

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

Name of foundation THE BERNARD OSHER FOUNDATION		A Employer identification number 94-2506257	
Number and street (or P O box number if mail is not delivered to street address) ONE FERRY BUILDING NO 255		Room/suite	B Telephone number (see instructions) (415) 677-5922
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94111		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 43,824,263		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9,444	2,194		
	4 Dividends and interest from securities	843,104	843,104		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,137,399			
	b Gross sales price for all assets on line 6a 4,833,529				
	7 Capital gain net income (from Part IV, line 2)		3,135,850		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	3,989,947	3,981,148		
	13 Compensation of officers, directors, trustees, etc	702,743	141,496		561,247
	14 Other employee salaries and wages	265,312	0		243,833
	15 Pension plans, employee benefits	129,505	11,006		118,499
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	26,479	7,731		18,748
	c Other professional fees (attach schedule)	8,697	5,349		3,348
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	231,645	6,971		41,471
	19 Depreciation (attach schedule) and depletion	4,191	0		
	20 Occupancy				
	21 Travel, conferences, and meetings	15,631	0		15,631
	22 Printing and publications	1,276	221		1,055
	23 Other expenses (attach schedule)	130,123	15,251		114,872
	24 Total operating and administrative expenses. Add lines 13 through 23	1,515,602	188,025		1,118,704
	25 Contributions, gifts, grants paid	4,080,435			3,850,435
	26 Total expenses and disbursements. Add lines 24 and 25	5,596,037	188,025		4,969,139
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,606,090			
	b Net investment income (if negative, enter -0-)		3,793,123		
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	217,516	36,804	36,804
	2 Savings and temporary cash investments	718,051		
	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	13,252	36,880	36,880
	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) ▶ _____	3,475,000		
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	38,628,741	43,695,748	43,695,748
	14 Land, buildings, and equipment basis ▶ _____ 109,495 Less accumulated depreciation (attach schedule) ▶ 54,664	56,263	54,831	54,831
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	43,108,823	43,824,263	43,824,263	
Liabilities	17 Accounts payable and accrued expenses	84,545	112,634	
	18 Grants payable	1,710,000	1,825,000	
	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 ▶ _____)	36,440	130,784	
	23 Total liabilities (add lines 17 through 22)	1,830,985	2,068,418	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ 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	41,277,838	41,755,845	
	30 Total net assets or fund balances (see instructions)	41,277,838	41,755,845	
31 Total liabilities and net assets/fund balances (see instructions) .	43,108,823	43,824,263		

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	41,277,838
2 Enter amount from Part I, line 27a	2	-1,606,090
3 Other increases not included in line 2 (itemize) ▶ _____	3	2,084,097
4 Add lines 1, 2, and 3	4	41,755,845
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	41,755,845

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	3,135,850
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	7,171,242	39,615,411	0 181022
2015	22,261,778	51,856,692	0 429294
2014	14,005,907	52,030,144	0 269188
2013	11,660,528	28,998,876	0 402103
2012	25,728,144	48,044,466	0 535507
2 Total of line 1, column (d)			2 1 817114
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 363423
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 42,344,445
5 Multiply line 4 by line 3			5 15,388,945
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 37,931
7 Add lines 5 and 6			7 15,426,876
8 Enter qualifying distributions from Part XII, line 4			8 4,969,139

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	75,862
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	75,862
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	75,862
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	108,903
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	108,903
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	33,041
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 33,041 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ 0 (2) On foundation managers ☐ \$ _____ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	No
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	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
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?	6	Yes
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	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
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 taxable year beginning in 2017 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

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 ▶ <u>HTTP //WWW.OSHERFOUNDATION.ORG/</u>	13	Yes	
14	The books are in care of ▶ <u>THE FOUNDATION</u> Telephone no ▶ <u>(415) 677-5922</u>			

Located at **▶** ONE FERRY BUILDING NO 255 SAN FRANCISCO CAZIP+4 **▶** 94111

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			
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 ▶	16	Yes	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(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			
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). ☐ Yes ☒ No 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))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
	<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?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

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

(a) Name and address	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
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
DAVID BLAZEVICH ONE FERRY BUILDING SUITE 255 SAN FRANCISCO, CA 94111	SENIOR PROGRAM OFFIC 37 50	145,833	14,583	0

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".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	40,646,438
b	Average of monthly cash balances.	1b	1,506,831
c	Fair market value of all other assets (see instructions).	1c	836,015
d	Total (add lines 1a, b, and c).	1d	42,989,284
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	42,989,284
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	644,839
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	42,344,445
6	Minimum investment return. Enter 5% of line 5.	6	2,117,222

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	2,117,222
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	75,862
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	75,862
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,041,360
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,041,360
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	2,041,360

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	4,969,139
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	4,969,139
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,969,139

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				2,041,360
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.	20,844,239			
b From 2013.	10,297,202			
c From 2014.	11,516,078			
d From 2015.	19,695,676			
e From 2016.	5,201,445			
f Total of lines 3a through e.	67,554,640			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 4,969,139				
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.				2,041,360
e Remaining amount distributed out of corpus	2,927,779			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	70,482,419			
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).	20,844,239			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	49,638,180			
10 Analysis of line 9				
a Excess from 2013.	10,297,202			
b Excess from 2014.	11,516,078			
c Excess from 2015.	19,695,676			
d Excess from 2016.	5,201,445			
e Excess from 2017.	2,927,779			

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 e-mail address of the person to whom applications should be addressed JEANIE HIROKANE ONE FERRY BUILDING SUITE 255 SAN FRANCISCO, CA 94111 (415) 861-5587	
b The form in which applications should be submitted and information and materials they should include THERE IS NO REQUIRED FORMAT, HOWEVER, THE APPLICANT MUST SHOW FINANCIAL NEED AND INDICATE THAT THEY ARE A QUALIFIED NON-PROFIT ORGANIZATION	
c Any submission deadlines NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors NONE	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	4,080,435
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

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

(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

b If "Yes," complete the following schedule

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

Sign Here	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.		
	*****	2018-10-30	*****
	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	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	DONALD R WILSON				P01406691
	Firm's name ▶ WILSON MARKLE STUCKEY HARDESTY & BOTT				Firm's EIN ▶ 26-3789391
Firm's address ▶ 101 LARKSPUR LANDING CIR STE 200 LARKSPUR, CA 949391750					Phone no (415) 925-1120

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)
ISHARES FOUNDATION-ENDOWMENT - BLACKROCK	P		
ISHARES FOUNDATION-ENDOWMENT - BLACKROCK	P		
EASTRIDGE CMNTY - PERSHING LLC	P		
431 E STRAWBERRY, MILL VALLEY	D		
BLACKROCK - SALE OF UNITS	P	2016-04-04	2017-11-13
GT OFFSHORE	P	2009-11-30	2017-07-12
MADISON REALTY PARTNERS	P		2017-11-08
LDR PREFERRED INCOME FUND	P	2015-10-28	2017-05-04

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)
17,798			17,798
171,342			171,342
45,000		45,000	0
3,650,000		976,774	2,673,226
500,000		411,019	88,981
372,093		200,000	172,093
1,646			1,646
75,650		64,886	10,764

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			17,798
			171,342
			0
			2,673,226
			88,981
			172,093
			1,646
			10,764

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
BARBRO OSHER	CHAIRMAN 1 00	0	0	0
ONE FERRY BUILDING SUITE 255 SAN FRANCISCO, CA 94111				
MARY BITTERMAN	PRESIDENT 37 50	325,000	24,000	0
ONE FERRY BUILDING SUITE 255 SAN FRANCISCO, CA 94111				
THOMAS MOFFETT	CFO 37 50	282,993	24,000	0
ONE FERRY BUILDING SUITE 255 SAN FRANCISCO, CA 94111				
BERNARD OSHER	TREASURER 15 00	0	0	0
ONE FERRY BUILDING SUITE 255 SAN FRANCISCO, CA 94111				
JEANIE HIROKANE	SECRETARY 37 50	90,750	9,075	0
ONE FERRY BUILDING SUITE 255 SAN FRANCISCO, CA 94111				
DAVID AGGER	DIRECTOR 1 00	800	0	0
ONE FERRY BUILDING SUITE 255 SAN FRANCISCO, CA 94111				
PHYLLIS COOK	DIRECTOR 1 00	800	0	0
ONE FERRY BUILDING SUITE 255 SAN FRANCISCO, CA 94111				
ROBERT FRIEND	DIRECTOR 1 00	800	0	0
ONE FERRY BUILDING SUITE 255 SAN FRANCISCO, CA 94111				
JOHN GALLO	DIRECTOR 1 00	800	0	0
ONE FERRY BUILDING SUITE 255 SAN FRANCISCO, CA 94111				
JOHN PRITZKER	DIRECTOR 1 00	400	0	0
ONE FERRY BUILDING SUITE 255 SAN FRANCISCO, CA 94111				
LAURA LAUDER	DIRECTOR 1 00	400	0	0
ONE FERRY BUILDING SUITE 255 SAN FRANCISCO, CA 94111				

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>				
ARTS AND HUMANITIES GRANTS AVAILABLE UPON REQUEST SAN FRANCISCO, CA 94111	NONE	PC	ARTS AND HUMANITIES GRANTS	2,060,250
EDUCATIONAVAILABLE UPON REQUEST SAN FRANCISCO, CA 94111	NONE	PC	EDUCATION	1,655,685
SOCIAL SERVICES AVAILABLE UPON REQUEST SAN FRANCISCO, CA 94111	NONE	PC	SOCIAL SERVICES	189,000
Total ▶ 3a				4,080,435

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>				
ENVIRONMENTAL EDUCATION AVAILABLE UPON REQUEST SAN FRANCISCO, CA 94111	NONE	PC	ENVIRONMENTAL EDUCATION	100,500
BREAD AND ROSES 233 TAMALPAIS DR 100 CORTE MADERA, CA 94925	NONE	PC	HUMANITYHUMANITIES GRANTS	25,000
HUMAN RIGHTS WATCH 350 SANSOME ST 1000 SAN FRANCISCO, CA 94104	NONE	PC	HUMANITIES GRANTS	50,000
Total ▶ 3a				4,080,435

TY 2017 Accounting Fees Schedule**Name:** THE BERNARD OSHER FOUNDATION**EIN:** 94-2506257**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	26,479	7,731		18,748

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Depreciation Schedule

Name: THE BERNARD OSHER FOUNDATION

EIN: 94-2506257

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
4 FILE CABINETS	1989-01-31	2,037	2,037	SL	7 000000000000	0	0		
TABLE, CHAIR & RUG	1989-02-28	8,786	8,786	SL	7 000000000000	0	0		
2 FILE CABINETS	1989-06-15	742	742	SL	7 000000000000	0	0		
GLASS TOP DESK	1989-08-31	295	295	SL	7 000000000000	0	0		
FILE CABINET	1998-01-12	674	674	SL	7 000000000000	0	0		
OFFICE FURNITURE	2004-06-30	2,711	2,711	SL	7 000000000000	0	0		
L/H IMPROVEMENT	2006-11-20	68,367	17,233	SL	40 000000000000	1,709	0		
OFFICE FURNITURE	2006-11-09	3,350	3,350	SL	7 000000000000	0	0		
CONFERENCE TABLE	2007-01-22	980	980	SL	7 000000000000	0	0		
FILE CABINET	2007-03-16	788	788	SL	7 000000000000	0	0		
5 DRAWER FILE CABINET	2007-06-06	944	944	SL	7 000000000000	0	0		
PRINTER	2007-07-09	647	647	SL	5 000000000000	0	0		
LAPTOP COMPUTER	2008-08-12	3,783	3,783	SL	5 000000000000	0	0		
COMPUTER	2010-06-04	618	618	SL	5 000000000000	0	0		
COMPUTER	2010-12-01	1,472	1,472	SL	5 000000000000	0	0		
MONITOR	2011-02-11	274	274	SL	5 000000000000	0	0		
COMPUTER	2011-09-16	773	773	SL	5 000000000000	0	0		
STANDING DESK	2012-08-29	977	618	SL	7 000000000000	140	0		
2 COMPUTERS	2013-02-15	2,015	1,579	SL	5 000000000000	403	0		
COMPUTER	2013-06-30	1,201	860	SL	5 000000000000	240	0		

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
NEW SERVER	2014-06-15	6,513	3,310	SL	5 0000000000000	1,303	0		
MONITOR	2014-08-08	303	147	SL	5 0000000000000	61	0		
NEW PRINTER	2016-05-19	731	96	SL	5 0000000000000	146	0		
COMPUTER	2017-08-28	998		SL	5 0000000000000	67	0		
COMPUTER	2017-07-28	1,003		SL	5 0000000000000	84	0		
COMPUTER	2017-10-02	756		SL	5 0000000000000	38	0		

TY 2017 Investments - Other Schedule**Name:** THE BERNARD OSHER FOUNDATION**EIN:** 94-2506257**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CONIFER SECURITIES	FMV	55,001	55,001
BLACKROCK / CREDIT SUISSE	FMV	43,150,522	43,150,522
FARALLON (FCOI II)	FMV	435,759	435,759
EI FUND IV	FMV	54,466	54,466

TY 2017 Land, Etc. Schedule

Name: THE BERNARD OSHER FOUNDATION

EIN: 94-2506257

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
4 FILE CABINETS	2,037	2,037	0	
TABLE, CHAIR & RUG	8,786	8,786	0	
2 FILE CABINETS	742	742	0	
GLASS TOP DESK	295	295	0	
FILE CABINET	674	674	0	
OFFICE FURNITURE	2,711	2,711	0	
L/H IMPROVEMENT	68,367	18,942	49,425	
OFFICE FURNITURE	3,350	3,350	0	
CONFERENCE TABLE	980	980	0	
FILE CABINET	788	788	0	
5 DRAWER FILE CABINET	944	944	0	
PRINTER	647	647	0	
LAPTOP COMPUTER	3,783	3,783	0	
COMPUTER	618	618	0	
MONITOR	274	274	0	
STANDING DESK	977	758	219	
2 COMPUTERS	2,015	1,982	33	
COMPUTER	1,201	1,100	101	
NEW SERVER	6,513	4,613	1,900	
MONITOR	303	208	95	
NEW PRINTER	731	242	489	
COMPUTER	998	67	931	
COMPUTER	1,003	84	919	
COMPUTER	756	38	718	

TY 2017 Other Expenses Schedule

Name: THE BERNARD OSHER FOUNDATION

EIN: 94-2506257

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE	3,480	1,180		2,300
OFFICE SERVICES	126,643	14,071		112,572

TY 2017 Other Increases Schedule**Name:** THE BERNARD OSHER FOUNDATION**EIN:** 94-2506257

Description	Amount
UNREALIZED GAIN/LOSS	2,075,473
PRIOR PERIOD ADJUSTMENT	8,624

TY 2017 Other Liabilities Schedule**Name:** THE BERNARD OSHER FOUNDATION**EIN:** 94-2506257

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	978	0
DEFERRED FEDERAL EXCISE TAX PAYABLE	35,462	130,784

TY 2017 Other Professional Fees Schedule**Name:** THE BERNARD OSHER FOUNDATION**EIN:** 94-2506257

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL SERVICE FEES	4,604	1,256		3,348
ISHARES FOUNDATION-ENDOWMENT - BLACKROCK K-1	4,093	4,093		0

TY 2017 Taxes Schedule**Name:** THE BERNARD OSHER FOUNDATION**EIN:** 94-2506257

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	47,835	6,364		41,471
OTHER TAXES	607	607		0
FEDERAL EXCISE TAX	87,881	0		0
DEFERRED FEDERAL EXCISE TAX	95,322	0		0