

Form **990-PF**

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 for instructions and the latest information

OMB No 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning **JAN 1, 2019**, and ending **DEC 11, 2019**

Name of foundation: **GGG FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **1660 BUSH STREET** Room/suite: **300**

City or town, state or province, country, and ZIP or foreign postal code: **SAN FRANCISCO, CA 94109**

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation **04**
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **0.** J Accounting method Cash Accrual
 Other (specify) _____ (Part I, column (d), must be on cash basis.)

A Employer identification number: **94-3155521**

B Telephone number: **415-561-6540**

C If exemption application is pending, check here **6**

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E 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

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments		898.		
4	Dividends and interest from securities	155,355.	204,368.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,050,626.			STATEMENT 1
b	Gross sales price for all assets on line 6a	12,782,983.			
7	Capital gain net income (from Part IV, line 2)		1,642,598.		
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 11320	0.	-136,626.		STATEMENT 3
12	Total. Add lines 1 through 11	1,205,981.	1,711,238.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	12,994.	7,796.		3,898.
c	Other professional fees STMT 5	220,871.	93,202.		113,483.
17	Interest				
18	Taxes STMT 6	33,258.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	1,728.	173.		1,037.
22	Printing and publications				
23	Other expenses STMT 7	5,330.	1,860.		1,575.
24	Total operating and administrative expenses. Add lines 13 through 23	274,181.	103,031.		119,993.
25	Contributions, gifts, grants paid	1,102,050.			877,050.
26	Total expenses and disbursements. Add lines 24 and 25	1,376,231.	103,031.		997,043.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-170,250.			
b	Net investment income (if negative, enter -0-)		1,608,207.		
c	Adjusted net income (if negative, enter -0-)			N/A	

3/17

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Part II Balance Sheets		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
Assets	1 Cash - non-interest-bearing	102,920.		
	2 Savings and temporary cash investments	767,351.		
	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	1,878.		
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	6,757,285.	0.	0.
	c Investments - corporate bonds	4,656,041.	0.	0.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other		7,016,347.	0.	0.
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		19,301,822.	1 X 0.	1 X 0.
17 Accounts payable and accrued expenses		206.		
18 Grants payable		170,000.		
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)	0.	0.	
	23 Total liabilities (add lines 17 through 22)	170,206.	0.	
	24 Net assets without donor restrictions	19,131,616.	0.	
Net Assets or Fund Balances	25 Net assets with donor restrictions			
	Foundations that follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 24, 25, 29, and 30.			
	Foundations that do not follow FASB ASC 958, check here ▶ <input type="checkbox"/>			
	and complete lines 26 through 30			
	26 Capital stock, trust principal, or current funds			
27 Paid-in or capital surplus, or land, bldg., and equipment fund				
28 Retained earnings, accumulated income, endowment, or other funds				
29 Total net assets or fund balances	19,131,616.	0.		
30 Total liabilities and net assets/fund balances	19,301,822.	0.		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	19,131,616.
2 Enter amount from Part I, line 27a	2	-170,250.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	3	1,620,937.
4 Add lines 1, 2, and 3	4	20,582,303.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	20,582,303.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	0.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

(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.)
1a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e	12,782,983.	11,140,385.	1,642,598.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,642,598.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,642,598.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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))
2018	1,014,048.	20,541,438.	.049366
2017	964,728.	19,046,167.	.050652
2016	1,057,910.	19,122,864.	.055322
2015	1,029,069.	20,546,333.	.050085
2014	974,530.	21,175,279.	.046022

2 Total of line 1, column (d)	2	.251447
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.050289
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	18,945,132.
5 Multiply line 4 by line 3	5	952,732.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,082.
7 Add lines 5 and 6	7	968,814.
8 Enter qualifying distributions from Part XII, line 4 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.	8	997,043.

GGG FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a EQUITIES AND FIXED INCOME		01/01/17	12/31/19
b OAKMARK INTERNATIONAL	P	01/01/17	12/31/19
c DODGE & COX GLOBAL	P	01/01/17	12/31/19
d SELECT EQUITY	P	01/01/17	12/31/19
e WGI EMERGING MARKETS FUND	P	01/01/17	12/31/19
f HCP REAL ESTATE LP	P	01/01/17	12/31/19
g STEADFAST INTERNATIONAL	P	01/01/17	12/31/19
h HCP ABSOLUTE RETURN FUND OFFSHORE FEEDER	P	01/01/17	12/31/19
i HCP PRIVATE EQUITY FUND V	P	01/01/17	12/31/19
j SRI REIT 10	P	01/01/17	12/31/19
k HCP PRIVATE EQUITY FUND VII	P	01/01/17	12/31/19
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,041,827.		8,035,582.	6,245.
b			0.
c 400,000.		286,430.	113,570.
d 3,749,184.		2,818,373.	930,811.
e 92,055.			92,055.
f 4,236.			4,236.
g 1,342.			1,342.
h 276,744.			276,744.
i 87,932.			87,932.
j 25,632.			25,632.
k 104,031.			104,031.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			6,245.
b			0.
c			113,570.
d			930,811.
e			92,055.
f			4,236.
g			1,342.
h			276,744.
i			87,932.
j			25,632.
k			104,031.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,642,598.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

3

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 calculation. Includes sub-rows 6a-6d for credits. Total tax due is 118. Overpayment is 15,800, which is refunded to 2020 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political campaigns, unrelated business income, and substantial contributors. Marked with 'CA' and '2'.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address GGSFOUNDATION.ORG
14 The books are in care of PACIFIC FOUNDATION SERVICES, LLC Telephone no. 415-561-6540 Located at 1660 BUSH STREET, SUITE 300, SAN FRANCISCO, CA ZIP+4 94109
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 N/A
16 At any time during calendar year 2019, 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

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

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

1a During the year, did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?
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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019)
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 2019?

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

		Yes	No
5a During the year, did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	N/A <input type="checkbox"/>	5b	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
Ga Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	
8 Is the foundation subject to the section 1060 tax on payment(c) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

1 List all officers, directors, trustees, 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 11		0.	0.	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
PACIFIC FOUNDATION SERVICES, LLC - 1660 BUSH STREET, SUITE 300, SAN FRANCISCO, CA 94109	FOUNDATION MANAGEMENT	141,854.
HALL CAPITAL PARTNERS, LLC ONE MARITIME PLAZA, SAN FRANCISCO, CA 94111	INVESTMENT MANAGEMENT	79,017.

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	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,482,912.
b	Average of monthly cash balances	1b	750,725.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	19,233,637.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	19,233,637.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	288,505.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,945,132.
6	Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	895,347.

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

1	Minimum investment return from Part X, line 6	1	895,347.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	16,082.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,082.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	879,265.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	879,265.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	879,265.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	997,043.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	997,043.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	16,082.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	980,961.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				879,265.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015				
c From 2016	45,003.			
d From 2017	34,701.			
e From 2018	10,085.			
f Total of lines 3a through e	89,789.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ 997,043.				
a Applied to 2018, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2019 distributable amount				879,265.
e Remaining amount distributed out of corpus	117,778.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below	207,567.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2018 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	207,567.			
10 Analysis of line 9				
a Excess from 2015				
b Excess from 2016	45,003.			
c Excess from 2017	34,701.			
d Excess from 2018	10,085.			
e Excess from 2019	117,778.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling ▶
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4, for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6, for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

NONE

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.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 12

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 area, 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)				
a Paid during the year				
18 REASONS 3150 18TH ST #315 SAN FRANCISCO, CA 94110		501(C)(3) PUBLIC CHARITY	COOKING MATTERS FOR LOW-INCOME YOUTH IN SAN FRANCISCO	20,000.
826 VALENCIA 826 VALENCIA STREET SAN FRANCISCO, CA 94110		501(C)(3) PUBLIC CHARITY	EARLY LITERACY PROGRAMS	45,000.
A HOME WITHIN 95 3RD STREET, SUITE 300 OAKLAND, CA 94612		501(C)(3) PUBLIC CHARITY	CHAPTER EXPANSION: SAN FRANCISCO	40,000.
ABOUT-FACE MEDIA LITERACY INC. 1885 MISSION ST. SAN FRANCISCO, CA 94119		501(C)(3) PUBLIC CHARITY	ABOUT-FACE EDUCATION INTO ACTION AND ONLINE PRESENCE PROGRAMS	20,000.
AT THE CROSSROADS 167 JESSIE STREET SAN FRANCISCO, CA 94105		501(C)(3) PUBLIC CHARITY	STREET OUTREACH AND COUNSELING FOR HOMELESS YOUTH	40,000.
Total SEE CONTINUATION SHEET(S)				877,050.
b Approved for future payment				
826 VALENCIA 826 VALENCIA STREET SAN FRANCISCO, CA 94110		501(C)(3) PUBLIC CHARITY	EARLY LITERACY PROGRAMS	90,000.
JUMPSTART FOR YOUNG CHILDREN, INC. 235 MONTGOMERY STREET, SUITE 1025 SAN FRANCISCO, CA 94104		501(C)(3) PUBLIC CHARITY	JUMPSTART SAN FRANCISCO	100,000.
LARKIN STREET YOUTH SERVICES 134 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94102		501(C)(3) PUBLIC CHARITY	BEHAVIORAL HEALTH SERVICES FOR HOMELESS YOUTH	120,000.
Total SEE CONTINUATION SHEET(S)				395,000.

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
BRIDGE THE GAP COLLEGE PREP P.O. BOX 1390 SAUSALITO, CA 94965		501(C)(3) PUBLIC CHARITY	K-3RD GRADE LITERACY & MIDDLE SCHOOL SOCIAL-EMOTIONAL LEARNING PROGRAMMING	40,000.
CANDID 360 22ND STREET, SUITE 500 OAKLAND, CA 94612		501(C)(3) PUBLIC CHARITY	2019 PROGRAMS AND SERVICES	3,000.
CENTER FOR URBAN EDUCATION ABOUT SUSTAINABLE AGRICULTURE ONE FERRY BUILDING, SUITE 50 SAN FRANCISCO, CA 94111		501(C)(3) PUBLIC CHARITY	FOODWISE TEENS	30,000.
COMMUNITY INITIATIVES 1000 BROADWAY OAKLAND, CA 94607		501(C)(3) PUBLIC CHARITY	SUPPORT FOR PEER RESOURCES, A PROJECT EMPOWERING LOW-INCOME YOUTH OF COLOR WITH SKILLS TO THRIVE	30,000.
COMMUNITY INSTITUTE FOR PSYCHOTHERAPY 1330 LINCOLN AVENUE # 201 SAN RAFAEL, CA 94901		501(C)(3) PUBLIC CHARITY	CIP SCHOOL-BASED SERVICES	15,000.
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE, SUITE 700 BALTIMORE, MD 21275		501(C)(3) PUBLIC CHARITY	2019 ANNUAL MEMBERSHIP DUES	3,800.
GIRLVENTURES 119 FILBERT STREET OAKLAND, CA 94607		501(C)(3) PUBLIC CHARITY	GIRLVENTURES OUTDOOR ADVENTURE AND LEADERSHIP PROGRAMS: EMPOWERING AT-RISK BAY AREA GIRLS	30,000.
GOOD SAMARITAN FAMILY RESOURCE CENTER 1294 POTRERO AVE SAN FRANCISCO, CA 94110		501(C)(3) PUBLIC CHARITY	ENGAGING IMMIGRANT PARENTS AND THEIR YOUNG CHILDREN IN LITERACY-BUILDING FROM BIRTH TO AGE FIVE	30,000.
HENRY OHLHOFF HOUSE 601 STEINER ST SAN FRANCISCO, CA 94117		501(C)(3) PUBLIC CHARITY	OHLHOFF RECOVERY PROGRAMS TEEN INTERVENE	30,000.
HUCKLEBERRY YOUTH PROGRAMS INC. 3450 GEARY BLVD. SAN FRANCISCO, CA 94118		501(C)(3) PUBLIC CHARITY	HUCKLEBERRY TEEN HEALTH PROGRAM (HTHP)	30,000.
Total from continuation sheets				712,050.

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
JAMESTOWN COMMUNITY CENTER INC. 2929 19TH STREET SAN FRANCISCO, CA 94110		501(C)(3) PUBLIC CHARITY	LITERACY AND EDUCATION ENRICHMENT FOR CESAR CHAVEZ ELEMENTARY	35,000.
JUMPSTART FOR YOUNG CHILDREN, INC. 235 MONTGOMERY STREET, SUITE 1025 SAN FRANCISCO, CA 94104		501(C)(3) PUBLIC CHARITY	JUMPSTART SAN FRANCISCO	50,000.
KIDPOWER TEENPOWER FULLPOWER INTERNATIONAL 538 27TH STREET SAN FRANCISCO, CA 94131		501(C)(3) PUBLIC CHARITY	BOUNDARIES & CONSENT FOUNDATIONAL SKILLS FOR HEALTHY AND SAFE INTERACTIONS, RELATIONSHIPS AND	30,000.
LARKIN STREET YOUTH SERVICES 134 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94102		501(C)(3) PUBLIC CHARITY	BEHAVIORAL HEALTH SERVICES FOR HOMELESS YOUTH	60,000.
LIFE LEARNING ACADEMY 651 8TH STREET - TREASURE ISLAND SAN FRANCISCO, CA 94130		501(C)(3) PUBLIC CHARITY	HEALTHY LIVING GENERAL OPERATING SUPPORT	50,000.
MINDFUL SCHOOLS 1260 45TH STREET, SUITE B EMERYVILLE, CA 94608		501(C)(3) PUBLIC CHARITY	SCHOOLWIDE MINDFULNESS PILOT PROGRAM	25,000.
MISSION GRADUATES 3040 16TH ST. SAN FRANCISCO, CA 94103		501(C)(3) PUBLIC CHARITY	MISSION GRADUATES- EXTENDED DAY PROGRAM	35,000.
NORTH MARIN COMMUNITY SERVICES 680 WILSON AVENUE NOVATO, CA 94947		501(C)(3) PUBLIC CHARITY	ADOLESCENT HEALTH & WELLNESS PROMOTION	25,000.
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET, SUITE 360 SAN FRANCISCO, CA 94105		501(C)(3) PUBLIC CHARITY	2019 MEMBERSHIP DUES	250.
READING PARTNERS 180 GRAND AVENUE, SUITE 800 OAKLAND, CA 94612		501(C)(3) PUBLIC CHARITY	INDIVIDUALIZED READING TUTORING FOR SAN FRANCISCO STUDENTS	50,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - KIDPOWER TEENPOWER FULLPOWER INTERNATIONAL

BOUNDARIES & CONSENT FOUNDATIONAL SKILLS FOR HEALTHY AND SAFE

INTERACTIONS, RELATIONSHIPS AND LIVING FOR AT-RISK YOUTH

Lined area for additional text or details.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EQUITIES AND FIXED INCOME	8,041,827.	8,035,582.	0.	0.	01/01/17	12/31/19

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
OAKMARK INTERNATIONAL	0.	0.	0.	0.	01/01/17	12/31/19

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DODGE & COX GLOBAL	400,000.	286,430.	0.	0.	01/01/17	12/31/19

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SELECT EQUITY	3,749,184.	2,818,373.	0.	0.	01/01/17	12/31/19

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD
WGI EMERGING MARKETS FUND	92,055.	92,055.	0.	PURCHASED	01/01/17	12/31/19

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD
HCP REAL ESTATE LP	4,236.	4,236.	0.	PURCHASED	01/01/17	12/31/19

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD
STEADFAST INTERNATIONAL	1,342.	1,342.	0.	PURCHASED	01/01/17	12/31/19

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD
HCP ABSOLUTE RETURN FUND OFFSHORE FEEDER	276,744.	276,744.	0.	PURCHASED	01/01/17	12/31/19

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD
HCP PRIVATE EQUITY FUND V	87,932.	87,932.	0.	PURCHASED	01/01/17	12/31/19

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SRI REIT 10	25,632.	25,632.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
HCP PRIVATE EQUITY FUND VII	104,031.	104,031.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,050,626.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 2	
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	155,355.	0.	155,355.	155,355.	
TO PART I, LINE 4	155,355.	0.	155,355.	155,355.	

FORM 990-PF	OTHER INCOME		STATEMENT 3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BOOK/TAX DIFFERENCE K-1 OTHER INCOME	0.	1,070.	
BOOK/TAX DIFFERENCE K-1 MANAGEMENT FEES	0.	-43,745.	
BOOK/TAX DIFFERENCE K-1 DEDUCTIONS	0.	-93,951.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	-136,626.	

FORM 990-PF	ACCOUNTING FEES		STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCOUNTING FEES	12,994.	7,796.	3,898.
TO FORM 990-PF, PG 1, LN 16B	12,994.	7,796.	3,898.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FOUNDATION MANAGEMENT	141,854.	14,185.	113,483.
INVESTMENT MANAGEMENT	79,017.	79,017.	0.
TO FORM 990-PF, PG 1, LN 16C	220,871.	93,202.	113,483.

FORM 990-PF	TAXES		STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EXCISE TAX	32,521.	0.	0.
STATE FILINGS	737.	0.	0.
TO FORM 990-PF, PG 1, LN 18	33,258.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	2,250.	450.		1,575.
BANK CHARGES	1,410.	1,410.		0.
INSURANCE	1,585.	0.		0.
FILING FEES	85.	0.		0.
TO FORM 990-PF, PG 1, LN 23	5,330.	1,860.		1,575.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 8

DESCRIPTION	AMOUNT
NET ASSETS TRANSFERRED TO BELLA VISTA FOUNDATION AS A RESULT OF MERGER	20,520,358.
CHANGE IN DEFERRED TAX LIABILITY	61,945.
TOTAL TO FORM 990-PF, PART III, LINE 5	20,582,303.

FORM 990-PF

STATEMENT CONCERNING LIQUIDATION,
TERMINATION, ETC. - PART VII-A, LINE 5

STATEMENT 9

EXPLANATION

THE MEMBERS ELECTED TO REORGANIZE THE FOUNDATION UNDER INTERNAL REVENUE CODE SEC. 507(B)(2) AND MERGE THE FOUNDATION INTO BELLA VISTA FOUNDATION WITH BELLA VISTA ACTING AS THE SURVIVING ENTITY. THE DATE OF THE MERGER WAS DECEMBER 11, 2019. A COPY OF THE BOARD RESOLUTION IS ATTACHED.

FORM 990-PF

DISSOLUTION STATEMENT

STATEMENT 10

NAME OF RECIPIENT

BELLA VISTA FOUNDATION

ADDRESS OF RECIPIENT1660 BUSH STREET
SAN FRANCISCO, CA 94109FAIR MARKET VALUE
OF ASSETS

20,520,358.

EXPLANATION OF DISTRIBUTED ASSETS

GGG FOUNDATION TRANSFERRED ALL OF ITS ASSETS TO BELLA VISTA FOUNDATION IN A STATUTORY MERGER. THE ASSETS CONSISTED OF CASH, INVESTMENTS IN CORPORATE STOCK, INVESTMENTS IN CORPORATE BONDS AND INVESTMENTS IN VARIOUS PARTNERSHIPS. DETAILS ARE AVAILABLE UPON REQUEST.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JEAN K. CASEY 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	PRESIDENT 1.00	0.	0.	0.
JOHN KIRKWOOD 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	SECRETARY 1.00	0.	0.	0.
A. MICHAEL CASEY 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR 1.00	0.	0.	0.
KATHERINE CASEY JOINER 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	TREASURER 1.00	0.	0.	0.
SHANNON CASEY WELCH 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR 1.00	0.	0.	0.
KIMBERLY CASEY 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR 1.00	0.	0.	0.
SPENCER KIRKWOOD 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR 1.00	0.	0.	0.
ROB MILLIS 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR 1.00	0.	0.	0.
SUSAN KOE 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ANNIE YATES,
1660 BUSH STREET, SUITE 300
SAN FRANCISCO, CA 94109

TELEPHONE NUMBER

415-561-6540

NAME OF GRANT PROGRAM

FOR GUIDELINES AND MORE INFO ABOUT THIS FOUNDATION SEE
WWW.GGSFOUNDATION.ORG

FORM AND CONTENT OF APPLICATIONS

FOR GUIDELINES AND MORE INFO ABOUT THIS FOUNDATION, SEE
WWW.GGSFOUNDATION.ORG

ANY SUBMISSION DEADLINES

FOR GUIDELINES AND MORE INFO ABOUT THIS FOUNDATION, SEE
WWW.GGSFOUNDATION.ORG

RESTRICTIONS AND LIMITATIONS ON AWARDS

FOR GUIDELINES AND MORE INFO ABOUT THIS FOUNDATION, SEE
WWW.GGSFOUNDATION.ORG