

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.

2017

Open to Public
Inspection

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

<p>Name of foundation FTHREE FOUNDATION</p> <p>Number and street (or P O box number if mail is not delivered to street address) 1714 STOCKTON STREET NO 400</p> <p>City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94133</p> <p>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</p> <p>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</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 20,132,617</p>		<p>A Employer identification number 94-3376857</p> <p>B Telephone number (see instructions) (415) 561-6540</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>			
		<p>J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____</p> <p>(Part I, column (d) must be on cash basis)</p>			
<p>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))</p>		<p>(a) Revenue and expenses per books</p>	<p>(b) Net investment income</p>	<p>(c) Adjusted net income</p>	<p>(d) Disbursements for charitable purposes (cash basis only)</p>
<p>Revenue</p> <p>1 Contributions, gifts, grants, etc., received (attach schedule)</p> <p>2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B</p> <p>3 Interest on savings and temporary cash investments 56,464 56,464</p> <p>4 Dividends and interest from securities 373,517 373,517</p> <p>5a Gross rents</p> <p>b Net rental income or (loss)</p> <p>6a Net gain or (loss) from sale of assets not on line 10 3,672,973</p> <p>b Gross sales price for all assets on line 6a 9,235,440</p> <p>7 Capital gain net income (from Part IV, line 2) 3,672,973</p> <p>8 Net short-term capital gain</p> <p>9 Income modifications</p> <p>10a Gross sales less returns and allowances</p> <p>b Less Cost of goods sold</p> <p>c Gross profit or (loss) (attach schedule)</p> <p>11 Other income (attach schedule) 13 13</p> <p>12 Total. Add lines 1 through 11 4,102,967 4,102,967</p>					
<p>Operating and Administrative Expenses</p> <p>13 Compensation of officers, directors, trustees, etc 0 0 0</p> <p>14 Other employee salaries and wages</p> <p>15 Pension plans, employee benefits</p> <p>16a Legal fees (attach schedule)</p> <p>b Accounting fees (attach schedule) 3,500 3,500 0</p> <p>c Other professional fees (attach schedule) 159,326 69,215 90,111</p> <p>17 Interest</p> <p>18 Taxes (attach schedule) (see instructions) 27,842 27,842 0</p> <p>19 Depreciation (attach schedule) and depletion</p> <p>20 Occupancy</p> <p>21 Travel, conferences, and meetings</p> <p>22 Printing and publications</p> <p>23 Other expenses (attach schedule) 97,044 97,044 0</p> <p>24 Total operating and administrative expenses.</p> <p>Add lines 13 through 23 287,712 197,601 90,111</p> <p>25 Contributions, gifts, grants paid 1,051,000 1,051,000</p> <p>26 Total expenses and disbursements. Add lines 24 and 25 1,338,712 197,601 1,141,111</p> <p>27 Subtract line 26 from line 12</p> <p>a Excess of revenue over expenses and disbursements 2,764,255</p> <p>b Net investment income (if negative, enter -0-) 3,905,366</p> <p>c Adjusted net income (if negative, enter -0-) 0</p>					

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		951,511	1,417,344	1,417,344
	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)		17,431,332	18,715,273	18,715,273
	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)				
	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)		18,382,843	20,132,617	20,132,617
	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 ► _____)		0	0	
	23 Total liabilities (add lines 17 through 22)		0	0	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		18,382,843	20,132,617	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		18,382,843	20,132,617	
	31 Total liabilities and net assets/fund balances (see instructions)		18,382,843	20,132,617	

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	18,382,843
2	Enter amount from Part I, line 27a	2	2,764,255
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	21,147,098
5	Decreases not included in line 2 (itemize) ►	5	1,014,481
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	20,132,617

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					
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
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	3,672,973	
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?

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

 Yes No**1 Enter the appropriate amount in each column for each year, see instructions before making any entries**

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	1,072,785	17,884,464	0 059984
2015	914,750	19,197,751	0 047649
2014	713,208	18,894,796	0 037746
2013	777,371	18,150,978	0 042828
2012	288,519	16,279,124	0 017723
2 Total of line 1, column (d)			2 0 205930
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 041186
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 19,057,339
5 Multiply line 4 by line 3			5 784,896
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 39,054
7 Add lines 5 and 6			7 823,950
8 Enter qualifying distributions from Part XIII, line 4			8 1,141,111

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	39,054
	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 checked="" type="checkbox"/> and enter 1% of Part I, line 2b	1	39,054
c	All other domestic foundations enter 2% of line 2b 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	39,054
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	39,054
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	10,877
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	60,877
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	21,823
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ►	21,823	Refunded ►
		11	0

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	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	Yes	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?	2	Yes	No
	<i>If "Yes," attach a detailed description of the activities</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	Yes	No
	<i>If "Yes," attach the statement required by General Instruction T</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"> 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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	9	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	Yes	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 ► WWW.HIRSCHASSOC.COM	13	Yes

14 The books are in care of ► VALENTINE FAMILY OFFICE LLC Telephone no ► (415) 561-6540

Located at ► 104 PRESBYTERIAN AVENUE SUITE B CARROLLTON GA

ZIP+4 ► 30117

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15	<input type="checkbox"/>
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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?	16	Yes	No
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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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.			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
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? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).			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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
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

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)? Organizations relying on a current notice regarding disaster assistance check here. ►			5b
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b
	<i>If "Yes" to 6b, file Form 8870</i>			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).**

(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
DR ROBERT V FARESE JR PO BOX 400 CARROLLTON, GA 30112	SECRETARY/TREASURER 1 00	0	0	0
NANCY RICHARDS FARESE PO BOX 400 CARROLLTON, GA 30112	PRESIDENT 1 00	0	0	0
JULIE SHAFER PO BOX 400 CARROLLTON, GA 30112	BOARD MEMBER 1 00	0	0	0
CONOR FARESE PO BOX 400 CARROLLTON, GA 30112	BOARD MEMBER 1 00	0	0	0

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

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

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
HIRSCH & ASSOCIATES LLC 1714 STOCKTON STREET SUITE 400 SAN FRANCISCO, CA 94133	FOUNDATION MANAGEMENT	90,111

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	
3	
All other program-related investments See instructions	
4	
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	18,368,626
b	Average of monthly cash balances.	1b	978,926
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	19,347,552
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	19,347,552
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	290,213
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,057,339
6	Minimum investment return. Enter 5% of line 5.	6	952,867

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign**Part XI** organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6.	1	952,867
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	39,054
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	39,054
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	913,813
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	913,813
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	913,813

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,141,111
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,141,111
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	39,054
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,102,057
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				913,813
2 Undistributed income, if any, as of the end of 2017			0	
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.	186,570			
f Total of lines 3a through e.	186,570			
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ 1,141,111			0	
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.			913,813	
e Remaining amount distributed out of corpus	227,298			
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	413,868			
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	413,868			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.	186,570			
e Excess from 2017.	227,298			

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
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

ALLISON DOMICONE PROGRAM OFFICER
1714 STOCKTON STREET SUITE 400
SAN FRANCISCO, CA 94133
(415) 837-5408

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

FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE WWW HIRSCHASSOC COM

c Any submission deadlines

FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE WWW HIRSCHASSOC COM

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

FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE WWW HIRSCHASSOC COM

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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.					
3 Interest on savings and temporary cash investments			14	56,464	
4 Dividends and interest from securities.			14	373,517	
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.			14	13	
8 Gain or (loss) from sales of assets other than inventory			18	3,672,973	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).		0		4,102,967	0
13 Total. Add line 12, columns (b), (d), and (e).			13		4,102,967
(See worksheet in line 13 instructions to verify calculations)					

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

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
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

a Transfers from the reporting foundation to a noncharitable exempt organization of

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.

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(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.

* * * * *

2018-11-13

* * * * *

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

Signature of officer or trustee

Date

✓ Title

**Sign
Here**

**Paid
Preparer
Use Only**

(see instr?) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					
Paid Preparer Use Only	Print/Type preparer's name LEIGHANN H COSTLEY	Preparer's Signature	Date	Check if self-employed ► <input type="checkbox"/>	
	Firm's name ► FRAZIER & DEETER LLC				Firm's EIN ► 58-1433845
	Firm's address ► 1230 PEACHTREE STREET NE SUITE 1500 ATLANTA, GA 30309				Phone no (404) 253-7500

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.)
35,277 7220 SHARES - BLACKROCK STRAT INCM OPPTY PORT	P	2017-05-31	2017-12-27
7,490 3870 SHARES - BLACKROCK STRAT INCM OPPTY PORT	P	2015-05-26	2017-12-27
103,123 3120 SHARES - VANGUARD TOTAL INTL STK INDEX ADMIRAL	P		2017-12-27
70,213 6980 SHARES - VANGUARD TOTAL STOCK MKT INDEX FD	P	2010-09-08	2017-12-27
40,000 SHARES - BANK OF NOVA SC	P	2016-07-28	2017-01-12
60,000 SHARES - US TREASUR NT 2 75%	P	2017-04-07	2017-05-23
50,000 SHARES - AMERICAN EXPRESS	P	2015-11-13	2017-09-22
50,000 SHARES - BANK NEW YORK ME	P	2014-03-13	2017-06-20
50,000 SHARES - GENERAL ELECTRIC	P	2014-03-04	2017-09-29
50,000 SHARES - INTEL CORP	P	2014-02-28	2017-01-30

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
351,001		350,000	1,001
74,527		76,189	-1,662
3,132,871		2,411,077	721,794
4,698,686		1,921,295	2,777,391
40,000		40,000	0
62,560		62,178	382
50,000		50,000	0
49,895		49,895	0
52,138		49,369	2,769
50,039		50,021	18

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) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			1,001
			-1,662
			721,794
			2,777,391
			0
			382
			0
			0
			2,769
			18

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

(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.)
45,000 - SHARES JOHN DEERE CAPITA	P	2014-03-04	2017-09-18
35,000 - SHARES STATOIL ASA	P	2016-03-23	2017-08-17
35,000 - SHARES THE GOLDMAN SACHS	P	2016-03-22	2017-11-28
45,000 - SHARES TUSCALOOSA AL	P	2014-07-24	2017-01-01
60,000 SHARES - US TREASUR NT 2 5%	P	2014-09-26	2017-12-11
30,000 SHARES - US TREASUR NT 1 25%	P	2014-02-28	2017-04-10
10,000 SHARES - US TREASUR NT 1 25%	P	2014-02-28	2017-12-11
55,000 SHARES - US TREASUR NT 2 75%	P	2015-10-05	2017-12-11
CAPITAL LOSS - BROAD BASED CONSUMER CREDIT FUND K-1	P		2017-12-31
CAPITAL GAIN - SONEN GLOBAL PUBLIC EQUITY FUND K-1	P		2017-12-31

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
45,000		45,000	0
35,000		35,000	0
35,204		35,201	3
45,000		45,000	0
60,838		59,994	844
29,948		29,792	156
9,914		9,914	0
56,588		57,723	-1,135
		172,829	-172,829
125,134			125,134

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) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			0
			0
			3
			0
			844
			156
			0
			-1,135
			-172,829
			125,134

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.)
CAPITAL GAIN - SONEN GLOBAL PUBLIC EQUITY FUND K-1	P		2017-12-31
CAPITAL LOSS - SONEN GLOBAL PUBLIC EQUITY FUND K-1	P		2017-12-31
CAPITAL GAIN - RETHINK EDUCATION K-1	P		2017-12-31
CAPITAL LOSS - SONEN GLOBAL SUSTAINABLE REAL ASSETS K-1	P		2017-12-31
CAPITAL GAIN - SONEN GLOBAL SUSTAINABLE REAL ASSETS K-1	P		2017-12-31
CAPITAL LOSS - RETHINK EDUCATION K-1	P		2017-12-31

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
229,693			229,693
		9,903	-9,903
1,151			1,151
		1,451	-1,451
253			253
		636	-636

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	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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			229,693
			-9,903
			1,151
			-1,451
			253
			-636

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)				
<i>a Paid during the year</i>				
3500ORG20 JAY STREET SUITE 732 BROOKLYN, NY 11201	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	1,000
AIM HIGH16205 NW BETHANY CT 100 BEAVERTON, OR 97006	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
AMERICAN CIVIL LIBERTIES UNION INC FOUNDATION 125 BROAD ST 18TH FLOOR NEW YORK, NY 10004	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
Total				1,051,000
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 Paid during the year				
CALIFORNIA ACADEMY OF SCIENCES 55 MUSIC CONCOURSE DRIVE GOLDEN GATE PARK SAN FRANCISCO, CA 94118	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	1,000
CALMATTERS 1017 L STREET 261 SACRAMENTO, CA 95814	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	50,000
CENTER FOR INVESTIGATIVE REPORTING INC 1400 65TH STREET SUITE 200 EMERYVILLE, CA 94608	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	100,000
Total				1,051,000
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 Paid during the year				
CENTER FOR PUBLIC INTEGRITY 910 17TH STREET NW SUITE 700 WASHINGTON, DC 20006	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	30,000
COMMUNITY INITIATIVES 1012 TORNEY AVE THE PRESIDIO SAN FRANCISCO, CA 94129	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT FOR DALAI LAMA FELLOWS	1,000
COMPASS FAMILY SERVICES 49 POWELL STREET 3RD FLOOR SAN FRANCISCO, CA 94102	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
Total				1,051,000
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 Paid during the year				
DEMOCRACY 21 EDUCATION 2000 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	30,000
EDUCATION PIONEERS 1625 CLAY STREET 3RD FLOOR OAKLAND, CA 94612	NONE	501(C)(3) PUBLIC CHA	BAY AREA EXPANSION	50,000
EVERY TOWN FOR GUN SAFETY PO BOX 3886 NEW YORK, NY 10017	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
Total				1,051,000
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 Paid during the year				
EVERY VOICE CENTER 1211 CONNECTICUT AVE NW SUITE 600 WASHINGTON, DC 20036	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	60,000
FRIENDS OF SAN FRANCISCO PUBLIC LIBRARY 710 VAN NESS AVENUE SAN FRANCISCO, CA 94102	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	2,500
FRIENDS OF THE URBAN FOREST 1007 GENERAL KENNEDY AVE STE 1 SAN FRANCISCO, CA 94129	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	1,000
Total				1,051,000
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 Paid during the year				
GLOBAL CITIZEN YEAR 1625 CLAY STREET SUITE 400 OAKLAND, CA 94612	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
GOLDEN GATE NATIONAL PARKS CONSERVANCY BUILDING 201 FORT MASON SAN FRANCISCO, CA 94123	NONE	501(C)(3) PUBLIC CHA	WILLIAM KENT SOCIETY	1,000
HUCKLEBERRY YOUTH PROGRAMS 3310 GEARY BLVD SAN FRANCISCO, CA 94118	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
Total				1,051,000
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 Paid during the year				
HUMAN RIGHTS WATCH 100 BUSH STREET SUITE 925 SAN FRANCISCO, CA 94104	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
ISSUE ONE 11 DUPONT CIRCLE SUITE 350 WASHINGTON, DC 20036	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	60,000
Total				1,051,000
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)				
<i>a Paid during the year</i>				
KQED INC 2601 MARIPOSA ST SAN FRANCISCO, CA 94110	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT INSPIRED BY THE NEW EDUCATION PROJECT	100,000
KRISTA TIPPETT PUBLIC PRODUCTIONS 1619 HENNEPIN AVENUE MINNEAPOLIS, MN 55403	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	500
LITTLE KIDS ROCK 271 GROVE AVE BLDG E-2 VERONA, NJ 07044	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
Total				1,051,000
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 Paid during the year				
MAPLIGHT 2223 SHATTUCK AVENUE BERKELEY, CA 94704	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	60,000
MARIN AGRICULTURAL LAND TRUST 145 A ST POINT REYES STATION, CA 94956	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
MEDIA IMPACT FUNDERS INC 200 WEST WASHINGTON SQUARE SUITE 220 PHILADELPHIA, PA 19106	NONE	501(C)(3) PUBLIC CHA	NETWORK MEMBERSHIP RENEWAL	500
Total				1,051,000
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 Paid during the year				
MERITUS COLLEGE FUND 1012 TORNEY AVE SAN FRANCISCO, CA 94129	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
NATURAL RESOURCES DEFENSE COUNCIL 111 SUTTER STREET 21ST FLOOR SAN FRANCISCO, CA 94104	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
PASSIM (47 PALMER INC) 26 CHURCH STREET SUITE 300 CAMBRIDGE, MA 02138	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	2,500
Total				1,051,000
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 Paid during the year				
PLANNED PARENTHOOD GULF COAST INC 4600 GULF FREEWAY HOUSTON, TX 77023	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	2,500
THE PREEMPTIVE LOVE COALITION 1300 DARBYTON DRIVE HEWITT, TX 76643	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	1,000
PROTEUS FUND 15 RESEARCH DRIVE SUITE B AMHERST, MA 01002	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT FOR PIPER FUND	60,000
Total				1,051,000
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)				
<i>a Paid during the year</i>				
REFUGEPPOINT PO BOX 984001 BOSTON, MA 02298	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
ROCK THE VOTE 1001 CONNECTICUT AVE NW SUITE 640 WASHINGTON, DC 20036	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	50,000
SAN FRANCISCO CHILD ABUSE PREVENTION CENTER 1757 WALLER STREET SAN FRANCISCO, CA 94117	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
Total				1,051,000
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 Paid during the year				
SAN FRANCISCO FOOD BANK 9000 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
SANDY HOOK PROMISE FOUNDATION PO BOX 3489 NEWTOWN, CT 06470	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
SOUTHWIRE POWER FUND PO BOX 10000 CARROLLTON, GA 30119	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
Total				1,051,000
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)				
<i>a Paid during the year</i>				
SUMMER SEARCHPO BOX 39000 SAN FRANCISCO, CA 94139	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
THE CARTER CENTER ONE COPENHILL 453 FREEDOM PARKWAY ATLANTA, GA 30307	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
THE TRACE (TRACE MEDIA INC) PO BOX 4184 NEW YORK, NY 10163	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	1,000
Total				1,051,000
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 Paid during the year				
THE TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET SUITE 900 SAN FRANCISCO, CA 94104	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
UNIVERSITY OF NORTH CAROLINA CHAPEL HILL FOUNDATION 100 EUROPA DR SUITE 490 CAMPUS BOX 1105 CHAPEL HILL, NC 27517	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT FOR INSTITUTE FOR THE ENVIRONMENT	500
WGBH PUBLIC RADIO ONE GUEST STREET BOSTON, MA 02135	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	1,000
Total			►	1,051,000
3a				

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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)				
<i>a Paid during the year</i>				
YOUTH RADIO 1701 BROADWAY OAKLAND, CA 94612	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	50,000
826 VALENCIA 180 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94612	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	1,000
AMERICAN SOCIETY FOR CELL BIOLOGY 8120 WOODMOUNT AVENUE SUITE 750 BETHESDA, MD 20814	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	500
Total				1,051,000
3a				

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Name and address (home or business)				
a Paid during the year				
FASEB SCIENCE RESEARCH CONFERENCES 9650 ROCKVILLE PIKE BETHESDA, MD 20814	NONE	501(C)(3) PUBLIC CHA	CONFERENCE	2,000
GRANTMAKERS CONCERNED WITH IMMIGRANTS AND REFUGEES PO BOX 1100 SEBASTOPOL, CA 95473	NONE	501(C)(3) PUBLIC CHA	UNDOCUFUND FIRE RELIEF	2,000
GREATER HOUSTON COMMUNITY FOUNDATION 5120 WOODWAY DRIVE SUITE 6000 HOUSTON, TX 77056	NONE	501(C)(3) PUBLIC CHA	HURRICANE HARVEY RELIEF FUND	5,000
Total			►	1,051,000
3a				

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HOPEWELL FUND 1201 CONNECTICUT AVE NW SUITE 300 WASHINGTON, DC 20036	NONE	501(C)(3) PUBLIC CHA	CHECKS AND BALANCES EDUCATION FUND	10,000
IGNITE510 16TH STREET OAKLAND, CA 94612	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	50,000
JAMESTOWN COMMUNITY CENTER 3382 26TH STREET SAN FRANCISCO, CA 94110	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	1,000
Total			►	1,051,000
3a				

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MI FAMILIA VOTA EDUCATION FUND 1710 E INDIAN SCHOOL ROAD SUITE 100 PHOENIX, AZ 85016	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	50,000
NAPA VALLEY COMMUNITY FOUNDATION 3299 CLAREMONT WAY SUITE 2 NAPA, CA 94558	NONE	501(C)(3) PUBLIC CHA	NAPA VALLEY COMMUNITY DISASTER RELIEF FUND	10,000
NEW YORK PUBLIC RADIOPO BOX 1550 NEW YORK, NY 10116	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	1,000
Total				1,051,000
3a				

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ONE HUNDRED MILESPo BOX 2056 BRUNSWICK, GA 31520	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	5,000
PRESIDENT AND FELLOWS OF HARVARD COLLEGE 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	501(C)(3) PUBLIC CHA	HKS FUND	2,500
READING PARTNERS 180 GRAND AVE SUITE 800 OAKLAND, CA 94612	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	1,000
Total				1,051,000
3a				

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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)				
<i>a Paid during the year</i>				
ROOT CAPITAL 130 BISHOP ALLEN DRIVE 2ND FLOOR CAMBRIDGE, MA 02139	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT GENERAL SUPPORT	5,000
THACHER SCHOOL 5025 THACHER ROAD OJAI, CA 93023	NONE	501(C)(3) PUBLIC CHA	ANNUAL FUND	5,000
THE BOSTON FOUNDATION 420 BOYLSTON STREET 4TH FLOOR BOSTON, MA 02116	NONE	501(C)(3) PUBLIC CHA	GLOBAL CHANGEMAKER GALA	5,000
Total			►	1,051,000
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 Paid during the year				
MEDICAL FOUNDATION OF NORTH CAROLINA INC 880 MARTIN LUTHER KING JR BLVD CHAPEL HILL, NC 27514	NONE	501(C)(3) PUBLIC CHA	IN MEMORY OF DR OLIVER SMITHIES	500
THE NEWS LITERACY PROJECT 5525 DEVON ROAD BETHESDA, MD 20814	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	50,000
WORLD AFFAIRS COUNCIL 312 SUTTER STREET SUITE 200 SAN FRANCISCO, CA 94108	NONE	501(C)(3) PUBLIC CHA	GENERAL SUPPORT	2,500
Total				1,051,000
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)				
<i>a Paid during the year</i>				
JUMPSTART NORTHERN CALIFORNIA 235 MONTGOMERY STREET SUITE 1025 SAN FRANCISCO, CA 94104	NONE	501(C)(3) PUBLIC CHA	EARLY CHILDHOOD WORKFORCE DEVELOPMENT PROGRAM	25,000
Total				1,051,000 ►
3a				

TY 2017 Accounting Fees Schedule

Name: FTHREE FOUNDATION**EIN:** 94-3376857

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,500	3,500		0

TY 2017 Investments Corporate Stock Schedule

Name: FTHREE FOUNDATION

EIN: 94-3376857

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS CORPORATE STOCK	18,715,273	18,715,273

TY 2017 Other Decreases Schedule

Name: FTHREE FOUNDATION

EIN: 94-3376857

Description	Amount
UNREALIZED GAINS/LOSSES	1,014,481

TY 2017 Other Expenses Schedule

Name: FTHREE FOUNDATION
EIN: 94-3376857

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	95	95		0
PORTFOLIO DEDUCTIONS FROM K-1'S	96,949	96,949		0

TY 2017 Other Income Schedule**Name:** FTHREE FOUNDATION**EIN:** 94-3376857**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME - RETHINK EDUCATION K-1	8	8	8
ORDINARY INCOME - SONEN GLOBAL SUSTAINABLE REAL ASSETS	47	47	47
OTHER INCOME - SONEN GLOBAL SUSTAINABLE REAL ASSETS	-28	-28	-28
ORDINARY LOSS - SONEN GLOBAL SUSTAINABLE REAL ASSETS K-1	-14	-14	-14

TY 2017 Other Professional Fees Schedule

Name: FTHREE FOUNDATION**EIN:** 94-3376857

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOUNDATION MANAGEMENT	90,111	0		90,111
INVESTMENT MANAGEMENT	69,215	69,215		0

TY 2017 Taxes Schedule

Name: FTHREE FOUNDATION**EIN:** 94-3376857

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES - STATE	205	205		0
EXCISE TAXES	15,000	15,000		0
FOREIGN TAXES	12,637	12,637		0