LITERACY PROGRAMS	500
CHILD AID917 SW OAK STREET STE 208 PORTLAND, OR 97205	N/A	PC	TO HELP IMPROVE LITERACY AND SUPPORT SCHOOLS AND PROGRAMS IN GUATEMALA	500
COASTAL BEND FOOD BANK 826 KRILL ST CORPUS CHRISTI, TX 784082515	N/A	PC	SUPPORT RECOVERY AND RELIEF EFFORTS FOR HURRICANE HARVEY	500
COLLEGE PREPARATORY SCHOOL 6100 BROADWAY OAKLAND, CA 94618	N/A	PC	TO SUPPORT COLLEGE PREPARATORY EDUCATION	3,500
COMMUNITY VIOLENCE SOLUTIONS 2101 VAN NESS ST SAN PABLO, CA 948063622	N/A	PC	TO SUPPORT PROGRAMS TO PROTECT BOYS AND GIRLS FROM SEXUAL ASSAULT AND RAPE	750
Total ▶				571,624
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CORTE MADERA LARKSPUR FOUNDATION (DBA SPARK) 230 DOHERTY DR LARKSPUR, CA 94939	N/A	PC	RAISES FUNDS FOR EDUCATIONAL PROGRAMS AT RISK FOR BEING CUT DUE TO BUDGET CUTS AND SUPPORTS QUALITY EDUCATION FOR ALL CHILDREN IN THE SCHOOL DISTRICT	1,000
COUNCIL ON FOUNDATIONS PO BOX 75661 BALTIMORE, MD 212755661	N/A	PC	HELP PROVIDE THE OPPORTUNITY, LEADERSHIP, AND TOOLS NEEDED BY PHILANTHROPIC ORGANIZATIONS TO EXPAND, ENHANCE, AND SUSTAIN THEIR ABILITY TO ADVANCE THE COMMON GOOD	1,200
CRYSTAL SPRINGS UPLANDS SCHOOL 400 UPLANDS DRIVE HILLSBOROUGH, CA 94010	N/A	PC	TO SUPPORT FINANCIAL AID PROGRAMS	10,000
DIRECT RELIEF INTERNATIONAL 27 SLAPATERA LN SANTA BARBARA, CA 93117	N/A	PC	TO IMPROVE THE HEALTH AND LIVES OF PEOPLE AFFECTED BY HURRICANE MARIA	540
DOCTORS WITHOUT BORDERS 333 7TH AVE FL 2 NEW YORK, NY 10001	N/A	PC	TO SUPPORT THE PROVISION OF MEDICAL CARE WHERE IT IS NEEDED	830
Total ▶ 3a				571,624

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EARTHJUSTICE 50 CALIFORNIA ST STE 500 SAN FRANCISCO, CA 94111	N/A	PC	TO SUPPORT ENVIRONMENTAL PROTECTION PROGRAMS	1,000
EARTHJUSTICE 50 CALIFORNIA ST STE 500 SAN FRANCISCO, CA 94111	N/A	PC	TO SUPPORT THE FIGHT TO PROTECT OUR ENVIRONMENT	1,000
EAST OAKLAND YOUTH DEVELOPMENT CENTER 8200 INTERNATIONAL BOULEVARD OAKLAND, CA 94621	N/A	PC	TO SUPPORT THE EDUCATIONAL, ARTS, WELLNESS, AND WORKFORCE PREPARATIONS PROGRAMS FOR LOW-INCOME CHILDREN AND YOUTH IN EAST OAKLAND, CALIFORNIA	25,000
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY, AL 36104	N/A	PC	TO SUPPORT LEGAL ASSISTANCE FOR PRISONERS	500
FIRST GRADUATE 3130 20TH STREET SUITE 275 SAN FRANCISCO, CA 94110	N/A	PC	TO SUPPORT THE FUND-A-NEED PROGRAM, WHICH COVERS EDUCATION-RELATED EXPENSES FOR FIRST GRADUATE STUDENTS	500
Total ▶ 3a				571,624

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FIRST GRADUATE 3130 20TH STREET SUITE 275 SAN FRANCISCO, CA 94110	N/A	PC	TO HELP PAY FOR SCHOOL SUPPLIES FOR THE AFTER SCHOOL PROGRAMS, PURCHASE SAT & ACT PREP MATERIALS, AND HELP FUND COLLEGE VISITS FOR JUNIORS IN THE PROGRAM	100
FIRST GRADUATE 3130 20TH STREET SUITE 275 SAN FRANCISCO, CA 94110	N/A	PC	TO PROVIDE SUPPLIES AND RESOURCES FOR STUDENT ACHIEVEMENT	5,000
FOOD BANK CONTRA COSTA AND SOLANO PO BOX 6324 CONCORD, CA 945241324	N/A	PC	PROVIDE FOOD FOR THOSE IN NEED	1,000
FRED FINCH YOUTH CENTER 3800 COOLIDGE AVENUE OAKLAND, CA 94602	N/A	PC	TO SUPPORT THE INDIVIDUAL PLACEMENT AND SUPPORT EMPLOYMENT SERVICES PROGRAM FOR TRANSITION AGE YOUTH	20,000
GIRLS INCORPORATED OF ALAMEDA COUNTY 510 16TH STREET OAKLAND, CA 94612	N/A	PC	SUPPORTING GIRLS INC 'S EUREKA' TEEN ACHIEVEMENT PROGRAM FOR 2017-18	30,000
Total ▶				571,624
3a				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
GLOBAL GLIMPSE 101 BROADWAY SUITE 301 OAKLAND, CA 94607	N/A	PC	TO SPONSOR PUBLIC HIGH SCHOOL STUDENTS' PARTICIPATION IN WORKSHOPS AND A THREE-WEEK IMMERSION TRAVEL PROGRAM REGARDING LEADERSHIP AND INTERNATIONAL DEVELOPMENT	4,000
HANDFUL PLAYERS 530 DIVISADERO STREET 454 SAN FRANCISCO, CA 94117	N/A	PC	TO SUPPORT MUSICAL THEATER WORKSHOPS, COMMISSIONED ORIGINAL PLAYS, AND COMMUNITY PERFORMANCES FOR UNDERSERVED YOUTH IN SF	5,000
HANDFUL PLAYERS 530 DIVISADERO STREET 454 SAN FRANCISCO, CA 94117	N/A	PC	TO PROVIDE INCLUSIVE YEAR-ROUND PERFORMING ARTS EDUCATION PROGRAMS FOR OVER 600 UNDERSERVED CHILDREN K-12 AT WESTERN ADDITION SCHOOLS AND COMMUNITY CENTERS TO ADDRESS CRITICAL YOUTH DEVELOPMENT NEEDS AND COMMUNITY BUILDING ACROSS DIVERSE GROUPS	10,000
HEAD ROYCE SCHOOL 4315 LINCOLN AVENUE OAKLAND, CA 94602	N/A	PC	TO SUPPORT THE HEADS UP PROGRAM TO PROMOTE ACADEMIC SUCCESS FOR UNDERSERVED MIDDLE SCHOOL STUDENTS	30,000
HEIFER INTERNATIONAL1 WORLD AVE LITTLE ROCK, AR 722022863	N/A	PC	TO SUPPORT THE DISASTER REHABILITATION FUND	180
Total ▶ 3a				571,624

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HEIFER INTERNATIONAL1 WORLD AVE LITTLE ROCK, AR 722022863	N/A	PC	TO SUPPORT AGRICULTURAL COMMUNITIES AND FAMILIES WITH HUNGER AND POVERTY	180
HILLSBOROUGH SCHOOLS FOUNDATION (HSF) 300 EL CERRITO AVENUE HILLSBOROUGH, CA 94010	N/A	PC	TO PROVIDE SUPPORT TO THE HILLSBOROUGH PUBLIC SCHOOL SYSTEM FOR ACADEMIC INITIATIVES THAT WILL MAKE A DIFFERENCE TO ALL STUDENTS	5,000
HOUSTON FOOD BANK 535 PORTWALL ST HOUSTON, TX 77029	N/A	PC	TO PROVIDE FOOD AND FIGHT HUNGER IN HOUSTON	1,500
HOUSTON HUMANE SOCIETY 14700 ALMEDA ROAD HOUSTON, TX 770534930	N/A	PC	HELP PROVIDE SAFETY AND CARE FOR NEEDY ANIMALS	500
JANE GOODALL INSTITUTE 1595 SPRING HILL ROAD VIENNA, VA 22182	N/A	PC	TO PROTECT CHIMPANZEE POPULATION	300
Total 3a				571,624

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JEWISH FAMILY & CHILDREN'S SERVICES PO BOX 159004 SAN FRANCISCO, CA 941159004	N/A	PC	TO PROVIDE SERVICES TO CHILDREN, FAMILIES AND SENIORS IN NEED IN SAN FRANCISCO	1,500
KQED2601 MARIPOSA ST SAN FRANCISCO, CA 94110	N/A	PC	TO SUPPORT KQED RADIO PROGRAMMING	360
LA CASA DE LAS MADRES 1663 MISSION STREET SUITE 225 SAN FRANCISCO, CA 94103	N/A	PC	PURCHASE WOMEN'S BACKPACKS FOR DOMESTIC VIOLENCE VICTIMS	100
LAMPLIGHTERS MUSIC THEATER 469 BRYANT STREET SAN FRANCISCO, CA 94107	N/A	PC	FOR PRODUCTION COSTS TO BRING GILBERT & SULLIVAN LIVE OPERETTAS TO THE BAY AREA	200
LAS LOMITAS EDUCATION FOUNDATION PO BOX 7282 MENLO PARK, CA 94025	N/A	PC	TO SUPPORT ELEMENTARY EDUCATION PROGRAMS AND PROVIDE FOR SMALLER CLASSROOM SIZES AND ELECTIVE CLASSES FOR THE SCHOOL DISTRICT	3,750
Total ▶				571,624
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LAWTON ALTERNATIVE SCHOOL PTA 1570 31ST AVE SAN FRANCISCO, CA 94112	N/A	PC	TO PROVIDE SCHOOL SUPPLIES	250
LEVEL PLAYING FIELD INSTITUTE 2148 BROADWAY OAKLAND, CA 94612	N/A	PC	TO SUPPORT THE SUMMER MATH AND SCIENCE PROGRAM	100
LILY'S LEGACY SENIOR DOG SANCTUARY PO BOX 751002 PETALUMA, CA 94975	N/A	PC	TO PROVIDE A SAFE AND LOVING HOME FOR SENIOR, LARGE BREED DOGS WHO HAVE BEEN DISPLACED OR ABANDONED, TO PROVIDE ADOPTION OR PERMANENT SANCTUARY RESIDENCE FOR DOGS AGE 7 OR OLDER, AND OVER 50 LBS, THAT WOULD BE POOR CANDIDATES FOR ADOPTION AT SHELTERS	10,000
MEALS ON WHEELS OF CONTRA COSTA 1220 MORELLO AVE STE 210 MARTINEZ, CA 94553	N/A	PC	TO PROVIDE MEALS FOR SHUT-INS WHO ARE POOR AND NEEDY	500
MILO FOUNDATION PO BOX 6625 ALBANY, CA 94706	N/A	PC	TO SUPPORT THEIR MISSION AND SANCTUARY AND ADOPTION PROGRAMS	200
Total 3a				571,624

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MOUNTAIN VIEW PARENT FACULTY CLUB 1705 THORNWOOD DRIVE CONCORD, CA 94521	N/A	PC	TO PROVIDE SCHOOL SUPPLIES	100
NATIONAL ASSOCIATION FOR URBAN DEBATE LEAGUES 200 S MICHIGAN AVE SUITE 1040 CHICAGO, IL 60604	N/A	PC	TO SUPPORT THE DEVELOPMENT OF DEBATE PROGRAMS FOR URBAN STUDENTS	250
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH ST NEW YORK, NY 10011	N/A	PC	TO SUPPORT ENVIRONMENTAL PROGRAMS	1,000
OAKLAND PARKS & RECREATION FOUNDATION PO BOX 13267 OAKLAND, CA 94661	N/A	PC	TO SUPPORT OAKLAND CIVIC ORCHESTRA	300
OAKLAND STROKES 4096 PIEDMONT AVE PMB 308 OAKLAND, CA 94611	N/A	PC	TO SUPPORT STUDENTS ROWING IN OAKLAND	10,000
Total ▶ 3a				571,624

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ON YOUR FEET FOUNDATION NORTHERN CALIFORNIA 123 10TH ST SAN FRANCISCO, CA 941032604	N/A	PC	HELPING YOUNG MOTHERS WHO HAVE GIVEN THEIR CHILD UP FOR ADOPTION	4,750
PACIFICA RESOURCE CENTER 1809 PALMETTO AVE PACIFICA, CA 94044	N/A	PC	TO SUPPORT THE ECONOMIC SECURITY OF PACIFICA FAMILIES	2,500
PENINSULA HUMANE SOCIETY & SPCA 1450 ROLLINS RD BURLINGAME, CA 94010	N/A	PC	TO BENEFIT THE HOPE PROJECT, WHICH HELPS THE NEEDIEST OF ANIMALS FIND HOMES	180
PENINSULA OPEN SPACE TRUST 222 HIGH STREET PALO ALTO, CA 94301	N/A	PC	TO SUPPORT CONSERVATION PROGRAMS TO PROTECT OPEN SPACE IN THE SF PENINSULA	1,000
PLANNED PETHOOD INTERNATIONAL 4170 TENNYSON STREET DENVER, CO 80212	N/A	PC	FOR VETERINARY CARE FOR ANIMALS AT PLANNED PETHOOD INTERNATIONAL	100
Total 3a				571,624

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PRINCETON UNIVERSITY HELM BUILDING 330 ALEXANDER ROAD PRINCETON, NJ 08540	N/A	PC	FOR THE PURA TO SUPPORT THE MISSION OF EDUCATION THROUGH ATHLETICS	10,000
REDWOOD EMPIRE FOOD BANK 3990 BRICKWAY BLVD SANTA BARBARA, CA 95403	N/A	PC	TO HELP FIRE VICTIMS IN SONOMA AND NAPA COUNTIES	100
SAN FRANCISCO MARIN FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94965	N/A	PC	FOR THE THANKSGIVING FOOD DRIVE WITH MATCHING FUNDS COMING FROM BLACK ROCK	100
SAN FRANCISCO SPCA 201 ALABAMA ST SAN FRANCISCO, CA 94103	N/A	PC	FOR VETERINARY CARE FOR ANIMALS AT SAN FRANCISCO SPCA	100
SF- MARIN FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 941073446	N/A	PC	TO SUPPORT THE FOOD FROM THE BAR CAMPAIGN	59,010
Total ▶				571,624
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SFCASA2535 MISSION STREET SAN FRANCISCO, CA 94110	N/A	PC	SUPPORTING SFCASA'S CORE ADVOCACY PROGRAM FOR 2017- 18	25,000
SMILE TRAINPO BOX 96231 WASHINGTON, DC 200906231	N/A	PC	TO PROVIDE FUNDS FOR CLEFT LIP AND PALATE SURGERY FOR CHILDREN	100
SMITH COLLEGE22 ELM STREET NORTHAMPTON, MA 01063	N/A	PC	TO PROVIDE STUDENTS WITH INNOVATIVE EDUCATIONAL EXPERIENCES THAT MATCH THEIR AMBITIONS AND ENCOURAGE LEADERSHIP	10,000
SOCIETY OF ORPHANED ARMENIAN CHILDREN (SOAR) 150 N RADNOR CHESTER RD F-200 RADNOR, PA 19087	N/A	PC	FOR FUNDING CHRISTMAS PARTIES AND GIFTS IN ORPHANAGES IN ARMENIA	100
SOUTH OF MARKET CHILD CARE 790 FOLSOM STREET SAN FRANCISCO, CA 94107	N/A	PC	TO SUPPORT THE TRANSBAY COMMUNITY EFFORTS	10,000
Total ▶ 3a				571,624

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOUTH OF MARKET CHILD CARE 790 FOLSOM STREET SAN FRANCISCO, CA 94107	N/A	PC	FOR RESOURCES TO SERVE CHILDREN'S EARLY EDUCATION IN THE SOMA COMMUNITY	5,000
SOUTH OF MARKET CHILD CARE 790 FOLSOM STREET SAN FRANCISCO, CA 94107	N/A	PC	TO SUPPORT SCHOLARSHIP PROGRAM	20,000
SPECIAL HAVEN215 G STREET ANTIOCH, CA 94509	N/A	PC	TO HELP PROMOTE INDEPENDENCE OF SPECIFIC POPULATIONS AND PROVIDE A MULTI-SENSORY ENVIRONMENT FOR CHILDREN AND ADULTS WITH SPECIAL NEEDS	1,500
SPECIAL OLYMPICS NORTHERN CALIFORNIA (SONC) PO BOX 5130 SAN JOSE, CA 95112	N/A	PC	SUPPORT SONC PROGRAMS TO ENRICH LIVES OF CHILDREN AND ADULTS WITH INTELLECTUAL DISABILITIES THROUGH SPORTS	100
TANDEM PARTNERS IN EARLY LEARNING 1275 FAIRFAX AVE SUITE 201 SAN FRANCISCO, CA 94124	N/A	PC	TO SUPPORT TANDEM'S PROGRAMMING, WHICH INCLUDES SERVICES TO PROVIDE HIGHLY ENGAGING CHILDREN'S BOOKS, TRAINING AND CAPACITY BUILDING SUPPORT TO FAMILIES	5,000
Total ▶ 3a				571,624

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a <i>Paid during the year</i>				
THE ALAMEDA COUNTY COMMUNITY FOOD BANK INC PO BOX 2599 OAKLAND, CA 94614	N/A	PC	PROVIDE FOOD FOR THOSE IN NEED	500
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE SUITE 100 ARLINGTON, VA 22203	N/A	PC	TO SUPPORT THE TNC CA-CONSERVATION FUNDS	10,000
THE URBAN SCHOOL1563 PAGE ST SAN FRANCISCO, CA 94117	N/A	PC	TO SUPPORT HIGH SCHOOL EDUCATIONAL PROGRAMS	100
TRIPS FOR KIDS610 FOURTH STREET SAN RAFAEL, CA 94901	N/A	PC	TO SUPPORT PROGRAMS PROVIDING CYCLING EXPERIENCES FOR YOUTH	1,500
TRIPS FOR KIDS610 4TH STREET SAN RAFAEL, CA 94901	N/A	PC	TO SUPPORT TRAIL RIDES, AND MOBILE BIKE WORKSHOPS FOR UNDERSERVED YOUTH IN THE BAY AREA	20,000
Total 3a				571,624


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Name and address (home or business)				
a <i>Paid during the year</i>				
TRIPS FOR KIDS610 4TH STREET SAN RAFAEL, CA 94901	N/A	PC	PROVIDE CYCLING EXPERIENCES FOR YOUNG PEOPLE IN COMMUNITIES IN NEED	5,000
TRIPS FOR KIDS MARIN 610 FOURTH STREET SAN RAFAEL, CA 94903	N/A	PC	FUND MOBILE PROGRAMS (BIKE MECHANICS AND RIDING SKILLS)	200
UC REGENTS BERKELEYCAL PERFORMANCES 101 ZELLERBACH HALL 4800 BERKELEY, CA 947204800	N/A	PC	SUPPORT THE AILEYCAMP PROGRAM THAT USES DANCE AS A VEHICLE FOR DEVELOPING SELF-ESTEEM, CREATIVE EXPRESSION, AND CRITICAL THINKING SKILLS AMONG UNDERSERVED OR AT-RISK STUDENTS AGES 11-14	20,000
UCSF ATHENA BREAST HEALTH NETWORK LOCKBOX 45339 SAN FRANCISCO, CA 941450339	N/A	PC	TO SUPPORT THE EFFORTS OF UCSF'S BREAST HEALTH NETWORK	8,784
UCSF FOUNDATIONLOCK BOX 45339 SAN FRANCISCO, CA 94104	N/A	PC	TO SUPPORT THE FOUNDATION'S 20TH ANNIVERSARY CELEBRATION	5,000
Total ►				571,624
3a				

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Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED NEGRO COLLEGE FUND INC 220 MONTGOMERY STREET SUITE 1120 SAN FRANCISCO, CA 94104	N/A	PC	TO SUPPORT THE UNCF CAMPAIGN FOR EMERGENCY STUDENT AID (CESA)	50,000
UNITED NEGRO COLLEGE FUND INC 220 MONTGOMERY STREET SUITE 1120 SAN FRANCISCO, CA 94104	N/A	PC	TO SUPPORT EDUCATION FOR STUDENTS ATTENDING HISTORICALLY BLACK COLLEGES & UNIVERSITIES	1,000
UNIVERSITY OF CALIFORNIA BERKELEY 2080 ADDISON STREET SUITE 2000 BERKELEY, CA 94720	N/A	PC	FOR THE CAL FUND- THE AREA OF GREATEST NEEDS	500
UNIVERSITY OF CHICAGO 5235 S HARPER COURT 4TH FLOOR CHICAGO, IL 60615	N/A	PC	TO PROVIDE FUNDS FOR STUDY ABROAD PROGRAMS	250
UNIVERSITY OF MICHIGAN 3003 S STATE STREET SUITE 9000 ANN ARBOR, MI 48109	N/A	PC	TO SUPPORT SCHOLARSHIP FUND	10,000
Total 3a ▶				571,624

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Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL PO BOX 309 CHAPEL HILL, NC 27514	N/A	PC	TO PROVIDE STUDENTS WITH RESOURCES TO COMPLETE THEIR COLLEGE EDUCATION	110
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA, PA 191045099	N/A	PC	SUPPORT UNDERGRADUATE ACADEMIC PROGRAMS	500
UNIVERSITY OF PENNSYLVANIA 2929 WALNUT STREET PHILADELPHIA, PA 191045099	N/A	PC	TO PROVIDE FUNDS FOR NEW RESEARCH INITIATIVES	500
UNIVERSITY OF UTAH 1825 E SOUTH CAMPUS DRIVE SALT LAKE CITY, UT 84112	N/A	PC	TO SUPPORT PROGRAMS FOR EDUCATION AND TRAINING OF STUDENT ATHLETES	2,500
UNIVERSITY OF UTAH- ECCLES SCHOOL OF BUSINESS 332 SOUTH 1400 EAST SUITE 150 SALT LAKE CITY, UT 84112	N/A	PC	TO SUPPORT THE A P SCHOLARSHIP FUND FOR BUSINESS STUDENTS	1,500
Total 				571,624
3a				

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Name and address (home or business)				
a <i>Paid during the year</i>				
WESLEYAN UNIVERSITY 318 HIGH STREET MIDDLETOWN, CT 06459	N/A	PC	FOR SCHOLARSHIPS FOR UNDERGRADUATE STUDENTS	10,000
WIKIMEDIA FOUNDATION PO BOX 98204 WASHINGTON, DC 20090	N/A	PC	TO SUPPORT THE SHARING OF INFORMATION AND KNOWLEDGE WORLDWIDE	100
WORLD WILDLIFE FUND 1250 24TH STREET NW WASHINGTON, DC 20037	N/A	PC	TO FUND WILDLIFE AND HABITAT PROGRAMS AT WWF	100
YEAR UP BAY AREA 80 SUTTER ST SAN FRANCISCO, CA 94104	N/A	PC	TO HELP SUPPORT YUBA IN PROVIDING URBAN YOUNG ADULTS WITH SKILLS, EXPERIENCE AND SUPPORT FOR PROFESSIONAL CAREERS AND HIGHER EDUCATION	25,000
YOSEMITE CONSERVANCY 101 MONTGOMERY ST SAN FRANCISCO, CA 94104	N/A	PC	TO FUND TRAIL AND YOUTH PROGRAMS AT YOSEMITE NATIONAL PARK	100
Total 3a				571,624

TY 2017 Accounting Fees Schedule**Name:** THE FREMONT GROUP FOUNDATION**EIN:** 33-3255428**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & TAX SERVICES FEES	60,000	0		60,000
AUDIT FEES	1,800	0		1,800

TY 2017 Compensation Explanation**Name:** THE FREMONT GROUP FOUNDATION**EIN:** 33-3255428

Person Name	Explanation
ALL FOUNDATION OFFICERS	ALL FOUNDATION OFFICERS VOLUNTEER THEIR TIME ON AN AS NEEDED BASIS AS IT RELATES TO FOUNDATION MATTERS AND CHOOSE NOT TO BE COMPENSATED FOR THEIR SERVICES

TY 2017 General Explanation Attachment**Name:** THE FREMONT GROUP FOUNDATION**EIN:** 33-3255428**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		FORM 990-PF, PART VII-B, LINE 1A(4)	IRC SEC 4941(D)(2)(E), REG 53 4941(D)-(3)(C)(2) EX 1

TY 2017 Investments - Other Schedule**Name:** THE FREMONT GROUP FOUNDATION**EIN:** 33-3255428**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ARTISAN INTERNATIONAL FUND (23,623.73 SHARES)	AT COST	592,150	787,379
BARON GROWTH FUND (9,372.03 SHARES)	AT COST	344,015	634,205
DODGE & COX INCOME FUND (98,710.21 SHARES)	AT COST	1,338,140	1,358,252
DODGE & COX INTERNATIONAL FUND (13,711.35 SHARES)	AT COST	562,377	635,110
DODGE & COX STOCK FUND (18,117.93 SHARES)	AT COST	1,956,974	3,688,992
LONGLEAF PARTNERS SMALL CAP FUND (6,546.77 SHARES)	AT COST	160,438	180,691
T ROWE PRICE GROWTH STOCK FUND (63,733.44 SHARES)	AT COST	1,832,074	3,992,900
T ROWE PRICE MID CAP FUND (23,754.05 SHARES)	AT COST	1,271,149	2,067,077

TY 2017 Legal Fees Schedule**Name:** THE FREMONT GROUP FOUNDATION**EIN:** 33-3255428

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	2,795	0		2,795

TY 2017 Other Decreases Schedule**Name:** THE FREMONT GROUP FOUNDATION**EIN:** 33-3255428

Description	Amount
EQUITY ADJUSTMENT FOR ACCRUED DIVIDEND INCOME	52

TY 2017 Other Expenses Schedule**Name:** THE FREMONT GROUP FOUNDATION**EIN:** 33-3255428**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEMBERSHIP FEES	1,500	0		1,500
RECORDING AND FILING FEES	85	0		85
SOFTWARE ANNUAL SUBSCRIPTION	8,699	0		8,699

TY 2017 Other Professional Fees Schedule**Name:** THE FREMONT GROUP FOUNDATION**EIN:** 33-3255428

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISOR FEES	750	750		0
CUSTODIAN FEES	13,062	13,062		0

TY 2017 Taxes Schedule**Name:** THE FREMONT GROUP FOUNDATION**EIN:** 33-3255428

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	10,910	0		0
FOREIGN TAXES	1,315	1,315		0