

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](http://www.irs.gov/form990pf).**

OMB No 1545-0052  
**2017**  
**Open to Public Inspection**

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

Name of foundation VESPER SOCIETY		<b>A Employer identification number</b> 94-6122250	
Number and street (or P O box number if mail is not delivered to street address) 115 SANSOME STREET NO 1250		<b>B Telephone number (see instructions)</b> (415) 291-0901	
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94104		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 34,424,247		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	35,832			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	1,395,026	1,395,026	1,395,026	
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	814,759			
	<b>b</b> Gross sales price for all assets on line 6a	2,372,442			
	<b>7</b> Capital gain net income (from Part IV, line 2)		814,759		
	<b>8</b> Net short-term capital gain			0	
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	16,502	0	13,277		
<b>12 Total.</b> Add lines 1 through 11	2,262,119	2,209,785	1,408,303		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	225,427	0	0	221,411
	<b>14</b> Other employee salaries and wages	73,784	0	0	74,159
	<b>15</b> Pension plans, employee benefits	22,571	0	0	21,119
	<b>16a</b> Legal fees (attach schedule)	292	0	0	292
	<b>b</b> Accounting fees (attach schedule)	85,195	0	0	84,959
	<b>c</b> Other professional fees (attach schedule)	959,466	141,945	141,945	914,577
	<b>17</b> Interest	1,553	0	0	1,553
	<b>18</b> Taxes (attach schedule) (see instructions)				
	<b>19</b> Depreciation (attach schedule) and depletion	1,569	0	0	
	<b>20</b> Occupancy	66,411	0	15,618	50,970
	<b>21</b> Travel, conferences, and meetings	85,007	0	0	86,111
	<b>22</b> Printing and publications	3,297	0	0	3,297
	<b>23</b> Other expenses (attach schedule)	34,674	0	0	38,067
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	1,559,246	141,945	157,563	1,496,515
	<b>25</b> Contributions, gifts, grants paid	25,000			25,000
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,584,246	141,945	157,563	1,521,515	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	677,873				
<b>b Net investment income</b> (if negative, enter -0-)		2,067,840			
<b>c Adjusted net income</b> (if negative, enter -0-)			1,250,740		

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	56,486	34,103	34,103
	<b>2</b> Savings and temporary cash investments . . . . .	47,826	51,854	51,854
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ 2,200 Less allowance for doubtful accounts ▶ _____		2,200	2,200
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .	12,097	29,634	29,634
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	30,086,185	33,257,867	33,257,867
	<b>14</b> Land, buildings, and equipment basis ▶ _____ 13,569 Less accumulated depreciation (attach schedule) ▶ 10,694	4,444	2,875	2,875
<b>15</b> Other assets (describe ▶ _____)	954,810	1,045,714	1,045,714	
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	31,161,848	34,424,247	34,424,247	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	93,639	76,685	
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)	65,009	59,715	
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	158,648	136,400	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .	31,003,200	34,287,847	
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	31,003,200	34,287,847		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	31,161,848	34,424,247		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>			
<b>1</b> 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)		<b>1</b>	31,003,200
<b>2</b> Enter amount from Part I, line 27a . . . . .		<b>2</b>	677,873
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____		<b>3</b>	2,606,774
<b>4</b> Add lines 1, 2, and 3 . . . . .		<b>4</b>	34,287,847
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____		<b>5</b>	0
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .		<b>6</b>	34,287,847

**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)
<b>1 a PUBLICLY TRADED SECURITIES</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 2,372,442		1,557,683	814,759
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			814,759
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	2	814,759
<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) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	1,463,712	29,431,793	0.049732
2015	1,420,951	30,836,147	0.046081
2014	1,292,895	31,247,413	0.041376
2013	1,247,187	29,168,493	0.042758
2012	1,295,169	26,464,487	0.048940

<b>2</b> Total of line 1, column (d)	2	0.228887
<b>3</b> 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	0.045777
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	31,575,329
<b>5</b> Multiply line 4 by line 3	5	1,445,424
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	20,678
<b>7</b> Add lines 5 and 6	7	1,466,102
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	1,521,515

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Tax based on investment income'. Total amount owed is 20,965.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include '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?' and 'Did the foundation have at least \$5,000 in assets at any time during the year?'. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-13 regarding controlled entities, donor advised funds, and public inspection requirements.

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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

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? Includes instructions for FinCEN Form 114.

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.

Main table for Part VII-B with 3 columns: Question, Yes, No. Rows 1a-1c, 2a-2c, 3a-3b, 4a-4b regarding Form 4720 exceptions and requirements.

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

<b>5a</b>	During the year did the foundation pay or incur any amount to			
	<b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	<b>(2)</b> 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	
	<b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	<b>(4)</b> 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	
	<b>(5)</b> 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>b</b>	If any answer is "Yes" to 5a(1)-(5), did <b>any</b> 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. . . . . ▶			<b>5b</b>
<b>c</b>	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? . . . . . <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
<b>6a</b>	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>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <i>If "Yes" to 6b, file Form 8870</i>			<b>6b</b>
<b>7a</b>	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>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			<b>7b</b>

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

Part VIII

Table 1: List all officers, directors, trustees, foundation managers and their compensation (see instructions). Columns include Name and address, Title, average hours per week, Compensation, Contributions to employee benefit plans, and Expense account.

Table 2: Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE." Columns include Name and address, Title, average hours per week, Compensation, Contributions to employee benefit plans, and Expense account.

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

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

Table 3: Five highest-paid independent contractors for professional services. Columns include Name and address, Type of service, and Compensation.

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

Part IX-A Summary of Direct Charitable Activities

Table 4: Summary of Direct Charitable Activities. Columns include Description of activity and Expenses.

Part IX-B Summary of Program-Related Investments (see instructions)

Table 5: Summary of Program-Related Investments. Columns include Description of investment and Amount.

Total. Add lines 1 through 3. 0

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

<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>	32,006,644
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	49,528
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	32,056,172
<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>	32,056,172
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	480,843
<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>	31,575,329
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	1,578,766

**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>	
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5.	<b>2a</b>	
<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>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	

**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>	1,521,515
<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>	1,521,515
<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 (see instructions).	<b>5</b>	20,678
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	1,500,837

**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				
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012. . . . .				
<b>b</b> From 2013. . . . .				
<b>c</b> From 2014. . . . .				
<b>d</b> From 2015. . . . .				
<b>e</b> From 2016. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ _____				
<b>a</b> Applied to 2016, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2017 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus				
<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) )				
<b>6</b> Enter the net total of each column as indicated below:				
<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 . . . . .				
<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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				
<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). . . . .				
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013. . . . .				
<b>b</b> Excess from 2014. . . . .				
<b>c</b> Excess from 2015. . . . .				
<b>d</b> Excess from 2016. . . . .				
<b>e</b> Excess from 2017. . . . .				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

<b>1a</b> 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>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2017</b>	<b>(b) 2016</b>	<b>(c) 2015</b>	<b>(d) 2014</b>	
	1,250,740	1,010,603	1,425,393	1,364,415	5,051,151
<b>b</b> 85% of line 2a . . . . .	1,063,129	859,013	1,211,584	1,159,753	4,293,478
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	1,521,515	1,483,616	1,420,951	1,292,895	5,718,977
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .	25,000	30,750	28,300	23,775	107,825
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .	1,496,515	1,452,866	1,392,651	1,269,120	5,611,152
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )
  - b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number or email address of the person to whom applications should be addressed
- b** The form in which applications should be submitted and information and materials they should include
- c** Any submission deadlines
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient	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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				15,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b> ▶ <b>3b</b>				0





<b>Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation</b>				
<b>(a)</b> Name and address	Title, and average hours per week <b>(b)</b> devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	Expense account, <b>(e)</b> other allowances
MIYOKO OSHIMA	PRESIDENT	170,000	29,302	0
115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	40 00			
LUTHER LUEDTKE	CHAIR	0	0	0
115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	2 00			
MELISSA ANDERSON	VICE CHAIR	0	0	0
115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	1 00			
SIDNEY STOLZ	CFO	0	0	0
115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	2 00			
ANITA WOTIZ	SECRETARY	0	0	0
115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	2 00			
ERIC REYNOLDS	MEMBER	0	0	0
115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	1 00			
IRENE HEINEMEIER	MEMBER	0	0	0
115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	1 00			
RODRIC LORIMER	MEMBER	0	0	0
115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	1 00			
MICHAEL MATA	MEMBER	0	0	0
115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	1 00			
LAURA MITCHELL	MEMBER	0	0	0
115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	1 00			
JOHN LARSON	MEMBER	0	0	0
115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	1 00			
KATHERINE KIDD	MEMBER	0	0	0
115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	1 00			
RANDALL SCHIEBER	MEMBER	0	0	0
115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	1 00			
BARBARA VARENHORST	MEMBER	0	0	0
115 SANSOME ST SUITE 1250 SAN FRANCISCO, CA 94104	1 00			

**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)				
<b>a</b> <i>Paid during the year</i>				
AL WOOTEN JR HERITAGE CENTER 9106 S WESTERN AVENUE LOS ANGELES, CA 90047	NONE	PC	GENERAL SUPPORT	1,000
ALL FIVE5 REYNA PLACE MENLO PARK, CA 94025	NONE	PC	GENERAL SUPPORT	3,000
BARRINGTON STAGE CO122 NORTH ST PITTSFIELD, MA 01201	NONE	PC	GENERAL SUPPORT	1,000
CHARLIE'S PLACE 1830 CONNETICUT AVE NW WASHINGTON, DC 20009	NONE	PC	GENERAL SUPPORT	1,000
HUMBOLDT AREA FOUNDATION 363 INDIANOLA ROAD BAYSIDE, CA 95524	NONE	PC	GENERAL SUPPORT	3,000
<b>Total . . . . .</b> ▶ <b>3a</b>				15,000

**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)				
<b>a</b> <i>Paid during the year</i>				
NEIGHBORHOOD MUSIC SCHOOL 358 SOUTH BOYLE AVE LOS ANGELES, CA 900333813	NONE	PC	GENERAL SUPPORT	1,000
NOTE-ABLE MUSIC THERAPY SERVICES PO BOX 428 SPARKS, NV 89432	NONE	PC	GENERAL SUPPORT	1,000
ON THE MOVE780 LINCOLN AVENUE NAPA, CA 94558	NONE	PC	GENERAL SUPPORT	1,000
TARIQ KHAMISA FOUNDATION 9948 HIBERT STREET SUITE 103 SAN DIEGO, CA 92131	NONE	PC	GENERAL SUPPORT	2,000
YES NATURE TO NEIGHBORHOODS 3029 MACDONALD AVENUE RICHMOND, CA 94804	NONE	PC	GENERAL SUPPORT	1,000
<b>Total . . . . . ▶</b> <b>3a</b>				15,000

**TY 2017 Accounting Fees Schedule****Name:** VESPER SOCIETY**EIN:** 94-6122250**Accounting Fees Schedule**

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
DZH PHILLIPS (ACCOUNTING)	63,400	0	0	63,164
ARMANINO LLP (AUDIT)	21,795	0	0	21,795

**TY 2017 Investments - Other Schedule****Name:** VESPER SOCIETY**EIN:** 94-6122250**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
DFA INTERM GOVT BOND PORTFOLIO	FMV	3,184,768	3,184,768
DFA U.S. SMALL CAP VALUE FUND	FMV	920,215	920,215
VANGUARD SMALL CAP INDEX FUND ADM.	FMV	1,781,729	1,781,729
DFA EMERGING MARKETS PORTFOLIO	FMV	1,888,472	1,888,472
DFA U.S. LARGE CAP VALUE PORTFOLIO	FMV	1,536,851	1,536,851
DFA U.S. LARGE COMPANY PORTFOLIO	FMV	2,846,923	2,846,923
DODGE & COX STOCK	FMV	2,123,271	2,123,271
T ROWE PRICE GROWTH STOCK FUND	FMV	1,840,030	1,840,030
GMO INTL EQUITY III	FMV	1,597,100	1,597,100
HARBOR INT INST	FMV	1,560,977	1,560,977
MORGAN STANLEY INST INTL EQUITY I	FMV	1,574,168	1,574,168
COHEN & STEER INST REALTY SHARES	FMV	2,611,635	2,611,635
COHEN & STEER INTER REALTY FUND I	FMV	1,708,536	1,708,536
LOOMIS SAYLES BOND FUND INST'L	FMV	1,462,113	1,462,113
PIMCO TOTAL RETURN FUND INST	FMV	2,298,932	2,298,932
FNMA CMO SERIES G29	FMV	409	409
FNMA CMO SERIES 92-G012	FMV	135	135
FNMA CMO SERIES 2G024	FMV	520	520
PIMCO FOREIGN BOND INST'L	FMV	1,690,899	1,690,899
PIMCO HIGH YIELD INST'L	FMV	648,631	648,631
DFA INT'L SMALL CAP VALUE PORTFOLIO	FMV	870,119	870,119
VANGUARD DIVIDEND GROWTH INV	FMV	1,111,434	1,111,434

**TY 2017 Legal Fees Schedule****Name:** VESPER SOCIETY**EIN:** 94-6122250

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ADLER & COLVIN	292	0	0	292

**TY 2017 Other Assets Schedule****Name:** VESPER SOCIETY**EIN:** 94-6122250**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSITS	3,119	3,119	3,119
PROJECT ADVANCES	951,691	1,042,595	1,042,595

**TY 2017 Other Expenses Schedule****Name:** VESPER SOCIETY**EIN:** 94-6122250**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELECOMMUNICATIONS	9,127	0	0	9,858
EQUIPMENT LEASE AND RENTAL	51	0	0	46
INSURANCE	10,615	0	0	12,950
POSTAGE	1,500	0	0	1,476
DUES AND SUBSCRIPTION	5,721	0	0	5,721
BANK CHARGES	1,216	0	0	1,579
SUPPLIES	6,076	0	0	6,069
OTHER EXPENSES	368	0	0	368

**TY 2017 Other Income Schedule****Name:** VESPER SOCIETY**EIN:** 94-6122250**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS RECEIPTS	436		436
REFUND OF EXCISE TAXES	3,225		3,225
RENTAL INCOME	12,841		12,841

**TY 2017 Other Increases Schedule****Name:** VESPER SOCIETY**EIN:** 94-6122250

<b>Description</b>	<b>Amount</b>
UNREALIZED GAIN FROM INVESTMENTS	2,606,774

**TY 2017 Other Liabilities Schedule****Name:** VESPER SOCIETY**EIN:** 94-6122250

<b>Description</b>	<b>Beginning of Year - Book Value</b>	<b>End of Year - Book Value</b>
DEFERRED EXCISE TAX	60,454	56,274
LEASE PAYABLE	4,555	3,441

**TY 2017 Other Professional Fees Schedule****Name:** VESPER SOCIETY**EIN:** 94-6122250

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
KASPICK & COMPANY	141,945	141,945	141,945	0
SPERANZA AVRAM	14,967	0	0	21,405
MARY HELGESEN-GABEL	1,020	0	0	660
FITZPATRICK CONSULTING GROUP	1,618	0	0	1,618
MISSION-MINDED	819	0	0	894
ST ROSE HOSPITAL	13,053	0	0	10,000
CONNECTING TO CARE	75,029	0	0	0
CLINIC BY THE BAY	61,000	0	0	65,000
CALIFORNIA LUTHERAN UNIVERSITY	5,261	0	0	10,000
CLINICAS DE SALUD DEL PUEBLO	150,027	0	0	100,000
IMPERIAL VALLEY REGIONAL OCCUP PROGRAM	114,253	0	0	120,000
LAST FRONTIER HEALTHCARE DISTRICT	67,000	0	0	0
REGENTS OF THE UNIVERSTITY OF CALIFORNIA	11,247	0	0	30,000
WOMEN'S COMMUNITY CLINIC	100,001	0	0	50,000
OPEN DOOR COMMUNITY HEALTH CENTERS	0	0	0	50,000

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
UNITED INDIAN HEALTH SERVICES	61,593	0	0	150,000
STREET LEVEL HEALTH PROJECT	39,715	0	0	40,000
LOS ANGELES UNITED METHODIST CHURCH	20,000	0	0	10,000
FIRST UNITED METHODIST CHURCH	11,722	0	0	10,000
MULTI-GENERATIONAL CENTER	15,800	0	0	0
ASIAN HEALTH SERVICES	0	0	0	115,000
CAL CHILDREN AND FAMILIES FOUNDATION	2,185	0	0	50,000
COMMUNITY INITIATIVE	27,045	0	0	0
LA CLINICA	24,166	0	0	80,000

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**  
▶ Attach to Form 990, 990-EZ, or 990-PF  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at  
[www.irs.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047  
**2017**

**Name of the organization**  
VESPER SOCIETY

**Employer identification number**  
94-6122250

**Organization type** (check one)

**Filers of:**

**Section:**

Form 990 or 990-EZ

- 501(c)( ) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

**Special Rules**

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33<sup>1</sup> 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

<b>Name of organization</b> VESPER SOCIETY	<b>Employer identification number</b> 94-6122250
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**Part I** **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THRIVENT FINANCIAL FOUNDATION <hr/> 6111 W PLANO PARKWAY SUITE 1000YC <hr/> PLANO, TX 75093	\$ 18,150	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
2	LUTHER LUEDTKE <hr/> 3310 OAKLAWN AVENUE <hr/> SOUTH PASADENA, CA 910301831	\$ 6,575	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

<b>Name of organization</b> VESPER SOCIETY	<b>Employer identification number</b> 94-6122250
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**Part II** **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____

<b>Name of organization</b> VESPER SOCIETY	<b>Employer identification number</b> 94-6122250
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ \_\_\_\_\_  
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____