



	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 . . . . .	42,622.	62,477.	62,477.
	2 Savings and temporary cash investments . . . . .	661,397.	121,247.	121,247.
	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 . . . . .			
	10a Investments - U S and state government obligations (attach schedule) . . . . .			
	b Investments - corporate stock (attach schedule) . . . . .			
	c Investments - corporate bonds (attach schedule) . . . . .			
Liabilities	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	12 Investments - mortgage loans . . . . .			
	13 Investments - other (attach schedule) . . . . . ATCH 7 . . . . .	5,880,342.	6,171,481.	6,979,705.
	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) . . . . .	6,584,361.	6,355,205.	7,163,429.
Net Assets or Fund Balances	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue. . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons. . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ► )			
	23 Total liabilities (add lines 17 through 22) . . . . .	0.	0.	
	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"/> X and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg ., and equipment fund. . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	6,584,361.	6,355,205.	
	30 Total net assets or fund balances (see instructions) . . . . .	6,584,361.	6,355,205.	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .	6,584,361.	6,355,205.	

**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	6,584,361.
2 Enter amount from Part I, line 27a . . . . .	2	-231,656.
3 Other increases not included in line 2 (itemize) ► ATCH 8	3	2,500.
4 Add lines 1, 2, and 3 . . . . .	4	6,355,205.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	6,355,205.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, 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)
<b>1 a SEE PART IV SCHEDULE</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 324,754.		968.	323,786.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	323,786.	
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 . . . . .			<b>3</b>	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 doesn't 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))
2016	592,720.	6,552,078.	0.090463
2015	463,313.	6,390,267.	0.072503
2014	447,053.	7,039,998.	0.063502
2013	451,797.	6,101,388.	0.074048
2012	475,925.	7,533,365.	0.063176
<b>2</b> Total of line 1, column (d) . . . . .			<b>2</b> 0.363692
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years . . . . .			<b>3</b> 0.072738
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 . . . . .			<b>4</b> 6,859,411.
5 Multiply line 4 by line 3. . . . .			<b>5</b> 498,940.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b> 2,384.
7 Add lines 5 and 6 . . . . .			<b>7</b> 501,324.
8 Enter qualifying distributions from Part XII, line 4 . . . . .			<b>8</b> 476,104.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			

**Part VI. Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	4,767.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input 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	4,767.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		
3	Add lines 1 and 2 . . . . .	3	4,767.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	4	0.
6	<b>Credits/Payments</b>		
a	2017 estimated tax payments and 2016 overpayment credited to 2017. . . . .	5	4,767.
b	Exempt foreign organizations - tax withheld at source . . . . .		
c	Tax paid with application for extension of time to file (Form 8868). . . . .		
d	Backup withholding erroneously withheld . . . . .		
7	Total credits and payments Add lines 6a through 6d . . . . .	6a	7,816.
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	7	10,816.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .		
11	Enter the amount of line 10 to be <b>Credited to 2018 estimated tax</b> ► <input type="checkbox"/> 6,049. Refunded <input type="checkbox"/> 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? . . . . .	1a	Yes X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition . . . . .		
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	1b	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	1c	X
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	2	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	3	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by <i>General Instruction T</i>		
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? . . . . .	4a	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		
8a	Enter the states to which the foundation reports or with which it is registered See instructions ► <b>CALIFORNIA</b>	4b	X
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation . . . . .		
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 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV. . . . .	5	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		

**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 . . . . .

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 . . . . .

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **NONE**

	Yes	No
11	X	
12	X	
13	X	

14 The books are in care of ► **DR. CHRISTOPHER PAYNE** Telephone no ► **650-996-3511**  
Located at ► **575 MARKET STREET, STE 3625, SAN FRANCISCO, CA** ZIP+4 ► **94105-5845**

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

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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►

	Yes	No
16	X	

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

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

1a During the year, did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .  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

	Yes	No
1a		
1b		X
1c		X

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 . . . . . ►

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? . . . . .

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 ► \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_

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 ► \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_

	Yes	No
2a		
2b		X

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) . . . . .

	Yes	No
3a		
3b		
4a		X

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 2017? . . . . .

	Yes	No
4b		X

**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	5a	Yes	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 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. . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	5b		
	Organizations relying on a current notice regarding disaster assistance, check here . . . . . ►	<input checked="" 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	6b		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			X
	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	7b		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			

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

(a) Name and address	(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 9		0.	0.	3,973.

**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 10		51,127.
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		

**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		
3		
<b>Total. Add lines 1 through 3 . . . . . ►</b>		

**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 190,859.
b	Average of monthly cash balances . . . . .	1b 534,409.
c	Fair market value of all other assets (see instructions) . . . . .	1c 6,238,601.
d	<b>Total</b> (add lines 1a, b, and c) . . . . .	1d 6,963,869.
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 6,963,869.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	4 104,458.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 6,859,411.
6	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6 342,971.

**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 . . . . .	1 342,971.
2a	Tax on investment income for 2017 from Part VI, line 5 . . . . .	2a 4,767.
b	Income tax for 2017 (This does not include the tax from Part VI) . . . . .	2b
c	Add lines 2a and 2b . . . . .	2c 4,767.
3	Distributable amount before adjustments Subtract line 2c from line 1 . . . . .	3 338,204.
4	Recoveries of amounts treated as qualifying distributions . . . . .	4 2,500.
5	Add lines 3 and 4 . . . . .	5 340,704.
6	Deduction from distributable amount (see instructions) . . . . .	6
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1 . . . . .	7 340,704.

**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 476,104.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 476,104.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6 476,104.

**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 . . . . .				340,704.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only. . . . .				
b Total for prior years 20 15 , 20 14 , 20 13 . . . . .				
3 Excess distributions carryover, if any, to 2017				
a From 2012 . . . . .	100,649.			
b From 2013 . . . . .	151,448.			
c From 2014 . . . . .	104,875.			
d From 2015 . . . . .	101,651.			
e From 2016 . . . . .	250,116.			
f Total of lines 3a through e . . . . .	708,739.			
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ 476,104.				
a Applied to 2016, 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 2017 distributable amount. . . . .				340,704.
e Remaining amount distributed out of corpus. . . . .	135,400.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:	844,139.			
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 2016 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018. . . . .				
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 2012 not applied on line 5 or line 7 (see instructions) . . . . .	100,649.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	743,490.			
10 Analysis of line 9				
a Excess from 2013 . . . . .	151,448.			
b Excess from 2014 . . . . .	104,875.			
c Excess from 2015 . . . . .	101,651.			
d Excess from 2016 . . . . .	250,116.			
e Excess from 2017 . . . . .	135,400.			

**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 2017, 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)

Tax year	Prior 3 years				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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)(ii) . . . . .					
(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) )

DR. CHRISTOPHER PAYNE

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

a The name, address, and telephone number or email address of the person to whom applications should be addressed  
ATCH 11

b The form in which applications should be submitted and information and materials they should include

N/A

c Any submission deadlines

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

N/A

**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
<i>a Paid during the year</i>				
ATCH 12				
<b>Total . . . . .</b>			► 3a	417,991.
<i>b Approved for future payment</i>				
<b>Total . . . . .</b>			► 3b	

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

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments . . . . .			14	65.	
3 Interest on savings and temporary cash investments .			14	105,509.	
4 Dividends and interest from securities . . . . .					
5 Net rental income or (loss) from real estate					
a Debt-financed property . . . . .					
b Not debt-financed property . . . . .					
6 Net rental income or (loss) from personal property					
7 Other investment income . . . . .			18	323,786.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events . . . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a					
b ATCH 13		-1,350.		-38,426.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e) . . . . .		-1,350.		390,934.	
13 Total Add line 12, columns (b), (d), and (e) . . . . .					389,584.

(See worksheet in line 13 instructions to verify calculations )

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash . . . . .	X	
(2) Other assets . . . . .	X	
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization . . . . .	X	
(2) Purchases of assets from a noncharitable exempt organization . . . . .	X	
(3) Rental of facilities, equipment, or other assets . . . . .	X	
(4) Reimbursement arrangements . . . . .	X	
(5) Loans or loan guarantees . . . . .	X	
(6) Performance of services or membership or fundraising solicitations . . . . .	X	
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	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) (other than section 501(c)(3)) or in section 527? . . . . .  Yes  No

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

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Title

May the IRS discuss this return  
with the preparer shown below?  
See instructions.  Yes  No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>MICHAEL S GOLDSTEIN</b>	Preparer's signature 	Date <b>11/12/18</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P01252695</b>
	Firm's name ► <b>SEILER LLP</b>	Firm's EIN ► <b>94-1624276</b>			
	Firm's address ► <b>THREE LAGOON DR STE 400 REDWOOD CITY, CA</b>	94065	Phone no	<b>650-365-4646</b>	

**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			
		BEARTOOTH CAPITAL II, LP - CAPITAL LOSS PROPERTY TYPE: SECURITIES 1.				P	VARIOUS -1.	VARIOUS
2,103.		SONEN GLOBAL FIXED INCOME FUND - CAPITAL PROPERTY TYPE: SECURITIES				P	VARIOUS 2,103.	VARIOUS
310,389.		SONEN GLOBAL PUBLIC EQUITY FUND - CAPITAL PROPERTY TYPE: SECURITIES				P	VARIOUS 310,389.	VARIOUS
11,689.		ECOSYSTEM INVESTMENT PARTNERS II, LP - C PROPERTY TYPE: SECURITIES 892.				P	VARIOUS -892.	VARIOUS
		LYME FOREST FUND III TE, LP - CAPITAL GA PROPERTY TYPE: SECURITIES				P	VARIOUS 11,689.	VARIOUS
573.		MICROVEST SHORT DURATION FUND LP - CAPITAL PROPERTY TYPE: SECURITIES 75.				P	VARIOUS -75.	VARIOUS
		SONEN GLOBAL SUSTAINABLE REAL ASSETS FUN PROPERTY TYPE: SECURITIES				P	VARIOUS 573.	VARIOUS
TOTAL GAIN(LOSS) .....							<u>323,786.</u>	

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ECOSYSTEM INVESTMENT PARTNERS II, LP	4,026.	4,026.
BEARTOOTH CAPITAL II, LP	32.	33.
SONEN GLOBAL FIXED INCOME FUND	-35,308.	-34,038.
SONEN GLOBAL PUBLIC EQUITY FUND	-8,149.	-8,149.
MICRO VEST SHORT DURATION FUND	-3,128.	-3,128.
LYME FOREST FUND III TE, LP	6.	6.
SONEN GLOBAL SUSTAINABLE FUND	-5,071.	-5,923.
EXCISE TAX REFUND	7,816.	
 TOTALS	 <u>-39,776.</u>	 <u>-47,173.</u>

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEESATTACHMENT 2

<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 FEE	473.			473.
TOTALS	<u>473.</u>			<u>473.</u>

FCRM 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 FEE	13,210.	6,605.	6,605.	6,605.
TOTALS	<u>13,210.</u>	<u>6,605.</u>	<u>6,605.</u>	<u>6,605.</u>

ATTACHMENT 3

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
CHARITABLE ADVISOR FEES	42,646.		42,646.
INVESTMENT FEES	51,127.		
TOTALS	<u>93,773.</u>	<u>51,127.</u>	<u>42,646.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
EXCISE TAX FOREIGN TAXES	7,816. 6,743.	6,743.
TOTALS	<u>14,559.</u>	<u>6,743.</u>

FCRM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>STATE FILING FEE</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
DUES & SUBSCRIPTION		10. 1,065.		10. 1,065.
OTHER PORTFOLIO EXPENSES:				
SONEN GLOBAL SUSTAINABLE FUND	10,775.			
THE LYME FOREST FUND III TE LP	795.			
SONEN GLOBAL FIXED INCOME FUND	6,123.			
SONEN GLOBAL PUBLIC EQY FUND	53,134.			
MICRO VEST SHORT DURATION FUND	2,018.			
TOTALS		<u>73,920.</u>	<u>72,845.</u>	<u>1,075.</u>

FCRM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
32,958 SH CREDIT SUISSE COMM	233,438.	165,449.
7,155 EURO CURRENCY	8,169.	8,589.
3,032 SH ACCESS CAP COMMUNITY	28,056.	27,135.
SONEN GLOBAL FIXED INC FUND	1,275,179.	1,267,472.
SONEN GLOBAL PUBLIC EQUITY FD	3,045,549.	3,780,141.
CLEANTECH EUROPE II (A) LP	126,451.	110,947.
ECOSYSTEM INV PTRS II LP	47,815.	55,717.
BEARTooth CAPITAL II LP	32,828.	30,718.
MICRO VEST SHORT DURATION FD	109,294.	106,588.
SONEN GLOBAL MULTISTRATEGY	1,000,000.	1,129,712.
RSF SOCIAL INVESTMENT FUND	101,603.	101,603.
THE LYME FOREST FUND III TE LP	36,366.	48,161.
SONEN GLB SUSTAINABLE R ASSETS	126,733.	147,473.
<b>TOTALS</b>	<b><u>6,171,481.</u></b>	<b><u>6,979,705.</u></b>

ATTACHMENT 8FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
RECOVERY OF PRIOR YEAR GRANT	2,500.
TOTAL	<u>2,500.</u>

## FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DR. CHRISTOPHER PAYNE 575 MARKET STREET, STE 3625 SAN FRANCISCO, CA 94105	DIRECTOR & PRESIDENT 1.00	0.	0.	1,800.
GREGORY PAYNE 575 MARKET STREET, STE 3625 SAN FRANCISCO, CA 94105	DIRECTOR, SECRETARY & TREASURER 1.00	0.	0.	0.
DOUGLAS PAYNE 575 MARKET STREET, STE 3625 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	2,173.
GRAND TOTALS		0.	0.	<u>3,973.</u>

ATTACHMENT 9

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
SONEN CAPITAL LLC 456 MONTGOMERY STREET, STE 400 SAN FRANCISCO, CA 94104 INVESTMENT FEES	INVESTMENT	51,127.
	TOTAL COMPENSATION	<u>51,127.</u>

ATTACHMENT 11FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DR. CHRISTOPHER PAYNE  
575 MARKET STREET, STE 3625  
SAN FRANCISCO, CA 94105

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

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CALIFORNIA CHARTER SCHOOLS ASSOCIATION 2249 DOBERN AVENUE SAN JOSE, CA 95116	NONE PC	FOR THE SANTA CLARA ADVOCACY COUNCIL	25,000.
CATHOLIC CHARITIES OF THE DIOCESE OF RALEIGH 715 NAZARETH STREET RALEIGH, NC 27606	NONE PC	FOR THE PIEDMONT REGION	5,000.
CREDO COMMUNITY CENTER FOR TREATMENT OF ADDICTIONS 595 WEST MAIN STREET WATERTOWN, NY 13601	NONE PC	FOR GENERAL OPERATING SUPPORT	3,500.
FOOTHILL-DE ANZA COMMUNITY COLLEGE 12345 MONTA ROAD LOS ALTOS, CA 94022	NONE PC	FOR THE KRAUSE CENTER FOR INNOVATION	10,000.
KENNEDY'S DISEASE ASSOCIATION P.O. BOX 1105 COARSIGOLD, CA 93614	NONE PC	FOR GENERAL OPERATING SUPPORT	3,000.
NORTH CAROLINA STATE UNIVERSITY 1890 MAIN CAMPUS DRIVE RALEIGH, NC 27606	NONE PC	FOR THE FRIDAY INSTITUTE TO SUPPORT RURAL TEACHER PROFESSIONAL DEVELOPMENT FOR COMPUTER SCIENCE/CODING COURSES	50,000

## ATTACHMENT 12

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

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
			<u>FOR GENERAL OPERATING SUPPORT</u>
OCEAN CONSERVANCY 1300 19TH ST. NW, 8TH FLOOR WASHINGTON, DC 20036	NONE PC	FOR GENERAL OPERATING SUPPORT	2,000.
REDWOOD FOREST FOUNDATION PO BOX 12 MENDOCINO, CA 95460	NONE PC	FOR GENERAL OPERATING SUPPORT	1,000.
STEPUP DURHAM 112 BROADWAY STREET, SUITE B DURHAM, NC 27701	NONE PC	FOR GENERAL OPERATING SUPPORT	2,000.
TEACH FOR AMERICA, INC. 711 WEST 40TH STREET, SUITE 356 BALTIMORE, MD 21211	NONE PC	FOR THE EASTERN NORTH CAROLINA SITE	21,000.
THE BOARD OF TRUSTEES OF ILELAND STANFORD JUNIOR UNIVERSITY 655 KNIGHT WAY, 3RD FLOOR STANFORD, CA 94305	NONE PC	FOR THE CENTER TO SUPPORT EXCELLENCE IN TEACHING AP RESEARCH PROJECT	60,000.
THE EDUCATION ALLIANCE - BUSINESS AND COMMUNITY FOR PUBLIC SCHOOL 803 QUARRIER STREET, SUITE 500 CHARLESTON, WV 25301	NONE PC	FOR STEM PARTNERSHIP SCHOOLS AND THE BLENDED LEARNING PROJECT IN WEST VIRGINIA	113,625.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	
		AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
THE EDUCATION TRUST 1814 FRANKLIN STREET, SUITE 220 OAKLAND, CA 94612	NONE PC	15,750.	FOR GENERAL OPERATING SUPPORT FOR EDUCATION TRUST-WEST
THE HILL CENTER 3200 PICKETT ROAD DURHAM, NC 27705	NONE PC	20,000	FOR THE RURAL NC READING ACHIEVEMENT PROGRAM
THE NATURE CONSERVANCY OF OHIO 6375 RIVERSIDE DRIVE, SUITE 100 DUBLIN, OH 43017	NONE PC	7,000.	FOR THE MAYAN FOREST PROJECT
THE UNIVERSITY AT ALBANY FOUNDATION 1400 WASHINGTON AVENUE, UAB 209 ALBANY, NY 12222	NONE PC	3,000.	FOR THE ALBANY PROMISE
UPPER HUDSON PLANNED PARENTHOOD 855 CENTRAL AVENUE ALBANY, NY 12206	NONE PC	3,500.	FOR GENERAL OPERATING SUPPORT
VOLUNTEERS IN ASIA 995 MARKET STREET STANFORD, CA 94103	NONE PC	10,000.	FOR INDONESIA PROGRAMS

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

WATERVILLE CITY SCHOOL DISTRICT  
1245 HILLSIDE DRIVE  
WATERVILLE, NY 12189

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND  
FOUNDATION STATUS OF RECIPIENT

NONE  
PC

## RECIPIENT NAME AND ADDRESS

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WATERVILLE CITY SCHOOL DISTRICT 1245 HILLSIDE DRIVE WATERVILLE, NY 12189	NONE PC	FOR THE PIVOT PROGRAM	62,616.
		TOTAL CONTRIBUTIONS PAID	<u><u>417,991.</u></u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
ECOSYSTEM INVESTMENT PARTNERS II, LP	01	4,026.			
BEARTHOOTH CAPITAL II, LP	01	32.			
MICRO VEST SHORT DURATION FUND	01	-3,128.			
SONEN GLOBAL PUBLIC EQUITY FUND	01	-8,149.			
SONEN GLOBAL FIXED INCOME FUND	01	-35,308.			
LYME FOREST FUND III TE, LP	01	6.			
EXCISE TAX REFUND	01	7,816.			
SONEN GLOBAL SUSTAINABLE FUND	01	-3,721.			
 TOTALS		<u><u>-1,350.</u></u>			<u><u>-38,426.</u></u>