

PUBLIC DISCLOSURE COPY

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 separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052

2015**Open to Public Inspection**

For calendar year 2015 or tax year beginning

07/01, 2015, and ending

06/30, 2016

Name of foundation PISCES FOUNDATION		A Employer identification number 20-7415160						
Number and street (or P.O. box number if mail is not delivered to street address) ONE MARITIME PLAZA, SUITE 1545		B Telephone number (see instructions) (415) 738-1212						
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94111		C If exemption application is pending, check here. <input type="checkbox"/>						
G Check all that apply: <table style="width:100%; border: none;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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	D 1. Foreign organizations, check here. <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
<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							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 51,149,570.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>						
J 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.)								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	24,506,925.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	29.	29.		
	4 Dividends and interest from securities	621,621.	641,379.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-8,771,291.			
	b Gross sales price for all assets on line 6a	69,150,405.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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) (attach schedule)					
11 Other income (attach schedule) ATCH 1	185,021.				
12 Total. Add lines 1 through 11	16,542,305.	641,408.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	451,563.			451,563.
	14 Other employee salaries and wages	613,517.			613,517.
	15 Pension plans, employee benefits	224,325.			221,571.
	16a Legal fees (attach schedule) ATCH 2	36,839.			47,136.
	b Accounting fees (attach schedule) ATCH 3	31,340.	17,578.		17,578.
	c Other professional fees (attach schedule) [4]	406,387.			415,675.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [5]	60,279.			60,279.
	19 Depreciation (attach schedule) and depletion	17,041.			
	20 Occupancy				
	21 Travel, conferences, and meetings	111,233.			115,261.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	236,680.	24,955.		212,849.
	24 Total operating and administrative expenses. Add lines 13 through 23.	2,189,204.	42,533.		2,155,429.
	25 Contributions, gifts, grants paid	17,722,109.			14,588,891.
26 Total expenses and disbursements. Add lines 24 and 25	19,911,313.	42,533.	0.	16,744,320.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-3,369,008.				
b Net investment income (if negative, enter -0-)		598,875.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	173,362.	265,654.	265,654.
	2	Savings and temporary cash investments	345,700.	9,695,815.	9,695,815.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable.			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use.			
	9	Prepaid expenses and deferred charges	23,982.	45,567.	45,567.
	10a	Investments - U.S. and state government obligations (attach schedule) [7]	27,955,993.	12,054,870.	12,054,870.
	b	Investments - corporate stock (attach schedule) ATCH 8	22,902,000.	28,965,300.	28,965,300.
	c	Investments - corporate bonds (attach schedule).			
	Liabilities	11	Investments - land, buildings, and equipment: basis		
		Less: accumulated depreciation ▶ (attach schedule)			
12		Investments - mortgage loans			
13		Investments - other (attach schedule)			
14		Land, buildings, and equipment: basis			
		Less: accumulated depreciation ▶ (attach schedule)			
15		Other assets (describe ▶ ATCH 9)	177,865.	122,364.	122,364.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	51,578,902.	51,149,570.	51,149,570.
17		Accounts payable and accrued expenses	397,324.	212,298.	
18		Grants payable		3,309,702.	
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons.			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 10)	217,800.	32,800.	
	23	Total liabilities (add lines 17 through 22)	615,124.	3,554,800.	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	50,963,778.	47,594,770.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg., and equipment fund.				
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	50,963,778.	47,594,770.		
31	Total liabilities and net assets/fund balances (see instructions)	51,578,902.	51,149,570.		

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	50,963,778.
2	Enter amount from Part I, line 27a.	2	-3,369,008.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	47,594,770.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	47,594,770.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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 69,150,405		69,516,972	-366,567		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	-366,567.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	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 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))
2014	11,618,072.	38,114,726.	0.304818
2013	8,943,219.	46,507,463.	0.192296
2012	9,090,440.	17,399,702.	0.522448
2011	8,743,699.	4,396,510.	1.988782
2010	7,926,467.	8,293,533.	0.955741
2 Total of line 1, column (d)			2 3.964085
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.792817
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 40,337,601.
5 Multiply line 4 by line 3			5 31,980,336.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,989.
7 Add lines 5 and 6			7 31,986,325.
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 16,744,320.

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 type="checkbox"/> and enter 1% of Part I, line 27b.		1	11,978.
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	
3 Add lines 1 and 2.		3	11,978.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	11,978.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015. . . .	6a	12,122.	
b Exempt foreign organizations - tax withheld at source.	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c	11,000.	
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	23,122.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,144.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax 11,144. Refunded	11		

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
c Did the foundation file Form 1120-POL 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. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
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 Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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) ► CA, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	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 2015 or the taxable year beginning in 2015 (see 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

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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 WWW.PISCESFOUNDATION.ORG	X	
14 The books are in care of PISCES, INC. Telephone no. 415-288-0540 Located at 1300 EVANS AVENUE, NO. 880154, SAN FRANCISCO, CA ZIP+4 94188-8014		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15		
16 At any time during calendar year 2015, 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 16		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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
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 2015 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 2015.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2015?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐ **c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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? ☐ **6b** ☒


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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(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
ATCH 11		451,563.	73,152.	0.

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

(a) Name and address of each employee paid more than \$50,000	(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
ATCH 12		519,793.	131,105.	0.

Total number of other employees paid over \$50,000.  **1**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 13		102,238.
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 (see instructions)

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

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	40,157,132.
b	Average of monthly cash balances	1b	794,747.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	40,951,879.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	40,951,879.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	614,278.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,337,601.
6	Minimum investment return. Enter 5% of line 5	6	2,016,880.

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

1	Minimum investment return from Part X, line 6	1	2,016,880.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	11,978.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,978.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,004,902.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,004,902.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,004,902.

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	16,744,320.
b	Program-related investments - total from Part IX-B	1b	
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	16,744,320.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,744,320.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,004,902.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only.				
b Total for prior years: 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015:				
a From 2010	7,512,128.			
b From 2011	8,915,069.			
c From 2012	8,369,273.			
d From 2013	6,945,150.			
e From 2014	9,712,336.			
f Total of lines 3a through e	41,453,956.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ <u>16,744,320.</u>				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2015 distributable amount.				2,004,902.
e Remaining amount distributed out of corpus.	14,739,418.			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	56,193,374.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b.				
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				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016.				
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)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	7,512,128.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	48,681,246.			
10 Analysis of line 9:				
a Excess from 2011	8,915,069.			
b Excess from 2012	8,369,273.			
c Excess from 2013	6,945,150.			
d Excess from 2014	9,712,336.			
e Excess from 2015	14,739,418.			

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

NOT APPLICABLE

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 2015, 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	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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).)

ATTACHMENT 14

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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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)				
a Paid during the year ATCH 15				
Total			▶ 3a	14,588,891.
b Approved for future payment ATCH 16				
Total			▶ 3b	3,309,702.

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments .			14	29.	
4	Dividends and interest from securities			14	621,621.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property. .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-8,771,291.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue: a _____					
b	ATCH 17 _____				185,021.	
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				-7,964,620.	
13	Total. Add line 12, columns (b), (d), and (e)				-7,964,620.	

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

5/15/17
Date

▶ Trustee
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name
BRADFORD E WATTERSON

Preparer's signature Michelle Watt

Date 5/15/17

Check <input type="checkbox"/> if self-employed	PTIN P00082812
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Firm's name	SEILER LLP
Firm's address	220 MONTGOMERY STREET STE 300 SAN FRANCISCO, CA

94104

Firm's EIN	▶ 94-1624276
Phone no.	415-392-2123

Form **990-PF** (2015)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,667,429.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 10011000.				D	VARIOUS -343,571.	VARIOUS
59482976.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 59505972.				P	VARIOUS -22,996.	VARIOUS
TOTAL GAIN (LOSS)							<u>-366,567.</u>	

Schedule B

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

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2015**Name of the organization**

PISCES FOUNDATION

Employer identification number

20-7415160

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 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 1/3 % 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. Do not 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 is not covered by the General Rule and/or the Special Rules does not 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **PISCES FOUNDATION**Employer identification number
20-7415160**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	DORIS F. FISHER 1300 EVANS AVENUE, NO. 880154 SAN FRANCISCO, CA 94188	\$ 24,506,925.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

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
1	1,265,000 SHARES OF THE GAP, INC. _____ _____ _____	\$ 24,506,925.	VAR
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization **PISCES FOUNDATION**

Employer identification number

20-7415160

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

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
OTHER INCOME	21.
CHANGE IN DEFERRED FEDERAL EXCISE TAX	185,000.
TOTALS	<u>185,021.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL SERVICES	36,839.			47,136.
TOTALS	<u>36,839.</u>			<u>47,136.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX AND ACCOUNTING SERVICES	31,340.	17,578.		17,578.
TOTALS	<u>31,340.</u>	<u>17,578.</u>		<u>17,578.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
GRANTS CONSULTING	208,637.	240,014.
IT CONSULTING	18,976.	15,083.
OPERATIONS CONSULTING	178,774.	160,578.
TOTALS	<u>406,387.</u>	<u>415,675.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
FILING FEES	10.	10.
PAYROLL TAXES	60,269.	60,269.
TOTALS	<u>60,279.</u>	<u>60,279.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
BANK FEES	24,955.	24,955.	
COMPUTERS EXPENSES	2,526.		3,930.
CONTINUING EDUCATION	8,934.		9,229.
DUES, FEES & SUBSCRIPTIONS	33,038.		39,270.
EVENTS	150.		150.
GIFTS	154.		154.
GROCERIES	2,855.		3,046.
INSURANCE	8,101.		19,951.
WEBSITE	418.		418.
MISCELLANEOUS EXPENSES	4,720.		3,375.
OFFICE EXPENSE	15,324.		14,306.
OFFICE FURNITURE EXPENSES	5,576.		4,120.
OFFICE R&M	2,328.		2,328.
PAYROLL EXPENSES	28,566.		27,780.
POSTAGE & DELIVERY	1,252.		1,373.
PTO EXPENSE (ACCURAL)	9,508.		
RECRUITING	52,446.		51,107.
RENT	12,709.		13,608.
WATER PROGRAM ASSISTANT	13,559.		8,135.
TEAM DEVELOPMENT	2,575.		3,297.
TELEPHONE	6,986.		7,272.
TOTALS	<u>236,680.</u>	<u>24,955.</u>	<u>212,849.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
U.S. GOVERNMENT DEBT	12,054,870.	12,054,870.
US OBLIGATIONS TOTAL	<u>12,054,870.</u>	<u>12,054,870.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
1,365,000 SHS THE GAP, INC.	28,965,300.	28,965,300.
TOTALS	<u>28,965,300.</u>	<u>28,965,300.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIXED ASSETS	120,790.	120,790.
ACCRUED INTEREST RECEIVABLE	1,574.	1,574.
TOTALS	<u>122,364.</u>	<u>122,364.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
DEFERRED FEDERAL EXCISE TAX	32,800.
TOTALS	<u>32,800.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROBERT J. FISHER 1300 EVANS AVENUE, NO. 880154 SAN FRANCISCO, CA 94188	TRUSTEE 6.00	0.	0.	0.
ELIZABETH S. FISHER 1300 EVANS AVENUE, NO. 880154 SAN FRANCISCO, CA 94188	TRUSTEE 10.00	0.	0.	0.
DAVID S. BECKMAN ONE MARITIME PLAZA, SUITE 1545 SAN FRANCISCO, CA 94111	PRESIDENT 50.00	426,171.	66,514.	0.
CAROL TING ONE MARITIME PLAZA, SUITE 1545 SAN FRANCISCO, CA 94111	CHIEF OPERATING OFFICER 45.00	25,392.	6,638.	0.
	GRAND TOTALS	<u>451,563.</u>	<u>73,152.</u>	<u>0.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
NANCY STONER 50 F STREET, NW, SUITE 350 WASHINGTON, DC 20001	PROGRAM DIRECTOR 40.00	171,077.	58,960.
JENNIFER KURZ ONE MARITIME PLAZA, SUITE 1545 SAN FRANCISCO, CA 94111	PROGRAM OFFICER 40.00	142,941.	21,643.
ANDREA D. FRITSCH ONE MARITIME PLAZA, SUITE 1545 SAN FRANCISCO, CA 94111	OPERATIONS MANAGER 40.00	72,736.	25,712.
THOMAS OWENS ONE MARITIME PLAZA, SUITE 1545 SAN FRANCISCO, CA 94111	PROGRAM ASSOCIATE 40.00	68,037.	12,705.
IDA POSNER ONE MARITIME PLAZA, SUITE 1545 SAN FRANCISCO, CA 94111	PROGRAM ASSOCIATE 40.00	65,002.	12,085.
	TOTAL COMPENSATION	<u>519,793.</u>	<u>131,105.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
SPITFIRE STRATEGIES 1800 M STREET, NW, SUITE #300 NORTH WASHINGTON, DC 20036 GRANT PROGRAM DEVELOPMENT	CONSULTING	51,904.
CALIFORNIA ENVIRONMENTAL ASSOCIATES 423 WASHINGTON STREET, 3RD FLOOR SAN FRANCISCO, CA 94111 RECRUITING CONSULTING	CONSULTING	50,334.
TOTAL COMPENSATION		<u>102,238.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ROBERT J. FISHER
ELIZABETH S. FISHER

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ACTION INC. 180 MAIN STREET GLOUCESTER, MA 01930	NONE PC	TO ADVANCE INTEGRATED WATER MANAGEMENT IN THE U.S.	15,000.
ADVANCED ENERGY ECONOMY INSTITUTE 1101 14TH STREET NW, SUITE 1200 WASHINGTON, DC 20005	NONE PC	FOR GENERAL OPERATING SUPPORT.	1,000.
AMERICAN RIVERS 1101 14TH STREET NW, SUITE 1400 WASHINGTON, DC 20005	NONE PC	TO DEMONSTRATE THE EFFECTIVENESS AND COMMUNITY BENEFITS OF INTEGRATED WATER MANAGEMENT.	255,081.
ASIAN PACIFIC ENVIRONMENTAL NETWORK 426 17TH STREET, #500 OAKLAND, CA 94612	NONE PC	FOR GENERAL OPERATING SUPPORT.	10,000.
BAYKEEPER 1736 FRANKLIN STREET, SUITE 800 OAKLAND, CA 94612	NONE PC	FOR GENERAL OPERATING SUPPORT.	5,000.
CALIFORNIA ACADEMY OF SCIENCES 55 MUSIC CONCOURSE DRIVE SAN FRANCISCO, CA 94118	HONORARY TRUSTEE PC	TO SUPPORT THE GLOBAL ENVIRONMENTAL LITERACY INITIATIVE.	2,000,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CALIFORNIA COASTKEEPER ALLIANCE 156 2ND STREET SAN FRANCISCO, CA 94105	NONE PC	TO SUPPORT EFFORTS TO ENSURE ADEQUATE FLOWS IN WATERWAYS.	100,000.
CALIFORNIA TROUT, INC. 360 PINE STREET, 4TH FLOOR SAN FRANCISCO, CA 94104	NONE PC	TO SUPPORT TROUT CAMP 2016.	5,000.
CALIFORNIANS AGAINST WASTE FOUNDATION 921 11TH STREET, SUITE 420 SACRAMENTO, CA 95814	NONE PC	FOR GENERAL OPERATING SUPPORT.	30,000.
CENTER FOR CLIMATE AND ENERGY SOLUTIONS (C2ES) 2101 WILSON BOULEVARD, SUITE 550 ARLINGTON, VA 22201	NONE PC	TO UNDERTAKE RESEARCH AND POLICY ANALYSIS ABOUT HFCS.	103,284.
CENTER FOR ECOLITERACY 2150 ALLSTON WAY, SUITE 270 BERKELEY, CA 94704	NONE PC	FOR GENERAL OPERATING SUPPORT.	2,500.
CERES 99 CHAUNCY STREET, 6TH FLOOR BOSTON, MA 02111	NONE PC	TO SUPPORT EFFORTS TO ADVANCE SUSTAINABLE WATER PRACTICES.	110,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CHILDREN & NATURE NETWORK 808 14TH AVENUE SE MINNEAPOLIS, MN 55414	NONE PC	FOR GENERAL OPERATING SUPPORT.	2,500.
CLEAN AIR TASK FORCE 18 TREMONT STREET, SUITE 530 BOSTON, MA 02108	NONE PC	TO REDUCE METHANE AND BLACK CARBON EMISSIONS.	100,000.
CLEAN WATER FUND 1444 EYE STREET NW, SUITE 400 WASHINGTON, DC 20005	NONE PC	TO ADVANCE CLEAN WATER IN THE U.S.	100,000.
CLIMATE AND HEALTH RESEARCH NETWORK 269 WHITE ROAD BOWDOINHAM, ME 04008	NONE PC	TO SUPPORT ENVIRONMENTALLY-SOUND BRICK KILNS.	35,000.
CLIMATEWORKS FOUNDATION 235 MONTGOMERY STREET, SUITE 1300 SAN FRANCISCO, CA 94104	NONE PC	TO SUPPORT THE NON-CARBON DIOXIDE (CO2) PROGRAM AND CORE OPERATIONS.	385,000.
COALITION FOR CLEAN AIR 800 WILSHIRE BOULEVARD, SUITE 1010 LOS ANGELES, CA 90017	NONE PC	FOR GENERAL OPERATING SUPPORT.	30,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
COMMONWEALTH CLUB OF CALIFORNIA 555 POST STREET SAN FRANCISCO, CA 94102	NONE PC	FOR GENERAL OPERATING SUPPORT.	25,000.
COMMUNITIES FOR A BETTER ENVIRONMENT 6325 PACIFIC BOULEVARD, SUITE 300 HUNTINGTON PARK, CA 90255	NONE PC	FOR GENERAL OPERATING SUPPORT.	10,000.
CONSERVATION FUND 1655 N FORT MYER DRIVE, SUITE 1300 ARLINGTON, VA 22209	NONE PC	TO DEMONSTRATE THE EFFECTIVENESS AND COMMUNITY BENEFITS OF INTEGRATED WATER MANAGEMENT.	249,800.
CONSERVATION INTERNATIONAL 2011 CRYSTAL DRIVE, SUITE 500 ARLINGTON, VA 22202	MEMBER, BOARD OF DIRECTORS PC	FOR GENERAL OPERATING SUPPORT.	500,000.
CONSULTATIVE GROUP ON BIOLOGICAL DIVERSITY P.O. BOX 29361 SAN FRANCISCO, CA 94129	NONE PC	TO SUPPORT AN EVENT FOR ORGANIZATIONS WORKING TO REDUCE CLIMATE CHANGE.	2,000.
DUKE UNIVERSITY 220 W. MAIN STREET, SUITE 710 DURHAM, NC 27705	NONE PC	TO SUPPORT THE NICHOLAS INSTITUTE FOR ENVIRONMENTAL POLICY SOLUTIONS.	75,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
E3G 2101 L STREET NW, SUITE 400 WASHINGTON, DC 20037	NONE PC	TO IDENTIFY OPPORTUNITIES TO REDUCE SLCPs.	50,000.
EARTH LAW CENTER 249 E. 118TH STREET, SUITE 3B NEW YORK, NY 10035	NONE PC	TO SUPPORT A RESEARCH PAPER AND A CONVENING OF WATER POLICY EXPERTS.	55,000.
ECOTRUST 721 NW 9TH AVENUE, SUITE 200 PORTLAND, OR 97209	NONE PC	FOR GENERAL OPERATING SUPPORT.	1,000.
EDUCATION OUTSIDE 135 VAN NESS AVENUE, ROOM 408 SAN FRANCISCO, CA 94102	MEMBER, BOARD OF DIRECTORS PC	TO SUPPORT PROGRAMS AND INFRASTRUCTURE UPGRADES.	250,000.
EDUCATION OUTSIDE 135 VAN NESS AVENUE, ROOM 408 SAN FRANCISCO, CA 94102	MEMBER, BOARD OF DIRECTORS PC	TO SUPPORT THE 2016 CITY PICNIC.	5,000.
ENERGY FOUNDATION 301 BATTERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94111	NONE PC	FOR GENERAL OPERATING SUPPORT.	400,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ENERGY FOUNDATION 301 BATTERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94111	NONE PC	TO REDUCE BLACK CARBON EMISSIONS.	100,000.
ENVIRONMENT AMERICA RESEARCH & POLICY CENTER 294 WASHINGTON STREET, SUITE 500 BOSTON, MA 02108	NONE PC	TO SUPPORT LAUNCH OF THE CLEAN WATER NETWORK.	50,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE PC	FOR GENERAL OPERATING SUPPORT.	1,000.
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 475 RIVERSIDE DRIVE, SUITE 960 NEW YORK, NY 10115	NONE PC	TO SUPPORT THE BLUE SKY FUNDERS FORUM.	250,000.
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 475 RIVERSIDE DRIVE, SUITE 960 NEW YORK, NY 10115	NONE PC	TO SUPPORT THE DIVERSITY, EQUITY, AND INCLUSION FELLOWSHIP PROGRAM.	15,000.
ENVIRONMENTAL INTEGRITY PROJECT 1000 VERMONT AVENUE NW, SUITE 1100 WASHINGTON, DC 20005	NONE PC	TO SUPPORT EFFORTS TO REDUCE WATER POLLUTION.	40,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ENVIRONMENTAL WORKING GROUP 1436 U STREET NW, SUITE 100 WASHINGTON, DC 20009	NONE PC	FOR GENERAL OPERATING SUPPORT.	2,500.
FRIENDS OF THE URBAN FOREST 1007 GENERAL KENNEDY AVENUE, SUITE 1 SAN FRANCISCO, CA 94129	NONE PC	FOR GENERAL OPERATING SUPPORT.	5,000.
FUND FOR PHILADELPHIA CITY HALL, ROOM 708 PHILADELPHIA, PA 19107	NONE PC	TO ASSIST CITIES IN SHARING INFORMATION ABOUT GREEN STORMWATER INFRASTRUCTURE.	50,000.
FUNDERS' NETWORK FOR SMART GROWTH AND LIVABLE COMMUNITIES 1500 SAN REMO AVENUE, SUITE 249 CORAL GABLES, FL 33146	NONE PC	TO SUPPORT THE STORMWATER FUNDERS' GROUP.	20,000.
GLOBAL PHILANTHROPY PARTNERSHIP 2440 N. LAKEVIEW #15A CHICAGO, IL 60614	NONE PC	TO SUPPORT A DIRECT CITY-TO-CITY WATER PRACTITIONER NETWORK AND INFORMATION CENTER.	50,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY BUILDING 201, FORT MASON SAN FRANCISCO, CA 94123	TRUSTEE PC	FOR GENERAL OPERATING SUPPORT.	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GOLDEN GATE NATIONAL PARKS CONSERVANCY BUILDING 201, FORT MASON SAN FRANCISCO, CA 94123	TRUSTEE PC	TO SUPPORT THE INSTITUTE AT THE GOLDEN GATE'S BAYCLIC LAUNCH.	1,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY BUILDING 201, FORT MASON SAN FRANCISCO, CA 94123	TRUSTEE PC	TO SUPPORT THE HEALTHY PARKS HEALTHY PEOPLE PROJECT.	10,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY BUILDING 201, FORT MASON SAN FRANCISCO, CA 94123	TRUSTEE PC	TO SUPPORT THE PARK YOUTH COLLABORATIVE PROJECT.	10,000.
GRADES OF GREEN 519 MAIN STREET EL SEGUNDO, CA 90245	NONE PC	TO SUPPORT ORGANIZATIONAL DEVELOPMENT.	25,000.
GREEN 2.0 1341 G STREET NW, 5TH FLOOR WASHINGTON, DC 20005	NONE PC	TO SUPPORT THE GREEN DIVERSITY INITIATIVE.	50,000.
GREENBELT ALLIANCE 312 SUTTER STREET, SUITE 510 SAN FRANCISCO, CA 94108	NONE PC	FOR GENERAL OPERATING SUPPORT.	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
INDIANS FOR COLLECTIVE ACTION 3838 MUMFORD PLACE PALO ALTO, CA 94306	NONE PC	TO SUPPORT AWARENESS AND EDUCATION ABOUT AIR POLLUTION RELATED TO BLACK CARBON.	50,000.
INSPIRATION 1000 N WEST STREET, SUITE 1200 WILMINGTON, DE 19801	NONE PC	TO SUPPORT EFFORTS TO REDUCE SLCPS.	245,000.
INSTITUTE FOR GOVERNANCE & SUSTAINABLE DEVELOPMENT 2300 WISCONSIN AVENUE NW, SUITE 300B WASHINGTON, DC 20007	NONE PC	TO SUPPORT EFFORTS TO REDUCE SLCPS.	655,000.
INTERNATIONAL COUNCIL ON CLEAN TRANSPORTATION 1225 I STREET NW, SUITE 900 WASHINGTON, DC 20005	NONE PC	TO REDUCE BLACK CARBON EMISSIONS.	450,000.
JOHNS HOPKINS UNIVERSITY 615 N WOLFE STREET, W7010 BALTIMORE, MD 21205	NONE PC	TO SUPPORT RESEARCH ON FOOD WASTE REDUCTION.	60,000.
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 1920 L STREET NW, SUITE 800 WASHINGTON, DC 20036	NONE PC	TO SUPPORT THE CLEAN WATER PROTECTION PROGRAM.	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LITERACY FOR ENVIRONMENTAL JUSTICE 607 ANDERSON STREET SAN FRANCISCO, CA 94110	NONE PC	FOR GENERAL OPERATING SUPPORT.	10,000.
MERIDIAN INSTITUTE 1800 M STREET NW, SUITE 400N WASHINGTON, DC 20036	NONE PC	TO SUPPORT A CONVENING ABOUT TECHNOLOGY AND WATER QUALITY ASSESSMENT.	27,000.
MONTEREY BAY AQUARIUM 888 CANNERY ROW MONTEREY, CA 93940	NONE PC	FOR GENERAL OPERATING SUPPORT.	10,000.
MONTEREY BAY AQUARIUM 888 CANNERY ROW MONTEREY, CA 93940	NONE PC	TO SUPPORT THE DAVID PACKARD AWARDS.	10,000.
NATIONAL GEOGRAPHIC SOCIETY 1145 17TH STREET NW WASHINGTON, DC 20036	NONE PC	FOR GENERAL OPERATING SUPPORT.	1,000.
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DRIVE RESTON, VA 20190	NONE PC	TO SUPPORT A CONVENING ABOUT PROTECTING WATERWAYS.	40,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DRIVE RESTON, VA 20190	NONE PC	TO DEVELOP WATER REPORTER.	71,484.
NATURAL RESOURCES DEFENSE COUNCIL 40 W 20TH STREET, 11TH FLOOR NEW YORK, NY 10011	HONORARY TRUSTEE PC	TO SUPPORT EFFORTS TO REDUCE HFCS AND FOOD WASTE.	350,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 W 20TH STREET, 11TH FLOOR NEW YORK, NY 10011	HONORARY TRUSTEE PC	TO SUPPORT EFFORTS TO ACHIEVE SAFE, SUFFICIENT WATER.	350,000.
NATUREBRIDGE 28 GEARY STREET, SUITE 650 SAN FRANCISCO, CA 94108	NONE PC	TO LAUNCH THE SCHOOL PARTNERSHIP INITIATIVE.	80,000.
NATUREBRIDGE 28 GEARY STREET, SUITE 650 SAN FRANCISCO, CA 94108	NONE PC	TO SUPPORT AN EVENING WITH NATUREBRIDGE.	10,000.
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE PC	TO REDUCE FOOD WASTE IN THE U.S.	225,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE PC	TO SUPPORT COMMUNICATION AND EDUCATION ABOUT REDUCING SLCPs.	93,100.
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE PC	TO REDUCE METHANE EMISSIONS.	100,000.
NORTH AMERICAN ASSOCIATION FOR ENVIRONMENTAL EDUCATION 2000 P STREET NW, SUITE 540 WASHINGTON, DC 20036	NONE PC	TO SUPPORT ENVIRONMENTAL EDUCATION.	195,568.
OREGON STATE UNIVERSITY FOUNDATION 850 SW 35TH STREET CORVALLIS, OR 97333	NONE PC	TO SUPPORT ENVIRONMENTAL LITERACY PROGRAMMING.	35,000.
OUTDOOR AFRO 2323 BROADWAY OAKLAND, CA 94612	NONE PC	TO SUPPORT GLAMP OUT.	10,000.
OUTWARD BOUND 1539 PERSHING DRIVE SAN FRANCISCO, CA 94129	NONE PC	FOR GENERAL OPERATING SUPPORT.	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
OXFAM AMERICA 226 CAUSEWAY STREET, 5TH FLOOR BOSTON, MA 02114	NONE PC	TO SUPPORT EFFORTS TO REDUCE SLCPs AND MEET THE NEEDS OF UNDERPRIVILEGED COMMUNITIES.	171,713.
PARTNERSHIP PROJECT 1501 M STREET NW, SUITE 1010 WASHINGTON, DC 20005	NONE PC	TO SUPPORT EFFORTS TO REDUCE METHANE EMISSIONS.	700,000.
PIE RANCH P.O. BOX 363 PESCADERO, CA 94060	NONE PC	FOR GENERAL OPERATING SUPPORT.	1,000.
PLOUGHSHARES FUND 1808 WEDEMEYER STREET, SUITE 200 SAN FRANCISCO, CA 94129	NONE PC	FOR GENERAL OPERATING SUPPORT.	1,000.
POINT BLUE CONSERVATION SCIENCE 3820 CYPRESS DRIVE, #11 PETALUMA, CA 94954	NONE PC	FOR GENERAL OPERATING SUPPORT.	1,000.
REDFORD CENTER P.O. BOX 29144 SAN FRANCISCO, CA 94129	NONE PC	FOR GENERAL OPERATING SUPPORT.	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
RESOLVE 1255 23RD STREET NW, SUITE 275 WASHINGTON, DC 20037	NONE PC	TO DEVELOP COLLABORATIVE OPPORTUNITIES TO ADDRESS WATER SCARCITY ISSUES.	150,000.
RESOURCES FOR THE FUTURE 1616 P STREET NW, SUITE 600 WASHINGTON, DC 20036	NONE PC	TO SUPPORT COMMUNICATION AND EDUCATION ABOUT REDUCING SLCPs.	140,000.
RESOURCES LEGACY FUND 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE PC	TO ADVANCE SUSTAINABLE WATER MANAGEMENT AND CLIMATE CHANGE POLICY.	95,700.
RESOURCES LEGACY FUND 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE PC	TO LAUNCH THE WATER FOUNDATION AS AN INDEPENDENT ENTITY.	303,850.
RESOURCES LEGACY FUND 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE PC	TO SUPPORT THE CALIFORNIA WATER FOUNDATION.	2,250,000.
RIVER NETWORK P.O. BOX 21387 BOULDER, CO 80308	NONE PC	TO ADVANCE THE CAPACITY OF WATERSHED ORGANIZATIONS AND RIVER RALLY 2016.	80,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ROCKEFELLER PHILANTHROPY ADVISORS 6 W 48TH STREET, 10TH FLOOR NEW YORK, NY 10036	NONE PC	TO RAISE AWARENESS ABOUT SLCPs.	150,000.
ROSE FOUNDATION FOR COMMUNITIES AND THE ENVIRONMENT 1970 BROADWAY, SUITE 600 OAKLAND, CA 94612	NONE PC	FOR GENERAL OPERATING SUPPORT.	30,000.
SF PLANNING AND URBAN RESEARCH ASSOCIATION 654 MISSION STREET SAN FRANCISCO, CA 94105	NONE PC	FOR GENERAL OPERATING SUPPORT.	2,500.
SAN FRANCISCO BOTANICAL GARDEN SOCIETY 1199 9TH AVENUE SAN FRANCISCO, CA 94122	NONE PC	FOR GENERAL OPERATING SUPPORT.	1,000.
SAN FRANCISCO BOTANICAL GARDEN SOCIETY 1199 9TH AVENUE SAN FRANCISCO, CA 94122	NONE PC	TO SUPPORT THE 2016 GARDEN FEAST.	25,000.
SAN FRANCISCO ZOOLOGICAL SOCIETY 1 ZOO ROAD SAN FRANCISCO, CA 94132	NONE PC	FOR GENERAL OPERATING SUPPORT.	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SAVE THE BAY 1330 BROADWAY, SUITE 1800 OAKLAND, CA 94612	NONE PC	FOR GENERAL OPERATING SUPPORT.	1,000.
SEVENTH GENERATION ADVISORS 1223 WILSHIRE BOULEVARD, #776 SANTA MONICA, CA 90403	NONE PC	TO SUPPORT ENVIRONMENTAL EDUCATION.	15,000.
STAND 1 HAIGHT STREET SAN FRANCISCO, CA 94102	NONE PC	TO REDUCE BLACK CARBON EMISSIONS.	400,000.
STANFORD UNIVERSITY 3160 PORTER DRIVE, SUITE 100 PALO ALTO, CA 94304	NONE PC	TO SUPPORT THE WOODS INSTITUTE FOR THE ENVIRONMENT.	5,000.
TEN STRANDS PO BOX 150869 SAN RAFAEL, CA 94915	NONE PC	TO INCREASE ENVIRONMENT-BASED INSTRUCTION.	120,000.
TEN STRANDS PO BOX 150869 SAN RAFAEL, CA 94915	NONE PC	TO SUPPORT IMPLEMENTATION OF THE CALIFORNIA BLUEPRINT FOR ENVIRONMENTAL LITERACY.	125,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
THE EDIBLE SCHOOLYARD PROJECT 1517 SHATTUCK AVENUE BERKELEY, CA 94709	NONE PC	FOR GENERAL OPERATING SUPPORT.	1,000.
THE NATURE CONSERVANCY 4245 N. FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	NONE PC	TO DEMONSTRATE THE EFFECTIVENESS AND COMMUNITY BENEFITS OF INTEGRATED WATER MANAGEMENT.	250,283.
TRANSFORM 436 14TH STREET, SUITE 600 OAKLAND, CA 94612	NONE PC	FOR GENERAL OPERATING SUPPORT.	1,000.
TROUT UNLIMITED 1777 N KENT STREET, SUITE 100 ARLINGTON, VA 22209	NONE PC	FOR GENERAL OPERATING SUPPORT.	5,000.
TRUST FOR CONSERVATION INNOVATION 405 14TH STREET, SUITE 164 OAKLAND, CA 94612	NONE PC	TO LAUNCH A SUSTAINABLE WATER NETWORK OF URBAN WATER AGENCY LEADERS.	75,000.
TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET, SUITE 900 SAN FRANCISCO, CA 94104	NONE PC	TO SUPPORT THE LAND FOR PEOPLE AWARDS.	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET, SUITE 900 SAN FRANCISCO, CA 94104	NONE PC	TO DEMONSTRATE THE EFFECTIVENESS AND COMMUNITY BENEFITS OF INTEGRATED WATER MANAGEMENT.	250,000.
U.S. CLIMATE ACTION NETWORK (USCAN) 50 F STREET NW, 8TH FLOOR WASHINGTON, DC 20001	NONE PC	TO SUPPORT ORGANIZATIONAL DEVELOPMENT AND EFFORTS TO REDUCE HFCS.	120,000.
UNIVERSITY COLLEGE LONDON CENTRAL HOUSE, 2ND FLOOR 14 UPPER WOBURN PLACE LONDON UNITED KINGDOM WC1H 0NN	NONE PC	GRANT TO THIS FOREIGN PUBLIC CHARITY (EQUIVALENT US PUBLIC CHARITY) TO SUPPORT RESEARCH AND EDUCATION ON REDUCING BLACK CARBON EMISSIONS.	195,028.
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVENUE MADISON, WI 53726	NONE PC	TO SUPPORT A SUSTAINABLE WATER NETWORK.	30,000.
URBAN HABITAT 1212 BROADWAY, #500 OAKLAND, CA 94612	NONE PC	FOR GENERAL OPERATING SUPPORT.	10,000.
URBAN RELEAF 835 57TH STREET OAKLAND, CA 94608	NONE PC	FOR GENERAL OPERATING SUPPORT.	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
US WATER ALLIANCE 1010 VERMONT AVENUE NW, SUITE 1100 WASHINGTON, DC 20005	NONE PC	TO SUPPORT EFFORTS TO SERVE AS A HUB FOR INTEGRATED WATER MANAGEMENT.	50,000.
WATERKEEPER ALLIANCE 180 MAIDEN LANE, SUITE 603 NEW YORK, NY 10038	NONE PC	TO SUPPORT THE 2016 CONFERENCE.	5,000.
WILD SALMON CENTER 721 NW 9TH AVENUE, SUITE 300 PORTLAND, OR 97209	NONE PC	FOR GENERAL OPERATING SUPPORT.	1,000.
TOTAL CONTRIBUTIONS PAID			<u>14,588,891.</u>

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BIOLOGICAL SCIENCES CURRICULUM STUDY (BSCS) 5415 MARK DABLING BOULEVARD COLORADO SPRINGS, CO 80918	NONE PC	TO ADVANCE CITIZEN SCIENCE.	39,574.
CALIFORNIA ACADEMY OF SCIENCES 55 MUSIC CONCOURSE DRIVE SAN FRANCISCO, CA 94118	HONORARY TRUSTEE PC	TO SUPPORT THE GLOBAL ENVIRONMENTAL LITERACY INITIATIVE.	2,000,000.
CENTER FOR CLIMATE AND ENERGY SOLUTIONS (C2ES) 2101 WILSON BOULEVARD, SUITE 550 ARLINGTON, VA 22201	NONE PC	TO UNDERTAKE RESEARCH AND POLICY ANALYSIS ABOUT HFCS.	35,000.
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 475 RIVERSIDE DRIVE, SUITE 960 NEW YORK, NY 10115	NONE PC	TO SUPPORT THE BLUE SKY FUNDERS FORUM.	36,300.
INTERNATIONAL COUNCIL ON CLEAN TRANSPORTATION 1225 I STREET NW, SUITE 900 WASHINGTON, DC 20005	NONE PC	TO REDUCE BLACK CARBON EMISSIONS.	450,000.
KENTUCKY ASSOCIATION FOR ENVIRONMENTAL EDUCATION P.O. BOX 1208 FRANKFORT, KY 40602	NONE PC	TO ADVANCE ENVIRONMENTAL EDUCATION.	55,000.

ATTACHMENT 16

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 16 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NATIONAL PARK FOUNDATION 1110 VERMONT AVENUE NW, SUITE 200 WASHINGTON, DC 20005	NONE PC	TO IMPROVE USE OF EDUCATIONAL OPPORTUNITIES AND RESOURCES IN NATIONAL PARKS.	200,000.
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DRIVE RESTON, VA 20190	NONE PC	TO IMPLEMENT WATER REPORTER.	80,000.
RESOURCES LEGACY FUND 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE PC	TO ADVANCE SUSTAINABLE WATER MANAGEMENT.	77,250.
TRUST FOR CONSERVATION INNOVATION 405 14TH STREET, SUITE 164 OAKLAND, CA 94612	NONE PC	TO SUPPORT A SUSTAINABLE WATER NETWORK OF URBAN WATER AGENCY LEADERS.	90,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA ONE CENTENNIAL DRIVE, #5200 BERKELEY, CA 94720	NONE PC	TO SUPPORT THE BEETLES PROGRAM AND SCIENCE TEACHING AND LEARNING.	146,578.
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVENUE MADISON, WI 53726	NONE PC	TO SUPPORT A SUSTAINABLE WATER NETWORK.	50,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 16 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WOODS HOLE RESEARCH CENTER, INC. 149 WOODS HOLE ROAD FALMOUTH, MA 02540	NONE PC	TO SUPPORT COMMUNICATION AND EDUCATION ABOUT REDUCING SLCPs.	50,000.
		TOTAL CONTRIBUTIONS APPROVED	<u>3,309,702.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 17

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
OTHER INCOME			01	21.	
CHANGE IN DEFERRED FEDERAL EXCISE TAX			01	185,000.	
TOTALS				<u>185,021.</u>	