

Form **990-PF**Department of the Treasury  
Internal Revenue Service

Extended to November 15, 2018

**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.  
► Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No. 1545-0052

**2017**

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

A Employer identification number

**Fleishhacker Foundation****94-6051048**

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

Room/suite

**1016 Lincoln Blvd****12**

B Telephone number

**415-561-5350**

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

**San Francisco, CA 94129-1095**C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 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 foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

Part I, column (d) must be on cash basis.)

\$ **20,444,397.****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).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative expenses Add lines 13 through 23

25 Contributions, gifts, grants paid

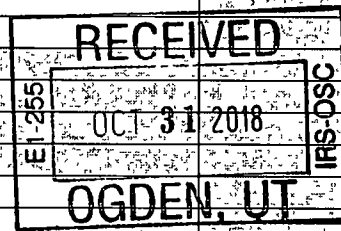
26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)



Operating and Administrative Expenses ANNEXED DEC 04 2018

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing		129,666.	129,666.
	2 Savings and temporary cash investments	338,723.	383,247.	383,247.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 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			
	b Investments - corporate stock Stmt 6	8,622,619.	8,930,791.	15,399,350.
	c Investments - corporate bonds Stmt 7	4,270,963.	4,270,963.	4,529,314.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ <u>Deposits</u> )	2,820.	2,820.	2,820.
	16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,235,125.	13,717,487.	20,444,397.
<b>Liabilities</b>	17 Accounts payable and accrued expenses	1,273.	436.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	1,273.	436.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted	13,233,852.	13,717,051.	
	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 <b>Total net assets or fund balances</b>	13,233,852.	13,717,051.	
	31 <b>Total liabilities and net assets/fund balances</b>	13,235,125.	13,717,487.	

**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 13,233,852.
2 Enter amount from Part I, line 27a	2 472,699.
3 Other increases not included in line 2 (itemize) ▶ <u>Returned grants</u>	3 10,500.
4 Add lines 1, 2, and 3	4 13,717,051.
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 13,717,051.

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

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a Publicly-traded securities</b>	<b>P</b>	<b>Various</b>	<b>Various</b>
<b>b Capital Gains Dividends</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
<b>a 2,706,596.</b>	-	<b>1,549,861.</b>	<b>1,156,735.</b>
<b>b 12,179.</b>			<b>12,179.</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			<b>1,156,735.</b>
<b>b</b>			<b>12,179.</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	<b>1,168,914.</b>
<b>3</b> 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). If (loss), enter -0- in Part I, line 8	{ }	<b>3</b>	<b>N/A</b>

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

**1** Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	1,009,683.	17,076,450.	.059127
2015	942,493.	17,968,640.	.052452
2014	822,996.	18,293,349.	.044989
2013	865,021.	16,229,357.	.053300
2012	766,811.	14,120,149.	.054306

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.264174</b>
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	<b>.052835</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	<b>4</b>	<b>19,284,441.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>1,018,893.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>15,542.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>1,034,435.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>1,064,103.</b>

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. 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 27b		1	15,542.
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	15,542.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	15,542.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	27,912.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	27,912.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	12,370.	
11 Enter the amount of line 10 to be: <b>Credited to 2018 estimated tax</b> <input checked="" type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <b>General Instruction T</b>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> <b>CA</b>		
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 <b>General Instruction G</b> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

**Part VII-A Statements Regarding Activities** (continued)

	Yes	No
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		X
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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.fleishhackerfoundation.org</u>	X	
14 The books are in care of ► <u>The Foundation</u> Telephone no. ► <u>415-561-5350</u> Located at ► <u>1016 Lincoln Blvd, #12, San Francisco, CA</u> ZIP+4 ► <u>94129</u>		
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		
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
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 checked="" type="checkbox"/> Yes <input 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 ► <input type="checkbox"/>	1b	X
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	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4a	X
	4b	X

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

5a During the year, did the foundation pay or incur any amount to:

(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

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

6b

☒

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?

N/A

7b

Yes No

5b

☒

6b

☒

7b

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8		116,072.	17,220.	0.

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

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

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

0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2017)

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	19,203,180.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	374,933.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	19,578,113.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	19,578,113.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	293,672.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	19,284,441.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	964,222.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	964,222.
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5	<b>2a</b>	15,542.
<b>b</b>	Income tax for 2017. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	15,542.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	948,680.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	10,500.
<b>5</b>	Add lines 3 and 4	<b>5</b>	959,180.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	959,180.

**Part XII. Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,064,103.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	<b>4</b>	1,064,103.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	15,542.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,048,561.

**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
<b>1</b> Distributable amount for 2017 from Part XI, line 7				959,180.
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2017:				
<b>a</b> From 2012	76,278.			
<b>b</b> From 2013	69,655.			
<b>c</b> From 2014				
<b>d</b> From 2015	74,839.			
<b>e</b> From 2016	176,002.			
<b>f</b> Total of lines 3a through e	396,774.			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 1,064,103.				
<b>a</b> Applied to 2016, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2017 distributable amount				959,180.
<b>e</b> Remaining amount distributed out of corpus	104,923.			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:	501,697.			
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
<b>7</b> 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.			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7	76,278.			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	425,419.			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2013	69,655.			
<b>b</b> Excess from 2014				
<b>c</b> Excess from 2015	74,839.			
<b>d</b> Excess from 2016	176,002.			
<b>e</b> Excess from 2017	104,923.			



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
826 Valencia 826 Valencia St San Francisco, CA 94110		PC	Education grant	10,000.
Bridge the Gap College Prep 105 Drake Ave Sausalito, CA 94965		PC	Education grant	10,000.
Catholic Charities 990 Eddy St San Francisco, CA 94109		PC	Education grant	5,000.
Faith Network of the East Bay 2633 Telegraph Ave, Ste 412 Oakland, CA 94612		PC	Education grant	15,000.
Girls Inc. of Alameda County 510 16th St Oakland, CA 94612		PC	Education grant	10,000.
<b>Total</b> See continuation sheet(s) ▶ 3a				814,500.
<b>b Approved for future payment</b>				
Eureka Fellowship - 9 individuals c/o Fleishhacker Foundation San Francisco, CA 94129		I	Eureka Fellowships	138,000.
Stanford University PO Box 20466 Stanford, CA 94309		PC	Board discretionary grant	1,000.
Dancers' Group 44 Gough St Ste 201 San Francisco, CA 94103		PC	Lynchpin grant	20,000.
<b>Total</b> See continuation sheet(s) ▶ 3b				264,000.





**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Jewish Community Relations Council/Jewish Coalition for Literacy 131 Steuart St Ste 205 San Francisco, CA 94105		PC	Education grant	15,000.
One Purpose School 948 Hollister Ave San Francisco, CA 94124		PC	Education Grant	10,000.
Pacifica School Volunteers 375 Reina Del Mar Pacifica, CA 94044		PC	Education grant	10,000.
Ravenswood Education Foundation PO Box 396 Menlo Park, CA 94026		PC	Education Grant	10,000.
Reading Partners 180 Grand Ave, Ste 800 Oakland, CA 94612		PC	Education grant	15,000.
Streetside Stories 3130 20th St, Ste 311 San Francisco, CA 94110		PC	Education grant	10,000.
Super Stars Literacy 333 Hegenberger Rd Ste 503 Oakland, CA 94621		PC	Education grant	10,000.
Amy Seiwert's Imagery PO Box 330484 San Francisco, CA 94133		PC	Small Arts Grants	4,500.
Asian Pacific Islander Cultural Center 934 Brannan St San Francisco, CA 94103		PC	Small Arts Grant	5,500.
Cartoon Art Museum of California 781 Beach St San Francisco, CA 94109		PC	Small Arts Grant	5,000.
<b>Total from continuation sheets</b>				<b>764,500.</b>

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Center for Independent Documentary 1300 Soldiers Field Rd #4 Boston, MA 02135		PC	Small Arts Grant	6,500.
Clarity Educational Productions Inc dba Clarity Films 2600 10th St Ste 412 Berkeley, CA 94710		PC	Small Arts Grant	4,000.
Del Sol Performing Arts Organization 751 - 47th Ave San Francisco, CA 94121		PC	Small Arts Grant	3,000.
Dimensions Dance Theater/Fua Dia Congo 1428 Alice St Ste 308 Oakland, CA 94612		PC	Small Arts Grants	5,000.
Epiphany Productions Sonic Dance Theater 901 Mission St Ste 306 San Francisco, CA 94103		PC	Small Arts Grants	4,500.
Filmmakers Collaborative San Francisco 145 Ninth Street #101 San Francisco, CA 94103		PC	Small Arts Grant	4,000.
Freedom Archives 522 Valencia St San Francisco, CA 94110		PC	Small Arts Grant	2,000.
Fresh Meat Productions/Sean Dorsey Dance 375 27th St #A San Francisco, CA 94131		PC	Small Arts Grant	4,000.
Golden Thread Productions 1695 18th St #C101 San Francisco, CA 94107		PC	Small Arts Grants	5,000.
Hartley Film Foundation 4631 S Idlewild Rd Salt Lake City, UT 84124		PC	Small Arts Grant	4,000.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Hope Mohr Dance PO Box 225237 San Francisco, CA 94122		PC	Small Arts Grants	2,000.
Intersection for the Arts 901 Mission St #306 San Francisco, CA 94103		PC	Small Arts Grants	7,500.
Joe Goode Performance Group 499 Alabama St #150 San Francisco, CA 94110		PC	Small Arts Grant	4,500.
Koreatown Northgate CBD 2301 Telegraph Ave Oakland, CA 94612		PC	Small Arts Grants	5,000.
Kovno Communications 2600 Tenth St #628 Berkeley, CA 94710		PC	Small Arts Grant	6,000.
Left Coast Chamber Ensemble 55 Taylor St San Francisco, CA 94102		PC	Small Arts Grant	4,000.
Margaret Jenkins Dance Company 507 Polk St #320 San Francisco, CA 94102		PC	Small Arts Grants	2,000.
Marin Museum of Contemporary Art 500 Palm Dr Novato, CA 94949		PC	Small Arts Grant	1,000.
Mercury Soul 601 Laguna Honda Blvd San Francisco, CA 94127		PC	Small Arts Grants	4,000.
Na Lei Hulu I Ka Wekiu 153 Bradford St San Francisco, CA 94110		PC	Small Arts Grant	5,000.
Total from continuation sheets				



**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
National Center for Jewish Film Brandeis University, Lown 102, MS053 Waltham, MA 02454		PC	Small Arts Grant	2,000.
Playwrights Foundation 1616 - 16th St Ste 350 San Francisco, CA 94110		PC	Small Arts Grant	6,000.
Pocket Opera 469 Bryant St San Francisco, CA 94107		PC	Small Arts Grants	1,000.
Pro Arts Inc 150 Frank H Ogawa Plaza Oakland, CA 94612		PC	Small Arts Grants	3,000.
Rhythmix Cultural Works 2513 Blanding Ave Alameda, CA 94501		PC	Small Arts Grants	3,000.
Robert Moses' Kin 870 Market St Ste 567 San Francisco, CA 94102		PC	Small Arts Grant	4,000.
San Francisco Dance Film Festival 601 Van Ness Ave Ste E426 San Francisco, CA 94102		PC	Small Arts Grants	5,500.
San Francisco Film Society The Presidio 39 Mesa St Ste 110 San Francisco, CA 94129		PC	Small Arts Grants	9,500.
School of Arts & Culture 1700 Alum Rock Ave San Jose, CA 95116		PC	Small Arts Grant	4,000.
Silent Film Festival 1407 Valencia St San Francisco, CA 94110		PC	Small Arts Grant	2,500.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Southern Exposure 3030 - 20th Street San Francisco, CA 94110		PC	Small Arts Grant	7,500.
Teatro Vision PO Box 28367 San Jose, CA 95159		PC	Small Arts Grants	3,000.
The Art Council dba Artadia 45 Main St Ste 515 Brooklyn, NY 11201		PC	Small Arts Grants	1,500.
The Custom Made Theatre Company Inc 533 Sutter St San Francisco, CA 94102		PC	Small Arts Grant	2,500.
The Marsh 1062 Valencia St San Francisco, CA 94110		PC	Small Arts Grants	5,000.
Theatre Rhinoceros 1 Sansome St #3500 San Francisco, CA 94104		PC	Small Arts Grant	1,000.
API Cultural Center, Inc. dba Oakland Asian Cultural Center 388 Ninth St Ste 290 Oakland, CA 94607		PC	Special Arts Grant	4,000.
Aurora Theatre Company 2081 Addison St Berkeley, CA 94704		PC	Special Arts Grant	12,000.
Brava! for Women in the Arts 2781 24th St San Francisco, CA 94110		PC	Special Arts grant	15,000.
Chinese Culture Foundation of SF 750 Kearny St San Francisco, CA 94108		PC	Special Arts grant	8,000.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Community Initiatives/SF Arts Commission 354 Pine St Ste 700 San Francisco, CA 94104		PC	Special Arts Grant	10,000.
CounterPulse 80 Turk St San Francisco, CA 94102		PC	Special Arts Grant	15,000.
East Bay Center for the Performing Arts 339 - 11th St Richmond, CA 94801		PC	Special Arts Grant	20,000.
MACLA/Movimiento de Arte y Cultura Latino Americano 510 S First St San Jose, CA 95113		PC	Special Arts Grant	5,000.
Mission Cultural Center for Latino Arts 2868 Mission St San Francisco, CA 94110		PC	Special Arts Grant	5,000.
PlayGround 3286 Adeline St Ste 8 Berkeley, CA 94703		PC	Special Arts Grant	15,000.
Root Division 1131 Mission St San Francisco, CA 94103		PC	Special Arts Grant	15,000.
The Marsh 1062 Valencia St San Francisco, CA 94110		PC	Special Arts Grant	20,000.
Yerba Buena Arts & Events/Yerba Buena Gardens Festival 760 Howard St San Francisco, CA 94103		PC	Special Arts Grant	6,000.
Z Space 450 Florida St San Francisco, CA 94110		PC	Special Arts Grant	15,000.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
6th Street Playhouse 52 W 6th St Santa Rosa, CA 95401		PC	Board Discretionary grant	12,500.
826 NYC, Inc 372 Fifth Ave Brooklyn, NY 11215		PC	Board Discretionary grant	2,000.
American Conservatory Theater 30 Grant Ave San Francisco, CA 94108		PC	Board Discretionary grant	6,000.
American National Red Cross PO Box 97089 Washington, DC 20090		PC	Board Discretionary grant	3,000.
Anthony Manning Kunin Foundation Fort Mason Center Bldg C San Francisco, CA 94123		PC	Board Discretionary grant	17,500.
Brooklyn Free Space 298 6th Ave Brooklyn, NY 11215		PC	Board Discretionary grant	2,000.
Children's Theater Association 3450 Sacramento St San Francisco, CA 94118		PC	Board Discretionary grant	2,500.
Congregation Kol Emeth 4175 Manuela Way Palo Alto, CA 94306		PC	Board Discretionary grant	1,500.
Economic Development Board Foundation 141 Stony Circle #110 Santa Rosa, CA 95401		PC	Board Discretionary grant	3,000.
First Graduate 3130 20th St #275 San Francisco, CA 94110		PC	Board Discretionary grant	5,000.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Grantmakers for Effective Organizations 1725 DeSales St NW Ste 404 Washington, DC 20036		PC	Board Discretionary grant	5,000.
Headlands Center for the Arts 944 Fort Barry Sausalito, CA 94965		PC	Board Discretionary grant	5,000.
Hillel at Stanford PO Box 20526 Stanford, CA 94309		PC	Board Discretionary grant	1,000.
Humane Society of the United States 1255 23rd St NW Washington, DC 20037		PC	Board Discretionary grant	1,500.
Jewish Community Federation 121 Steuart St San Francisco, CA 94105		PC	Board Discretionary grant	1,000.
Morrissey-Compton Educational Center, Inc. 595 Price Ave Redwood City, CA 94063		PC	Board Discretionary grant	15,000.
National Center for Family Philanthropy 1667 K St NW Washington, DC 20006		PC	Board Discretionary grant	5,000.
Northern California Grantmakers/Arts Loan Fund 160 Spear St Ste 360 San Francisco 94105		PC	Special Arts Grant	5,000.
Operation Blessing International Relief & Development Corp PO Box 2636 Virginia Beach, VA 23450		PC	Board Discretionary grant	5,000.
Rock the Vote 1875 Connecticut Ave Washington, DC 20009		PC	Board Discretionary grant	15,000.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Roundhouse Theatre Silver Spring Civic Bldg, One Veterans Place Silver Spring, MD 20910		PC	Board Discretionary grant	1,500.
San Francisco Ballet 455 Franklin St San Francisco, CA 94102		PC	Board Discretionary grant	5,000.
San Francisco Conservation Corps 205 13th Street Ste 2001 San Francisco, CA 94103		PC	Board Discretionary grant	5,000.
San Francisco Conservatory of Music 50 Oak St San Francisco, CA 94102		PC	Board Discretionary grant	2,500.
San Francisco Symphony Youth Orchestra Davies Symphony Hall, 201 Van Ness Ave San Francisco, CA 94102		PC	Board Discretionary grant	7,500.
Santa Clara University/Center for Social Justice SCU Law Finance, Heafey 156 Santa Clara, CA 95050		PC	Board Discretionary grant	15,000.
Silicon Valley Community Foundation/No CA Fire Fund 2440 W El Camino Real Mt View, CA 94040		PC	Board Discretionary grant	15,000.
Smuin Ballet/SF 44 Gough St San Francisco, CA 94103		PC	Board Discretionary grant	3,000.
Stanford University PO Box 20466 Stanford, CA 94309		PC	Board Discretionary grant	4,500.
Temple Sinai 2808 Summit St Oakland, CA 94609		PC	Board Discretionary grant	5,000.
<b>Total from continuation sheets</b>				

**Part XV: Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
The Marsh/Dan Hoyle Project 1062 Valencia St San Francisco, CA 94110		PC	Board Discretionary grant	2,000.
The Old Stone House 336 3rd St Brooklyn, NY 11215		PC	Board Discretionary grant	1,000.
United Way of the Bay Area 550 Kearny St Ste 1000 San Francisco, CA 94108		PC	Board Discretionary grant	2,000.
We Spark 13520 Ventura Blvd Sherman Oaks, CA 91423		PC	Board Discretionary grant	5,000.
Young Women's Choral Projects PO Box 170508 San Francisco, CA 94117		PC	Board Discretionary grant	1,500.
Berkeley Film Foundation 2600 10th St, Ste 408 Berkeley, CA 94710		PC	Lynchpin grant	10,000.
Dancers' Group 44 Gough St Ste 201 San Francisco, CA 94103		PC	Lynchpin grant	10,000.
Intersection for the Arts 925 Mission St Ste 109 San Francisco, CA 94103		PC	Lynchpin grant	10,000.
San Francisco Cinematheque 55 Taylor St San Francisco, CA 94102		PC	Lynchpin grant	10,000.
San Francisco Friends of Chamber Music 135 Main St, Ste 1140 San Francisco, CA 94105		PC	Lynchpin grant	10,000.
<b>Total from continuation sheets</b>				

### 3 Grants and Contributions Paid During the Year (Continuation)

**Total from continuation sheets**



**Part XV Supplementary Information****3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Theatre Bay Area 1119 Market St, 2nd Floor San Francisco, CA 94103		PC	Lynchpin grant	20,000.
Berkeley Film Foundation 2600 10th St Ste 408 Berkeley, CA 94710		PC	Lynchpin grant	20,000.
Intersection for the Arts 925 Mission St Ste 109 San Francisco, CA 94103		PC	Lynchpin grant	20,000.
MACLA-San Jose Center for Latino Arts 510 S First St San Jose, CA 95113		PC	Special arts grant	5,000.
San Francisco Cinematheque 55 Taylor St San Francisco, CA 94102		PC	Lynchpin grant	20,000.
San Francisco Friends of Chamber Music 135 Main St, Ste 1140 San Francisco, CA 94105		PC	Lynchpin grant	20,000.
<b>Total from continuation sheets</b>				<b>105,000.</b>

Form 990-PF	Other Income		Statement	1
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
P/Y refund	8,534.	0.		
Total to Form 990-PF, Part I, line 11	8,534.	0.		

Form 990-PF	Accounting Fees		Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bookkeeping and tax preparation	6,033.	603.		5,430.
To Form 990-PF, Pg 1, ln 16b	6,033.	603.		5,430.

Form 990-PF	Other Professional Fees		Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Assistant & other Admin	14,237.	0.		14,237.
Bank custody fees	3,470.	3,470.		0.
Investment manager	44,825.	44,825.		0.
Payroll and pension service	1,880.	38.		1,842.
Consultants *	1,800.	0.		1,800.
To Form 990-PF, Pg 1, ln 16c	66,212.	48,333.		17,879.

Form 990-PF	Taxes			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign taxes withheld	7,424.	7,424.		0.	
Excise tax on net investment income	25,900.	0.		0.	
To Form 990-PF, Pg 1, ln 18	33,324.	7,424.		0.	

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Insurance	650.	0.		650.	
Phone, copies and postage	4,716.	0.		4,716.	
Office supplies and software	7,965.	0.		7,965.	
Professional dues and subscriptions	8,375.	0.		8,375.	
Eureka book	28,678.	0.		28,678.	
To Form 990-PF, Pg 1, ln 23	50,384.	0.		50,384.	

Form 990-PF	Corporate Stock		Statement	6
Description	Book Value	Fair Market Value		
Baker Hughes Inc	104,472.	104,412.		
National Oilwell Varco Inc	194,710.	140,478.		
Schlumberger Ltd	168,656.	249,343.		
Weatherford International PLC	64,069.	23,769.		
Apache Corp	259,770.	151,992.		
Celanese Corp, Series A	58,823.	149,912.		
FedEx Corp	12,732.	324,402.		
Harley-Davidson Inc	54,421.	50,880.		
Comcast Corp Class A	71,514.	391,609.		
DISH Network Corp Class A	40,142.	81,175.		
Time Warner Inc	49,347.	222,547.		
Twenty-First Century Fox Inc	107,686.	296,958.		
News Corp Class A	7,193.	27,557.		
Liberty Interactive Corp QVC Group Series A	14,804.	85,470.		

The Priceline Group Inc	121,143.	173,774.
Target Corp	96,046.	104,400.
Wal-Mart Stores Inc	96,832.	207,375.
Medtronic PLC	158,176.	169,575.
Express Scripts Holding Co	237,179.	231,384.
Cigna Corp	85,089.	264,017.
United Health Group Inc	93,749.	286,598.
Merck & Co Inc	49,490.	118,167.
Novartis AG ADR	272,682.	394,612.
Roche Holding AG ADR	145,089.	186,322.
Sanofi ADR	294,474.	338,152.
Bank of America Corp	123,627.	522,504.
JPMorgan Chase & Co	187,504.	384,984.
Wells Fargo & Co	203,112.	519,032.
BB&T Corp	64,710.	139,216.
American Express Co	218,415.	317,792.
Capital One Financial Corp	170,290.	557,648.
Bank of New York Mellon Corp-	132,743.	285,458.
Charles Schwab Corp	156,494.	565,070.
Goldman Sachs Group Inc	166,229.	382,140.
AEGON NV	75,576.	85,050.
MetLife Inc	141,160.	202,240.
Alphabet Inc <sup>e</sup> Class A	19,454.	52,670.
Alphabet Inc Class C	203,398.	419,606.
Synopsys Inc	16,900.	68,192.
Microsoft Corp	126,687.	427,700.
Cisco Systems Inc	225,362.	306,400.
Hewlett Packard Enterprise Co	123,716.	271,303.
HP Inc	83,199.	222,559.
NetApp Inc	49,342.	94,044.
Corning Inc	32,296.	86,373.
TE Connectivity Ltd	45,289.	190,080.
Maxim Integrated Products Inc	49,585.	141,156.
Sprint Corp	49,222.	57,151.
Dodge & Cox International Stock Fund	1,405,000.	1,571,563.
Anadarko Petroleum Corp	263,526.	295,020.
Johnson Controls International PLC	128,530.	166,846.
Union Pacific Corp	152,259.	241,380.
Charter Communications, Inc Class A	60,897.	413,903.
Danaher Corp	67,758.	83,538.
AstraZeneca PLC ADR	197,838.	232,490.
Bristol-Myers Squibb Co	170,410.	183,840.
Dell Technologies Inc Class V	63,031.	107,615.
Concho Resources, Inc.	98,221.	105,154.
Mattel, Inc. <sup>e</sup>	70,470.	72,286.
Alnylam Pharmaceuticals, Inc.	44,215.	139,755.
Gilead Sciences, Inc.	146,203.	143,280.
Eli Lilly and Co.	196,762.	202,704.
GlaxoSmithKline PLC ADR	182,722.	177,350.
Brighthouse Financial, Inc.	17,320.	21,286.
Micro Focus International PLC ADR	76,497.	87,132.
Zayo Group Holding, Inc.	66,534.	80,960.
Total to Form 990-PF, Part II, line 10b	8,930,791.	15,399,350.

Form 990-PF	Corporate Bonds	Statement	7
Description	Book Value	Fair Market Value	
Dodge & Cox Income Fund	4,270,963.	4,529,314.	
Total to Form 990-PF, Part II, line 10c	4,270,963.	4,529,314.	

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	8
-------------	-----------------------------------------------------------------------------	-----------	---

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Christine Elbel 1016 Lincoln Blvd #12 San Francisco, CA 94129	Executive Director 40.00	116,072.	17,220.	0.
John Ehrlich 1016 Lincoln Blvd #12 San Francisco, CA 94129	President 1.00	0.	0.	0.
Robin Strawbridge 1016 Lincoln Blvd #12 San Francisco, CA 94129	Vice President 1.00	0.	0.	0.
William Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	Treasurer 1.00	0.	0.	0.
Deborah Sloss 1016 Lincoln Blvd #12 San Francisco, CA 94129	Secretary 1.00	0.	0.	0.
Jodi Ehrlich 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
David Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Jeffrey Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.

Fleishhacker Foundation94-6051048

Daniel Lowet 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Erin McFarland 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Edie Rindal 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Hannah Sloss 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Laura Sloss 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.

Totals included on 990-PF, Page 6, Part VIII

<u>116,072.</u>	<u>17,220.</u>	<u>0.</u>
-----------------	----------------	-----------

---

Form 990-PF	Grant Application Submission Information Part XV, Lines 2a through 2d	Statement	9
-------------	--------------------------------------------------------------------------	-----------	---

---

Name and Address of Person to Whom Applications Should be Submitted

Christine Elbel, Fleishhacker Foundation  
1016 Lincoln Ave #12  
San Francisco, CA 94129

Telephone Number

415-561-5350

Form and Content of Applications

Application form and organizational attachments  
See [fleishhackerfoundation.org](http://fleishhackerfoundation.org) for complete application guidelines and procedures.

Any Submission Deadlines

January 15 and July 15

Restrictions and Limitations on Awards

See web site for complete guidelines.