

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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

07/01, 2016, and ending

06/30, 2017

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)	Room/suite	B Telephone number (see instructions) (415) 738-1212
ONE MARITIME PLAZA, SUITE 1545		
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: <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"/>
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) ▶ \$ 64,765,914.		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)	29,640,213.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	89.	89.		
	4 Dividends and interest from securities	1,188,061.	1,237,003.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,445,664.			
	b Gross sales price for all assets on line 6a	93,745,012.			
	7 Capital gain net income (from Part IV, line 2)		7,120,461.		
	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)					
12 Total. Add lines 1 through 11	33,274,027.	8,357,553.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	640,409.			640,409.
	14 Other employee salaries and wages	764,835.			764,835.
	15 Pension plans, employee benefits	294,111.			295,407.
	16a Legal fees (attach schedule) ATCH 1	69,589.			65,330.
	b Accounting fees (attach schedule) ATCH 2	64,085.	31,023.		31,023.
	c Other professional fees (attach schedule) [3]	740,663.			816,318.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [4]	339,090.			85,538.
	19 Depreciation (attach schedule) and depletion	31,682.			
	20 Occupancy				
	21 Travel, conferences, and meetings	124,156.			115,088.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	367,643.	21,495.		287,478.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,436,263.	52,518.		3,101,426.
	25 Contributions, gifts, grants paid	13,234,366.			16,332,068.
26 Total expenses and disbursements. Add lines 24 and 25	16,670,629.	52,518.	0.	19,433,494.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	16,603,398.				
b Net investment income (if negative, enter -0-)		8,305,035.			
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		265,654.	486,422.	486,422.
	2	Savings and temporary cash investments		9,695,815.	110,176.	110,176.
	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		45,567.	121,097.	121,097.
	10a	Investments - U.S. and state government obligations (attach schedule) [6]		12,054,870.	36,663,693.	36,663,693.
	b	Investments - corporate stock (attach schedule) ATCH 7		28,965,300.	27,234,945.	27,234,945.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ ATCH 8)		122,364.	149,581.	149,581.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		51,149,570.	64,765,914.	64,765,914.	
Liabilities	17	Accounts payable and accrued expenses		212,298.	237,846.	
	18	Grants payable		3,309,702.	212,000.	
	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 9)		32,800.	117,900.	
23	Total liabilities (add lines 17 through 22)		3,554,800.	567,746.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		47,594,770.	64,198,168.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	Total net assets or fund balances (see instructions)		47,594,770.	64,198,168.	
	31	Total liabilities and net assets/fund balances (see instructions)		51,149,570.	64,765,914.	

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	47,594,770.
2	Enter amount from Part I, line 27a	2	16,603,398.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	64,198,168.
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	64,198,168.

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.)
1 a	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 93,745,012.		86,624,551.	7,120,461.	
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) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	7,120,461.
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.

(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))
2015	16,744,320.	40,337,601.	0.415105
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
2	Total of line 1, column (d)		2 3.423449
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 0.684690
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4 58,201,838.
5	Multiply line 4 by line 3.		5 39,850,216.
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 83,050.
7	Add lines 5 and 6.		7 39,933,266.
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 19,433,494.

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	166,101.
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	166,101.
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	166,101.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016.	6a	11,144.	
b Exempt foreign organizations - tax withheld at source.	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c	204,000.	
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	215,144.	
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	49,043.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax 49,043. Refunded <input type="checkbox"/>	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 2016 or the taxable year beginning in 2016 (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)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.PISCESFOUNDATION.ORG	13	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 2016, 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	Yes	No	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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 1 , 2 , 3		
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. 1 , 2 , 3		
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 2016 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 2016.)	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 2016?	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** X
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 10		640,409.	118,740.	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 11		603,130.	142,612.	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 12		450,462.
Total number of others receiving over \$50,000 for professional services		1

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	55,914,408.
b	Average of monthly cash balances	1b	3,173,752.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	59,088,160.
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	59,088,160.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	886,322.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	58,201,838.
6	Minimum investment return. Enter 5% of line 5	6	2,910,092.

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	2,910,092.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	166,101.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	166,101.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,743,991.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	2,743,991.
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	2,743,991.

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	19,433,494.
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	19,433,494.
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	19,433,494.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,743,991.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only.				
b Total for prior years: 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016:				
a From 2011	8,915,069.			
b From 2012	8,369,273.			
c From 2013	6,945,150.			
d From 2014	9,712,336.			
e From 2015	14,739,418.			
f Total of lines 3a through e	48,681,246.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ <u>19,433,494.</u>				
a Applied to 2015, 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 2016 distributable amount.				2,743,991.
e Remaining amount distributed out of corpus.	16,689,503.			
5 Excess distributions carryover applied to 2016. (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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	65,370,749.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				
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 2011 not applied on line 5 or line 7 (see instructions)	8,915,069.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	56,455,680.			
10 Analysis of line 9:				
a Excess from 2012	8,369,273.			
b Excess from 2013	6,945,150.			
c Excess from 2014	9,712,336.			
d Excess from 2015	14,739,418.			
e Excess from 2016	16,689,503.			

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
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 13

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**

<div>Recipient</div> <div>Name and address (home or business)</div>	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
a Paid during the year ATCH 14				
Total			▶ 3a	16,332,068.
b Approved for future payment ATCH 15				
Total			▶ 3b	212,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .				14	89.	
4 Dividends and interest from securities				14	1,188,061.	
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	2,445,664.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue: a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					3,633,814.	
13 Total. Add line 12, columns (b), (d), and (e)						3,633,814.

(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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
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

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.

Sign Here   

Signature of officer or trustee _____ Date _____ 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 	Date 5/14/18	Check <input type="checkbox"/> if self-employed	PTIN P0082812
	Firm's name ▶ SEILER LLP	Firm's EIN ▶ 94-1624276			
	Firm's address ▶ 220 MONTGOMERY STREET STE 300 SAN FRANCISCO, CA 94104	Phone no. 415-392-2123			

Form **990-PF** (2016)

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)	
33725456.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 26608938.				D	VARIOUS 7,116,518.	VARIOUS
60019556.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 60015613.				P	VARIOUS 3,943.	VARIOUS
TOTAL GAIN (LOSS)							<u>7,120,461.</u>	

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No. 1545-0047

2016▶ **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.**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 foundationCheck 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't 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	\$ 24,335,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	ROBERT FISHER 1300 EVANS AVENUE, NO. 880154 SAN FRANCISCO, CA 94188	\$ 5,298,413.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
3	PISCES INC 1300 EVANS AVENUE, NO. 880154 SAN FRANCISCO, CA 94188	\$ 6,800.	Person <input checked="" 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.)

Name of organization **PISCES FOUNDATION**Employer identification number
20-7415160**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
<u>1</u>	1,000,000 SHARES OF THE GAP, INC. _____ _____ _____	\$ <u>24,335,000.</u>	<u>03/29/2017</u>
<u>2</u>	202,500 SHARES OF THE GAP, INC. _____ _____ _____	\$ <u>5,298,413.</u>	<u>12/09/2016</u>
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

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

Depreciation and Amortization

(Including Information on Listed Property)

OMB No. 1545-0172

Department of the Treasury
Internal Revenue Service (99)

▶ Attach to your tax return.

▶ Information about Form 4562 and its separate instructions is at www.irs.gov/form4562.

2016

Attachment
Sequence No. 179

Name(s) shown on return

PISCES FOUNDATION

Identifying number

20-7415160

Business or activity to which this form relates

GENERAL DEPRECIATION

Part I Election To Expense Certain Property Under Section 179**Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions).	1	
2	Total cost of section 179 property placed in service (see instructions).	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions).	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions.	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29.	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7.	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8.	9	
10	Carryover of disallowed deduction from line 13 of your 2015 Form 4562.	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions).	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11.	12	
13	Carryover of disallowed deduction to 2017. Add lines 9 and 10, less line 12.	13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.) (See instructions.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions).	14	
15	Property subject to section 168(f)(1) election.	15	
16	Other depreciation (including ACRS).	16	

Part III MACRS Depreciation (Don't include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2016.	17	26,544.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here.		

Section B - Assets Placed in Service During 2016 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property	SEE					2,968.
b 5-year property	DETAIL ATTACHMENT A					1,921.
c 7-year property						249.
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			27.5 yrs.	MM	S/L	
			39 yrs.	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2016 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28.	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions.	22	31,682.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs.	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain aircraft, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed?				Yes	<input checked="" type="checkbox"/> No	24b If "Yes," is the evidence written?				Yes	<input checked="" type="checkbox"/> No
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost			
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)									25		
26 Property used more than 50% in a qualified business use:											
		%									
		%									
		%									
27 Property used 50% or less in a qualified business use:											
		%				S/L -					
		%				S/L -					
		%				S/L -					
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1.									28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1.									29		

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6
30 Total business/investment miles driven during the year (don't include commuting miles) . . .						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their EmployeesAnswer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **aren't** more than 5% owners or related persons (see instructions).

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2016 tax year (see instructions):					
43 Amortization of costs that began before your 2016 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

FORM 990-PF - PART I, #19 DEPRECIATION AND DEPLETION

Description	Service date Fiscal Year End	Deprec Method	Life-Yr	FY2017 Activity			Balance 6/30/17	6/30/2016 Accumulated Depr	Total 6/30/2017 Depreciation Expense	6/30/2017	
				Balance 7/1/16	FA Additions	FA Disposals				Accumulated Depreciation	Net Book Value
Computer Equipment-5 yrs											
Computer Equipment	6/30/2013	SL	5	12,862.83	-	(4,355.69)	8,507.14	9,028.21	1,919.21	7,684.99	822.15
Computer Equipment	6/30/2014	SL	5	7,614.48	-	-	7,614.48	3,426.52	1,522.90	4,949.42	2,665.06
Computer Equipment	6/30/2015	SL	5	4,636.84	-	-	4,636.84	1,189.71	927.36	2,117.07	2,519.77
Computer Equipment	6/30/2016	SL	5	6,582.28	-	-	6,582.28	167.93	1,316.46	1,484.39	5,097.89
Computer Equipment	6/30/2017	SL	5	-	16,466.97	-	16,466.97	-	1,921.15	1,921.15	14,545.82
Sub-Total Computer Equipment - 5 yrs				31,696.43	16,466.97	(4,355.69)	43,807.71	13,812.37	7,607.08	18,157.02	25,650.69
Computer Equipment - 3 yrs											
Computer Equipment	6/30/2017	SL	3	-	25,451.12	-	25,451.12	-	1,914.76	1,914.76	23,536.36
Sub-Total Computer Equipment - 3 yrs				-	25,451.12	-	25,451.12	-	1,914.76	1,914.76	23,536.36
Software-3 yrs											
Software	6/30/2013	SL	3	608.94	-	-	608.94	608.94	-	608.94	-
Software	6/30/2016	SL	3	3,839.62	-	-	3,839.62	2,145.66	1,279.87	3,425.53	414.09
Software	6/30/2017	SL	3	-	9,208.99	-	9,208.99	-	1,054.40	1,054.40	8,154.59
Sub-Total Software-3 yrs				4,448.56	9,208.99	-	13,657.55	2,754.60	2,334.27	5,088.87	8,568.68
Furniture- 7 yrs											
Furniture	6/30/2013	SL	7	20,662.89	-	-	20,662.89	10,060.51	2,951.84	13,012.35	7,650.54
Furniture	6/30/2014	SL	7	13,479.54	-	-	13,479.54	4,825.96	1,925.65	6,751.61	6,727.93
Furniture	6/30/2015	SL	7	9,137.26	-	-	9,137.26	1,630.82	1,305.33	2,936.15	6,201.11
Furniture	6/30/2016	SL	7	41,350.98	-	-	41,350.98	2,442.00	5,907.29	8,349.29	33,001.69
Furniture	6/30/2017	SL	7	-	10,438.77	-	10,438.77	-	248.54	248.54	10,190.23
Sub-Total Furniture - 7yrs				84,630.67	10,438.77	-	95,069.44	18,959.29	12,338.65	31,297.94	63,771.50
Furniture - 5 yrs											
Furniture	6/30/2015	SL	5	629.66	-	-	629.66	220.38	125.93	346.31	283.35
Furniture	6/30/2016	SL	5	10,532.11	-	-	10,532.11	584.62	2,106.42	2,691.04	7,841.07
Sub-Total Furniture - 5 yrs				11,161.77	-	-	11,161.77	805.00	2,232.35	3,037.35	8,124.42
Leasehold (Office) Improvements											
Leasehold (Office) Improvements	6/30/2016	SL	5	19,978.00	-	-	19,978.00	1,093.46	3,995.60	5,089.06	14,888.94
Sub-Total Leasehold (Office) Improvements				19,978.00	-	-	19,978.00	1,093.46	3,995.60	5,089.06	14,888.94
Equipment											
Equipment	6/30/2016	SL	5	6,298.00	-	-	6,298.00	-	1,259.60	1,259.60	5,038.40
Sub-Total Equipment				6,298.00	-	-	6,298.00	-	1,259.60	1,259.60	5,038.40
TOTAL				158,213.43	61,565.85	(4,355.69)	215,423.59	37,424.72	31,682.32	65,844.61	149,578.98

FORM 990-PF - PART I, #19 DEPRECIATION AND DEPLETION

Description	Service date	Deprec Method	Life-Yr	Balance 7/1/16	FY2017 Activity		Balance 6/30/17	6/30/2016 Accumulated Depr	Total 6/30/2017 Depreciation Expense	6/30/2017 Accumulated Depreciation	Net Book Value
					FA Additions	FA Disposals					
DC Furniture - 7yrs											
Furniture for Workstations	2/10/2015	SL	7	3,455.03	-	-	3,455.03	678.67	493.58	1,172.24	2,282.79
Furniture for DC Office	2/17/2015	SL	7	1,805.47	-	-	1,805.47	354.65	257.92	612.57	1,192.90
Workstations	5/24/2015	SL	7	3,460.21	-	-	3,460.21	535.51	494.32	1,029.82	2,430.39
Office Furniture	6/19/2015	SL	7	416.55	-	-	416.55	61.99	59.51	121.49	295.06
Sub-Total DC Furniture - 7 yrs				9,137.26	-	-	9,137.26	1,630.81	1,305.32	2,936.13	6,201.13
Leasehold (Office) Improvements											
Painting	2/16/2016	SL	5	1,160.00	-	-	1,160.00	87.00	232.00	319.00	841.00
Architectural Services	3/1/2016	SL	5	2,295.00	-	-	2,295.00	153.00	459.00	612.00	1,683.00
Cabling	3/18/2016	SL	5	2,400.00	-	-	2,400.00	140.00	480.00	620.00	1,780.00
Interior Design	3/23/2016	SL	5	1,700.00	-	-	1,700.00	92.31	340.00	432.31	1,267.69
Field Construction	4/6/2016	SL	5	12,423.00	-	-	12,423.00	621.15	2,484.60	3,105.75	9,317.25
Sub-Total Leasehold (Office) Improvements				19,978.00	-	-	19,978.00	1,093.46	3,995.60	5,089.06	14,888.94
Equipment											
Integrated Communications System (Audio/Visual Equipment)	6/30/2016	SL	5	6,298.00	-	-	6,298.00	-	1,259.60	1,259.60	5,038.40
Sub-Total Equipment				6,298.00	-	-	6,298.00	-	1,259.60	1,259.60	5,038.40
TOTAL				158,213.43	61,565.85	(4,355.69)	215,423.59	37,424.71	31,682.30	65,844.58	149,579.01

ATTACHMENT 1FORM 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	69,589.			65,330.
TOTALS	<u>69,589.</u>			<u>65,330.</u>

ATTACHMENT 2FORM 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	64,085.	31,023.		31,023.
TOTALS	<u>64,085.</u>	<u>31,023.</u>		<u>31,023.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
GRANTS CONSULTING	400,757.	411,458.
IT CONSULTING	79,821.	102,996.
OPERATIONS CONSULTING	150,321.	222,600.
COMMUNICATIONS CONSULTING	109,764.	79,264.
TOTALS	<u>740,663.</u>	<u>816,318.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
FILING FEES	10.	10.
PAYROLL TAXES	85,364.	85,364.
EXCISE TAXES	252,158.	
PROPERTY TAXES	1,558.	164.
TOTALS	<u>339,090.</u>	<u>85,538.</u>

ATTACHMENT 5FORM 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	21,495.	21,495.	
COMPUTERS EXPENSES	7,932.		6,332.
CONTINUING EDUCATION	11,077.		9,602.
DUES, FEES & SUBSCRIPTIONS	54,277.		63,681.
GIFTS	3,140.		2,732.
GROCERIES	5,816.		5,510.
INSURANCE	8,796.		10,345.
WEBSITE	7,515.		6,924.
MISCELLANEOUS EXPENSES	3,324.		4,672.
OFFICE EXPENSE	16,558.		16,171.
OFFICE FURNITURE EXPENSES	13,772.		15,228.
OFFICE R&M	928.		1,032.
OTHER PROGRAM EXPENSES	38,960.		38,960.
PAYROLL EXPENSES	83,622.		9,165.
POSTAGE & DELIVERY	174.		183.
TEMPORARY STAFFING	20,615.		26,038.
RECRUITING	39,090.		40,429.
RENT	14,097.		14,349.
TELEPHONE	6,862.		6,944.
TEAM DEVELOPMENT	9,593.		9,181.
TOTALS	<u>367,643.</u>	<u>21,495.</u>	<u>287,478.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 6DESCRIPTIONENDING
BOOK VALUEENDING
FMV

U.S. GOVERNMENT DEBT

36,663,693.

36,663,693.

US OBLIGATIONS TOTAL

36,663,693.36,663,693.

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
1,238,515 SHS THE GAP, INC.	27,234,945.	27,234,945.
TOTALS	<u>27,234,945.</u>	<u>27,234,945.</u>

ATTACHMENT 8FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIXED ASSETS	149,581.	149,581.
TOTALS	<u>149,581.</u>	<u>149,581.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER LIABILITIESDESCRIPTIONENDING
BOOK VALUE

DEFERRED FEDERAL EXCISE TAX

117,900.

TOTALS

117,900.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<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>
DAVID S. BECKMAN ONE MARITIME PLAZA, SUITE 1545 SAN FRANCISCO, CA 94111	PRESIDENT 50.00	411,973.	64,437.	
CAROL TING ONE MARITIME PLAZA, SUITE 1545 SAN FRANCISCO, CA 94111	CHIEF OPERATING OFFICER 45.00	228,436.	54,303.	
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.
	GRAND TOTALS	<u>640,409.</u>	<u>118,740.</u>	<u>0.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 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>
JENNIFER KURZ ONE MARITIME PLAZA, SUITE 1545 SAN FRANCISCO, CA 94111	PROGRAM OFFICER 40.00	141,375.	21,538.
JASON MORRIS ONE MARITIME PLAZA, SUITE 1545 SAN FRANCISCO, CA 94111	SR. PROGRAM OFFICER 40.00	147,226.	38,087.
THOMAS OWENS ONE MARITIME PLAZA, SUITE 1545 SAN FRANCISCO, CA 94111	PROGRAM ASSOCIATE 40.00	68,944.	13,471.
IDA POSNER ONE MARITIME PLAZA, SUITE 1545 SAN FRANCISCO, CA 94111	PROGRAM ASSOCIATE 40.00	76,419.	12,869.
NANCY STONER ONE MARITIME PLAZA, SUITE 1545 SAN FRANCISCO, CA 94111	PROGRAM DIRECTOR 40.00	169,166.	56,647.
	TOTAL COMPENSATION	<u>603,130.</u>	<u>142,612.</u>

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
REDSTONE STRATEGY GROUP, LLC 1542 HIGH STREET BOULDER, CO 80304 GRANT PROGRAM DEVELOPMENT	CONSULTING	125,798.
SPITFIRE STRATEGIES 1800 M STREET, NW, SUITE #300 NORTH WASHINGTON, DC 20036 STRATEGIC COMMUNICATIONS SUPPORT CONSULTANT	CONSULTING	131,168.
SAMANTHA GRAFF 6273 CHABOT ROAD OAKLAND, CA 94618 PHILANTHROPIC CONSULTING: FOUNDATION STAFFING & STRUCTURE	CONSULTING	70,753.
HALCYON FINANCIAL TECHNOLOGY, L.P. 1 BLACKFILED DRIVE, SUITE #252 TIBURON, CA 94920 IT CONSULTING	CONSULTING	63,428.
SEILER LLP 220 MONTGOMERY STREET, SUITE #300 SAN FRANCISCO, CA 94104 ACCOUNTING	ACCOUNTING	59,315.
TOTAL COMPENSATION		<u>450,462.</u>

ATTACHMENT 13FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ROBERT J. FISHER
ELIZABETH S. FISHER

FORM 990-PF, PAGE 11, PART XV, 3A GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>Grantee's Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Grant Amount</u>	<u>Purpose</u>
Achieve Inc.	1919 M St. NW #450	Washington	DC	20036	None	PC	150,000.00	To support environmental science lessons.
AFP Golden Gate	3871 Piedmont Ave. PMB 24	Oakland	CA	94611	None	PC	1,000.00	To support National Philanthropy Day 2016.
Alliance for Climate Education	4696 Broadway, Suite 2	Boulder	CO	80304	None	PC	75,000.00	To support climate change education.
American Planning Association	1030 15th St., NW, Suite 750 West	Washington	DC	20005	None	PC	50,000.00	To build a water and planning program.
American Rivers	1101 14th Street NW, Suite 1400	Washington	DC	20005	None	PC	255,081.00	To support smart water approaches.
American University	4400 Massachusetts Avenue, NW	Washington	DC	20016	None	PC	4,000.00	To support the William K. Reilly Fund for Environmental Leadership and Governance Internship program.
Baykeeper	1736 Franklin St. Suite 800	Oakland	CA	94612	None	PC	5,000.00	For general operating support.
Biological Sciences Curriculum Study	5415 Mark Dabbling Blvd	Colorado Springs	CO	80918	None	PC	39,574.00	To advance citizen science.
California Academy of Sciences	55 Music Concourse Drive	San Francisco	CA	94118	None	PC	2,000,000.00	To support the global environmental literacy initiative.
California Trout, Inc.	360 Pine Street, 4th Floor	San Francisco	CA	94104	None	PC	5,000.00	To support Trout Camp 2017.
Captain Planet Foundation	133 Luckie St., 2nd Floor	Atlanta	GA	30303	None	PC	2,500.00	To support the 25th Anniversary Benefit Gala.
Center for Climate and Energy Solutions	2101 Wilson Blvd., Ste 550	Arlington	VA	22201	None	PC	35,000.00	To undertake research and policy analysis about short-lived climate pollutants.
Center for EcoLiteracy	2150 Allston Way, Suite 270	Berkeley	CA	94704	None	PC	1,000.00	For general operating support.
Center for Energy Efficiency & Renewable Technologies	1100 11th St., Ste 311	Sacramento	CA	95814	None	PC	30,000.00	To support research on short-lived climate pollutants.
Ceres	99 Chauncy St., 6th Fl	Boston	MA	02111	None	PC	90,000.00	To accelerate a transition toward smart water.
Chesapeake Bay Foundation	6 Herndon Avenue	Annapolis	MD	21403	None	PC	50,000.00	To support environmental literacy.
Chesapeake Commons	1875 Connecticut Avenue NW	Washington	DC	20009	None	PC	90,000.00	To develop water data technology.
Children & Nature Network	808 14th Ave SE	Minneapolis	MN	55414	None	PC	150,000.00	To support a resource hub and learning network.
Clean Air Task Force	114 State St. 6th Fl	Boston	MA	02109	None	PC	250,000.00	To reduce emissions of short-lived climate pollutants.
Clean Water Fund	1444 Eye Street NW, Ste 400	Washington	DC	20005	None	PC	125,000.00	To support work on clean water issues.

FORM 990-PF, PAGE 11, PART XV, 3A GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>Grantee's Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Grant Amount</u>	<u>Purpose</u>
Climate Change Law Foundation	548 Market St., #11200	San Francisco	CA	94104	None	PC	35,000.00	To reduce emissions of short-lived climate pollutants.
Colorado Alliance for Environmental Education	1536 Wynkoop St., Ste 314	Denver	CO	80202	None	PC	65,000.00	To support environmental education.
Conservation Fund	1655 N. Fort Myer Drive, Suite 1300	Arlington	VA	22209	None	PC	252,500.00	To advance smart water approaches.
Conservation International Foundation	2011 Crystal Drive Ste 500	Arlington	VA	22202	None	PC	250,000.00	To plan, launch, and implement a freshwater initiative.
CuriOdyssey	1651 Coyote Point Drive	San Mateo	CA	94401	None	PC	50,000.00	To support CuriOdyssey's Capital Campaign.
Duke University	2200 W. Main Street, Ste 710	Durham	NC	27705	None	PC	28,643.00	To support environmental education research.
Duke University	2200 W. Main Street, Ste 710	Durham	NC	27705	None	PC	98,147.00	To support research on short-lived climate pollutants.
E3G Third Generation Environmentalism	2101 L Street NW, Ste 400	Washington	DC	20037	None	PC	50,400.00	To reduce emissions of short-lived climate pollutants.
Earth Island Institute Inc	2150 Allston Way # 460	Berkeley	CA	94704	None	PC	35,000.00	To reduce food waste.
Ecotrust	721 NW Ninth Ave, Suite 200	Portland	OR	97209	None	PC	1,000.00	For general operating support.
Education Outside	135 Van Ness Avenue, Room 408	San Francisco	CA	94102	None	PC	100,000.00	For general operating support.
Education Outside	135 Van Ness Avenue, Room 408	San Francisco	CA	94102	None	PC	175,000.00	For general operating support.
Energy Foundation	301 Battery Street, 5th Floor	San Francisco	CA	94111	None	PC	150,000.00	To reduce black carbon emissions.
Environmental Defense Fund	257 Park Avenue South	New York	NY	10010	None	PC	200,000.00	To reduce methane emissions.
Environmental Defense Fund	257 Park Avenue South	New York	NY	10010	None	PC	100,000.00	To establish a sustainable agriculture resource center.
Environmental Grantmakers Association	475 Riverside Drive, Suite 960	New York	NY	10115	None	PC	25,000.00	To support a funder convening on freshwater issues.
Environmental Grantmakers Association	475 Riverside Drive, Suite 960	New York	NY	10115	None	PC	36,300.00	To support the Blue Sky Funders Forum.
Environmental Grantmakers Association	475 Riverside Drive, Suite 960	New York	NY	10115	None	PC	213,000.00	To support the Blue Sky Funders Forum.
Environmental Grantmakers Association	475 Riverside Drive, Suite 960	New York	NY	10115	None	PC	20,000.00	To support the environmental fellowship program.
Environmental Health Coalition	2727 Hoover Ave., Suite 202	National City	CA	91950	None	PC	5,000.00	To support an environmental justice convening.

FORM 990-PF, PAGE 11, PART XV, 3A GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>Grantee's Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Grant Amount</u>	<u>Purpose</u>
Environmental Integrity Project	1000 Vermont Avenue NW, Suite 1100	Washington	DC	20005	None	PC	100,000.00	For work on safe drinking water.
Environmental Integrity Project	1000 Vermont Avenue NW, Suite 1100	Washington	DC	20005	None	PC	35,000.00	For work on safe drinking water.
Environmental Justice Coalition for Water	PO Box 188911	Sacramento	CA	95818	None	PC	25,000.00	For general operating support.
Environmental Working Group	1436 U St. NW Suite 100	Washington	DC	20009	None	PC	100,000.00	To support the protection of drinking water sources.
European Climate Foundation	Riviermarkt 5, 2513 AM	Den Haag	Netherlands		None	PC	75,000.00	To raise awareness about air pollution.
European Climate Foundation	Riviermarkt 5, 2513 AM	Den Haag	Netherlands		None	PC	100,000.00	To support strategic communications.
Exploratorium	Pier 17, Suite 100	San Francisco	CA	94111	None	PC	5,000.00	For general operating support.
Field to Market	777 North Capitol St., NE #803	Washington	DC	20002	None	PC	100,000.00	To support sustainable sourcing.
FoodCorps, Inc.	1140 SE 7th Ave, Suite 110	Portland	OR	97214	None	PC	100,000.00	To build an education framework model.
Free Print Shop	3145 23rd Street	San Francisco	CA	94110	None	PC	1,093.00	To support volunteers to collect, edit and publish information used by poor and homeless people.
Friends of the Urban Forest	1007 General Kennedy Ave Ste 1	San Francisco	CA	94129	None	PC	5,000.00	For general operating support.
Funders' Network for Smart Growth and Livable Communities	1500 San Remo Ave., Ste 249	Coral Gables	FL	33146	None	PC	75,000.00	To support green infrastructure projects.
Funders' Network for Smart Growth and Livable Communities	1500 San Remo Ave., Ste 249	Coral Gables	FL	33146	None	PC	20,000.00	To support a network interested in green infrastructure.
Global Philanthropy Partnership	2440 N. Lakeview #15A	Chicago	IL	60614	None	PC	50,000.00	To support a network interested in green infrastructure.
Golden Gate National Parks Conservancy	Building 201, Fort Mason	San Francisco	CA	94123	None	PC	25,000.00	For general operating support.
Golden Gate National Parks Conservancy	Building 201, Fort Mason	San Francisco	CA	94123	None	PC	20,000.00	To support the Institute at the Golden Gate and Park Youth Collaborative.
Green 2.0	1341 G Street NW, 5th Floor	Washington	DC	20005	None	PC	50,000.00	For general operating support.
Greenbelt Alliance	312 Sutter Street, Suite 510	San Francisco	CA	94108	None	PC	5,000.00	To support the 2016 Savor the Greenbelt event.
Imagine H2O	212 Sutter St #200	San Francisco	CA	94108	None	PC	50,000.00	To develop water data technologies.
Indians for Collective Action	3838 Mumford Place	Palo Alto	CA	94306	None	PC	150,000.00	To reduce air pollution.

FORM 990-PF, PAGE 11, PART XV, 3A GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>Grantee's Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Grant Amount</u>	<u>Purpose</u>
InspirAction	777 UN Plaza, Ste 9E	New York	NY	10017	None	PC	176,000.00	To reduce emissions of short-lived climate pollutants.
Institute for Governance & Sustainable Development	2300 Wisconsin Ave., NW Suite 300B	Washington	DC	20007	None	PC	300,000.00	To reduce emissions of short-lived climate pollutants.
Institute for Governance & Sustainable Development	2300 Wisconsin Ave., NW Suite 300B	Washington	DC	20007	None	PC	45,000.00	To reduce emissions of short-lived climate pollutants.
International Council on Clean Transportation	1225 I Street, NW Ste 900	Washington	DC	20005	None	PC	450,000.00	To reduce black carbon emissions.
Johns Hopkins University	1101 E. 33rd St. B001	Baltimore	MD	21218	None	PC	35,000.00	To support food waste research.
Kentucky Association for Environmental Education	PO Box 1208	Frankfort	KY	40602	None	PC	55,000.00	To build capacity for environmental education.
Kentucky Association for Environmental Education	PO Box 1208	Frankfort	KY	40602	None	PC	65,000.00	To build capacity for environmental education.
League of Conservation Voters Education Fund	1920 L Street NW, Suite 800	Washington	DC	20036	None	PC	30,000.00	To support work on clean water.
League of Conservation Voters Education Fund	1920 L Street NW, Suite 800	Washington	DC	20036	None	PC	20,000.00	To support work on clean water.
Meridian Institute	1800 M Street NW, Ste 400N	Washington	DC	20036	None	PC	40,000.00	To develop water data technologies.
National 4-H Council	7100 Connecticut Ave	Chevy Chase	MD	20815	None	PC	100,000.00	To support an afterschool program model.
National Park Foundation	1110 Vermont Ave NW Ste 200	Washington	DC	20005	None	PC	200,000.00	To increase education opportunities in national parks.
National Park Foundation	1110 Vermont Ave NW Ste 200	Washington	DC	20005	None	PC	25,000.00	For general operating support.
National Wildlife Federation	11100 Wildlife Center Drive	Reston	VA	20190	None	PC	80,000.00	To support work to protect water.
National Wildlife Federation	11100 Wildlife Center Drive	Reston	VA	20190	None	PC	210,000.00	To support work to protect water.
Natural Resources Defense Council	40 West 20th Street, 11th Floor	New York	NY	10011	None	PC	200,000.00	To reduce emissions of short-lived climate pollutants.
Natural Resources Defense Council	40 West 20th Street, 11th Floor	New York	NY	10011	None	PC	50,000.00	To support a Strategic Initiatives Fund.
Natural Resources Defense Council	40 West 20th Street, 11th Floor	New York	NY	10011	None	PC	50,000.00	To support NRDC's Water and Health Programs.
Natural Resources Defense Council	40 West 20th Street, 11th Floor	New York	NY	10011	None	PC	350,000.00	To support NRDC's Water and Health Programs.
NatureBridge	28 Geary Street, Suite 650	San Francisco	CA	94108	None	PC	75,000.00	To support environmental education.

FORM 990-PF, PAGE 11, PART XV, 3A GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>Grantee's Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Grant Amount</u>	<u>Purpose</u>
NatureBridge	28 Geary Street, Suite 650	San Francisco	CA	94108	None	PC	25,000.00	To support environmental education.
NatureBridge	28 Geary Street, Suite 650	San Francisco	CA	94108	None	PC	5,000.00	To support the NatureBridge Gala.
National Environment Education Foundation	4301 Connecticut Ave, NW Ste 160	Washington	DC	20008	None	PC	50,000.00	To support outdoor environmental education.
New Venture Fund	1201 Connecticut Ave. NW, Suite 300	Washington	DC	20036	None	PC	250,000.00	To reduce food waste.
North America Association for Environmental Education	2000 P St. NW Ste 540	Washington	DC	20036	None	PC	365,000.00	To advance environmental education.
Northern California Grantmakers	160 Spear St #360	San Francisco	CA	94105	None	PC	10,000.00	To advance environmental education.
Oregon State University Foundation	850 SW 35th Street	Corvallis	OR	97333	None	PC	51,408.00	To implement environmental literacy programs.
Outdoor Afro	2323 Broadway	Oakland	CA	94612	None	PC	75,000.00	To develop a strategic plan.
Outdoor Afro	2323 Broadway	Oakland	CA	94612	None	PC	10,000.00	To support the Glamp Out event.
Outward Bound California	PO Box 29632	San Francisco	CA	94129	None	PC	5,000.00	For general operating support.
Oxfam America	226 Causeway St. 5th Floor	Boston	MA	02114	None	PC	175,000.00	To reduce short-lived climate pollutants.
Partnership Project	PO Box 65826	Washington	DC	20035	None	PC	500,000.00	To strengthen the environmental field.
Partnership Project	PO Box 65826	Washington	DC	20035	None	PC	375,000.00	To reduce methane emissions.
Pie Ranch	PO Box 363	Pescadero	CA	94060	None	PC	1,000.00	For general operating support.
Ploughshares Fund	1808 Wedemeyer Street, Suite 200	San Francisco	CA	94129	None	PC	1,000.00	For general operating support.
Point Blue Conservation Science	3820 Cypress Dr., #11	Petaluma	CA	94954	None	PC	1,000.00	For general operating support.
Public Policy Institute of California	500 Washington St Ste 600	San Francisco	CA	94111	None	PC	35,000.00	For a survey about the environment.
Regents of the University of California	One Centennial Drive, #5200	Berkeley	CA	94720	None	PC	200,000.00	To advance environmental education.
Regents of the University of California	One Centennial Drive, #5200	Berkeley	CA	94720	None	PC	146,578.00	To advance environmental education.
Regents of the University of California	One Shields Ave	Davis	CA	95616	None	PC	30,000.00	To support a conference on transportation policy.

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<u>Grantee's Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Grant Amount</u>	<u>Purpose</u>
RESOLVE, Inc.	1255 23rd Street NW Ste 275	Washington	DC	20037	None	PC	74,990.00	To improve drinking water quality.
Resources for the Future	1616 P St, NW Ste 600	Washington	DC	20036	None	PC	75,000.00	To reduce short-lived climate pollutants.
Resources Legacy Fund	555 Capitol Mall, Suite 1095	Sacramento	CA	95814	None	PC	77,250.00	To advance sustainable water management.
Resources Legacy Fund	555 Capitol Mall, Suite 1095	Sacramento	CA	95814	None	PC	50,000.00	To reduce methane emissions.
Rhode Island Environmental Education Association	PO Box 40884	Providence	RI	02940	None	PC	23,000.00	To develop an environmental education inventory tool.
River Network	PO Box 21387	Boulder	CO	80308	None	PC	90,000.00	To advance implementation of smart water.
Rockefeller Philanthropy Advisors	6 West 48th St, 10th Floor	New York	NY	10036	None	PC	75,000.00	For general operating support.
Rose Foundation for Communities & the Environment	1970 Broadway, Ste 600	Oakland	CA	94612	None	PC	60,000.00	For general operating support.
San Francisco Botanical Garden Society at Strybing Arboretum	1199 9th Avenue	San Francisco	CA	94122	None	PC	25,000.00	To support the Garden Feast event.
San Francisco Bay Area Planning and Urban Research	654 Mission Street	San Francisco	CA	94105	None	PC	2,500.00	For general operating support.
Save the Bay	1330 Broadway, Suite 1800	Oakland	CA	94612	None	PC	5,000.00	For general operating support.
Shakti Sustainable Energy Foundation	The Capital Court, 104B, 4th Floor, Munirka Phase III	New Delhi	India	110 067	None	PC	135,000.00	To improve air quality.
Stanford University	3160 Porter Drive, Ste 100	Stanford	CA	94304	None	PC	150,000.00	For research on environmental literacy.
Student Conservation Association	4245 North Fairfax Drive, Ste 825	Arlington	VA	22203	None	PC	166,566.00	To advance environmental education.
Ten Strands	PO Box 150869	San Rafael	CA	94915	None	PC	125,000.00	To advance environmental education.
Ten Strands	PO Box 150869	San Rafael	CA	94915	None	PC	125,000.00	To advance environmental education.
The Aspen Institute	One Dupont Circle NW, Ste 700	Washington	DC	20036	None	PC	30,000.00	To advance sharing of water data.
The Edible Schoolyard Project	1517 Shattuck Avenue	Berkeley	CA	94709	None	PC	1,000.00	For general operating support.
The Nature Conservancy	4245 N. Fairfax Drive, Ste 100	Arlington	VA	22203	None	PC	250,000.00	To demonstrate effective water management.
The Sierra Club Foundation	2101 Webster St., Ste 1250	Oakland	CA	94612	None	PC	110,000.00	To connect youth with the outdoors.

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<u>Grantee's Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Grant Amount</u>	<u>Purpose</u>
The Watershed Project	1327 South 46th St. Bldg 155	Richmond	CA	94804	None	PC	35,000.00	For general operating support.
The Wilderness Society	1615 M Street NW	Washington	DC	20036	None	PC	125,000.00	To reduce methane emissions.
TransForm	436 14th St, Suite 600	Oakland	CA	94612	None	PC	1,000.00	For general operating support.
Trust for Conservation Innovation	405 14th Street, Suite 164	Oakland	CA	94612	None	PC	90,000.00	To advance smart water policy.
Trust for Conservation Innovation	405 14th Street, Suite 164	Oakland	CA	94612	None	PC	90,000.00	To advance smart water policy.
Trust for Public Land	101 Montgomery Street, Suite 900	San Francisco	CA	94104	None	PC	250,000.00	To support green infrastructure in cities.
U.S. Climate Action Network	50 F Street NW, 8th Floor	Washington	DC	20001	None	PC	70,000.00	To reduce short-lived climate pollutants.
U.S. Water Alliance	1010 Vermont Avenue NW, Ste 1100	Washington	DC	20005	None	PC	60,000.00	To advance smart water techniques.
U.S. Water Alliance	1010 Vermont Avenue NW, Ste 1100	Washington	DC	20005	None	PC	20,000.00	To support the annual conference.
University College London	Central House, 2nd Fl, 14 Upper Woburn Place	London	UK	WC1H 0NN	None	PC	195,038.00	To reduce greenhouse gas emissions.
University of Wisconsin	1848 University Avenue	Madison	WI	53726	None	PC	50,000.00	To advance smart water policy.
University of Wisconsin	1848 University Avenue	Madison	WI	53726	None	PC	50,000.00	To advance smart water policy.
Upstream Alliance	1867 Lindamoor Drive	Annapolis	MD	21401	None	PC	50,000.00	To support environmental education.
Vida Verde	3540 La Honda Road	San Gregorio	CA	94074	None	PC	35,000.00	For general operating support.
Virginia Organizing, Inc.	703 Concord Ave	Charlottesville	VA	22903	None	PC	20,000.00	To advance safe drinking water.
Water Foundation	555 Capitol Mall, Suite 1155	Sacramento	CA	95814	None	PC	550,000.00	To protect water.
Water Foundation	555 Capitol Mall, Suite 1155	Sacramento	CA	95814	None	PC	1,425,000.00	To protect water.
Waterkeeper Alliance	180 Maiden Lane, Ste 603	New York	NY	10038	None	PC	105,000.00	To create a water monitoring network.
Wild Salmon Center	721 NW 9th Ave, Suite 300	Portland	OR	97209	None	PC	1,000.00	For general operating support.
Windward Fund	1201 Connecticut Ave. NW, Suite 300	Washington	DC	20036	None	PC	150,000.00	To protect water resources.

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<u>Grantee's Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Grant Amount</u>	<u>Purpose</u>
Woods Hole Research Center, Inc.	149 Woods Hole Road	Falmouth	MA	02540	None	PC	50,000.00	To reduce emissions of short-lived climate pollutants.
Yosemite Conservancy	101 Montgomery Street, Suite 1700	San Francisco	CA	94104	None	PC	2,500.00	For general operating support.
Youth Outside	436 14th St, Suite 1209	Oakland	CA	94612	None	PC	<u>1,000.00</u>	To support the Advancing Equity in Environmental Organizations Luncheon.
Total Grants paid:							16,332,068.00	

FORM 990-PF, PAGE 11, PART XV, 3B GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

<u>Grantee's Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Grant Amount</u>	<u>Purpose of Grant</u>
CuriOdyssey	1651 Coyote Point Drive	San Mateo	CA	94401	None	PC	50,000.00	To support CuriOdyssey's Capital Campaign.
Energy Foundation	301 Battery Street, 5th Floor	San Francisco	CA	94111	None	PC	125,000.00	To reduce black carbon emissions.
Oregon State University Foundation	850 SW 35th Street	Corvallis	OR	97333	None	PC	37,000.00	To build the capacity of environmental educators.
Total Grants approved for future payment							212,000.00	