

**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.  
▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

For calendar year 2017 or tax year beginning , and ending

Name of foundation <b>GGG FOUNDATION</b>		<b>A Employer identification number</b> <b>94-3155521</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>1660 BUSH STREET</b>	Room/suite <b>300</b>	<b>B Telephone number</b> <b>415-561-6540</b>
City or town, state or province, country, and ZIP or foreign postal code <b>SAN FRANCISCO, CA 94109</b>		<b>C</b> If exemption application is pending, check here ... <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here ..... <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ..... <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>21,395,559.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received .....			<b>N/A</b>	
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments .....		160.		
	<b>4</b> Dividends and interest from securities .....	355,095.	397,533.		<b>STATEMENT 2</b>
	<b>5a</b> Gross rents .....				
	<b>b</b> Net rental income or (loss) .....				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 .....	485,768.			<b>STATEMENT 1</b>
	<b>b</b> Gross sales price for all assets on line 6a .....	7,149,737.			
	<b>7</b> Capital gain net income (from Part IV, line 2) .....		842,710.		
	<b>8</b> Net short-term capital gain .....				
	<b>9</b> Income modifications .....				
	<b>10a</b> Gross sales less returns and allowances .....				
<b>b</b> Less: Cost of goods sold .....					
<b>c</b> Gross profit or (loss) .....					
<b>11</b> Other income .....	0.	-77,101.		<b>STATEMENT 3</b>	
<b>12 Total.</b> Add lines 1 through 11 .....	840,863.	1,163,302.			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc. ....	0.	0.		0.
	<b>14</b> Other employee salaries and wages .....				
	<b>15</b> Pension plans, employee benefits .....				
	<b>16a</b> Legal fees .....				
	<b>b</b> Accounting fees .....	STMT 4 12,179.	7,307.		3,654.
	<b>c</b> Other professional fees .....	STMT 5 208,897.	87,213.		108,163.
	<b>17</b> Interest .....				
	<b>18</b> Taxes .....	STMT 6 17,585.	0.		0.
	<b>19</b> Depreciation and depletion .....				
	<b>20</b> Occupancy .....				
	<b>21</b> Travel, conferences, and meetings .....	3,247.	325.		1,948.
	<b>22</b> Printing and publications .....				
	<b>23</b> Other expenses .....	STMT 7 5,368.	2,265.		1,575.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 .....	247,276.	97,110.		115,340.
	<b>25</b> Contributions, gifts, grants paid .....	860,050.			860,050.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 .....	1,107,326.	97,110.		975,390.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements .....	-266,463.				
<b>b Net investment income</b> (if negative, enter -0-) .....		1,066,192.			
<b>c Adjusted net income</b> (if negative, enter -0-) .....			<b>N/A</b>		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing .....		98,038.	125,438.	125,438.
	2	Savings and temporary cash investments .....		455,543.	881,539.	881,539.
	3	Accounts receivable ▶ 580.				
		Less: allowance for doubtful accounts ▶			580.	580.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable .....				
	6	Receivables due from officers, directors, trustees, and other disqualified persons .....				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use .....				
	9	Prepaid expenses and deferred charges .....				
	10a	Investments - U.S. and state government obligations .....				
	b	Investments - corporate stock ..... STMT 8		6,020,808.	7,151,161.	7,151,161.
	c	Investments - corporate bonds ..... STMT 9		5,613,634.	5,816,466.	5,816,466.
	11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans .....					
13	Investments - other ..... STMT 10		6,857,940.	7,420,375.	7,420,375.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) .....		19,045,963.	21,395,559.	21,395,559.	
Liabilities	17	Accounts payable and accrued expenses .....				
	18	Grants payable .....				
	19	Deferred revenue .....				
	20	Loans from officers, directors, trustees, and other disqualified persons .....				
	21	Mortgages and other notes payable .....				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities</b> (add lines 17 through 22) .....		0.	0.		
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 .....		19,045,963.	21,395,559.	
	25	Temporarily restricted .....				
	26	Permanently restricted .....				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds .....				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund .....				
	29	Retained earnings, accumulated income, endowment, or other funds .....				
30	<b>Total net assets or fund balances</b> .....		19,045,963.	21,395,559.		
31	<b>Total liabilities and net assets/fund balances</b> .....		19,045,963.	21,395,559.		

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	19,045,963.
2	Enter amount from Part I, line 27a .....	2	-266,463.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS ON INVESTMENTS	3	2,616,059.
4	Add lines 1, 2, and 3 .....	4	21,395,559.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 .....	6	21,395,559.

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e			
	7,149,737.	6,307,027.	842,710.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			
			842,710.

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	842,710.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 .....	3	N/A

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	1,057,910.	19,122,864.	.055322
2015	1,029,069.	20,546,333.	.050085
2014	974,530.	21,175,279.	.046022
2013	923,047.	19,813,899.	.046586
2012	914,801.	18,258,591.	.050102

2 Total of line 1, column (d) .....	2	.248117
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years .....	3	.049623
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 .....	4	19,046,167.
5 Multiply line 4 by line 3 .....	5	945,128.
6 Enter 1% of net investment income (1% of Part I, line 27b) .....	6	10,662.
7 Add lines 5 and 6 .....	7	955,790.
8 Enter qualifying distributions from Part XII, line 4 .....	8	975,390.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	10,662.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	10,662.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	10,662.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	20,996.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	20,996.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	10,334.	
11 Enter the amount of line 10 to be: <b>Credited to 2018 estimated tax</b> 10,334. <b>Refunded</b>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		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. <u>CA</u>		
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 <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 containing questions about controlled entities, distributions, public inspection requirements, website address, books in care, and interest in foreign countries.

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b containing questions about disqualifying acts, taxes on failure to distribute income, and excess business holdings.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PACIFIC FOUNDATION SERVICES, LLC - 1660 BUSH STREET, SUITE 300, SAN FRANCISCO, CA 94109	FOUNDATION MANAGEMENT	135,204.
HALL CAPITAL PARTNERS, LLC ONE MARITIME PLAZA, SAN FRANCISCO, CA 94111	INVESTMENT MANAGEMENT	73,692.

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

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ..... 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities .....	1a	18,654,383.
b	Average of monthly cash balances .....	1b	681,827.
c	Fair market value of all other assets .....	1c	
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	19,336,210.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) .....	1e	0.
2	Acquisition indebtedness applicable to line 1 assets .....	2	0.
3	Subtract line 2 from line 1d .....	3	19,336,210.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	290,043.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	19,046,167.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	952,308.

**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	952,308.
2a	Tax on investment income for 2017 from Part VI, line 5 .....	2a	10,662.
b	Income tax for 2017. (This does not include the tax from Part VI.) .....	2b	957.
c	Add lines 2a and 2b .....	2c	11,619.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	940,689.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	940,689.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	940,689.

**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	975,390.
b	Program-related investments - total from Part IX-B .....	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes .....	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required) .....	3a	
b	Cash distribution test (attach the required schedule) .....	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4 .....	4	975,390.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b .....	5	10,662.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	964,728.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				940,689.
<b>2</b> Undistributed income, if any, as of the end of 2017:				
<b>a</b> Enter amount for 2016 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2017:				
<b>a</b> From 2012				
<b>b</b> From 2013				
<b>c</b> From 2014				
<b>d</b> From 2015				
<b>e</b> From 2016				45,003.
<b>f</b> Total of lines 3a through e	45,003.			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4: ▶ \$				975,390.
<b>a</b> Applied to 2016, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2017 distributable amount				940,689.
<b>e</b> Remaining amount distributed out of corpus	34,701.			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)			0.	0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	79,704.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	79,704.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2013				
<b>b</b> Excess from 2014				
<b>c</b> Excess from 2015				
<b>d</b> Excess from 2016				45,003.
<b>e</b> Excess from 2017				34,701.

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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)

Table with 5 columns: (a) 2017, (b) 2016, (c) 2015, (d) 2014, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

SEE STATEMENT 12

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
ABOUT-FACE MEDIA LITERACY INC. PO BOX 191145 SAN FRANCISCO, CA 94119		501 (C)(3) PUBLIC CHARITY	FOR THE SCHOOL AND COMMUNITY PROGRAM AND ONLINE PRESENCE PROGRAM	20,000.
AT THE CROSSROADS 167 JESSIE STREET SAN FRANCISCO, CA 94105		501 (C)(3) PUBLIC CHARITY	TO PROVIDE STREET OUTREACH AND COUNSELING FOR HOMELESS YOUTH	30,000.
BAY AREA VIDEO COALITION INC. 2727 MARIPOSA STREET, 2ND FLOOR SAN FRANCISCO, CA 94110		501 (C)(3) PUBLIC CHARITY	HONORARIUM	3,000.
BAYVIEW HUNTERS POINT CENTER FOR ARTS & TECHNOLOGY 2415 3RD STREET, SUITE 230 SAN FRANCISCO, CA 94107		501 (C)(3) PUBLIC CHARITY	TO SUPPORT THE DIGITAL MEDIA PATHWAYS PROGRAM	35,000.
BRIDGE THE GAP COLLEGE PREP P.O. BOX 1390 SAUSALITO, CA 94965		501 (C)(3) PUBLIC CHARITY	TO SUPPORT PRE-KINDERGARTEN - 3RD GRADE LITERACY AND SOCIAL-EMOTIONAL HEALTH PROGRAMS FOR	35,000.
<b>Total</b> ..... <b>SEE CONTINUATION SHEET(S)</b> ..... ▶ <b>3a</b>				<b>860,050.</b>
<b>b Approved for future payment</b>				
<b>NONE</b>				
<b>Total</b> ..... ▶ <b>3b</b>				<b>0.</b>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14), 4 Dividends and interest from securities (14, 355,095), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (14, 485,768), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0, 840,863), 13 Total (840,863).

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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) (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
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A' for all entries.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A' for all entries.

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 Date Title PRESIDENT

May the IRS discuss this return with the preparer shown below? See instr. [X] Yes [ ] No

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check [ ] if self-employed PTIN Firm's name Firm's EIN Firm's address Phone no.

GGG FOUNDATION

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a <b>EQUITIES AND FIXED INCOME</b>	P	01/01/15	12/31/17
b HCP REAL ESTATE LP	P	01/01/15	12/31/17
c WGI EMERGING MARKETS FUND - K1	P	01/01/15	12/31/17
d STEADFAST INTERNATIONAL	P	01/01/15	12/31/17
e HCAP ABSOLUTE RETURN FUND	P	01/01/15	12/31/17
f HCP PE V	P	01/01/15	12/31/17
g HCP PE VII	P	01/01/15	12/31/17
h SRI TEN REIT	P	01/01/15	12/31/17
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,792,795.		6,307,027.	485,768.
b 14,522.			14,522.
c 62,778.			62,778.
d 128,069.			128,069.
e 50,036.			50,036.
f 60,194.			60,194.
g			0.
h 41,343.			41,343.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			485,768.
b			14,522.
c			62,778.
d			128,069.
e			50,036.
f			60,194.
g			0.
h			41,343.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) ..... { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } .....	2	842,710.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 .....	3	N/A

**Part XV** Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTER FOR URBAN EDUCATION ABOUT SUSTAINABLE AGRICULTURE ONE FERRY BUILDING, SUITE 50 SAN FRANCISCO, CA 94111		501 (C)(3) PUBLIC CHARITY	FOR SCHOOLYARD TO MARKET, A GARDENING, YOUTH DEVELOPMENT, AND ENTREPRENEURSHIP PROGRAM	20,000.
COMMUNITY INITIATIVES (PEER RESOURCES) 3750 18TH STREET, ROOM 410 SAN FRANCISCO, CA 94114		501 (C)(3) PUBLIC CHARITY	TO PROVIDE SKILL-BUILDING AND LEADERSHIP TRAINING FOR SFUSD STUDENTS AND TO CREATE A PIPELINE	30,000.
COMMUNITY INSTITUTE FOR PSYCHOTHERAPY 1330 LINCOLN AVENUE # 201 SAN RAFAEL, CA 94901		501 (C)(3) PUBLIC CHARITY	TO SUPPORT SCHOOL-BASED SERVICES IN MARIN COUNTY	25,000.
CORO NORTHERN CALIFORNIA INC 233 SANSOME STREET SUITE 400 SAN FRANCISCO, CA 94104		501 (C)(3) PUBLIC CHARITY	TO PROVIDE ENHANCED YOUTH PROGRAMMING	20,000.
COUNCIL ON FOUNDATIONS P.O. BOX 75661 BALTIMORE, MD 21275		501 (C)(3) PUBLIC CHARITY	2017 ANNUAL MEMBERSHIP DUES (\$3,800 GRANT, \$1,500 DUES)	3,800.
ENTERPRISE FOR HIGH SCHOOL STUDENTS 200 PINE STREET, 6TH FLOOR SAN FRANCISCO, CA 94104		501 (C)(3) PUBLIC CHARITY	TO SUPPORT THIS WAY AHEAD	35,000.
THE EXPLORATORIUM 17 PIER, SUITE 100 SAN FRANCISCO, CA 94111		501 (C)(3) PUBLIC CHARITY	FOR THE HIGH SCHOOL EXPLAINER PROGRAM	30,000.
FOUNDATION CENTER 312 SUTTER STREET, SUITE 606 SAN FRANCISCO, CA 94108		501 (C)(3) PUBLIC CHARITY	SUPPORT 2017 PROGRAMS AND SERVICES	3,000.
GENESYS WORKS - BAY AREA 101 SECOND STREET, SUITE 500 SAN FRANCISCO, CA 94105		501 (C)(3) PUBLIC CHARITY	TO SUPPORT PATHWAYS TO ACADEMIC AND PROFESSIONAL SUCCESS THROUGH SUMMER TRAINING AND	30,000.
GIRLVENTURES 3543 18TH STREET, SUITE 18 SAN FRANCISCO, CA 94110		501 (C)(3) PUBLIC CHARITY	TO SUPPORT GIRLVENTURES' OUTDOOR ADVENTURE AND LEADERSHIP PROGRAMS EDUCATION AND	30,000.
<b>Total from continuation sheets</b>				<b>737,050.</b>

**Part XV** Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GOOD SAMARITAN FAMILY RESOURCE CENTER 1294 POTRERO AVE SAN FRANCISCO, CA 94110		501 (C)(3) PUBLIC CHARITY	TO SUPPORT KIDS' CLUB SCHOOL READINESS PROGRAM, SUPPLEMENTAL LITERACY PROGRAMS, AND OTHER LEARNING GROUPS	25,000.
HENRY OHLHOFF HOUSE 601 STEINER STREET SAN FRANCISCO, CA 94117		501 (C)(3) PUBLIC CHARITY	TO SUPPORT OHLHOFFS TEEN INTERVENE PROGRAM	30,000.
HUCKLEBERRY YOUTH PROGRAMS INC. 3310 GEARY BLVD. SAN FRANCISCO, CA 94118		501 (C)(3) PUBLIC CHARITY	TO SUPPORT THE HUCKLEBERRY TEEN HEALTH PROGRAM IN MARIN	30,000.
JAMESTOWN COMMUNITY CENTER INC. 3382 26TH STREET SAN FRANCISCO, CA 94110		501 (C)(3) PUBLIC CHARITY	LITERACY PROGRAMS AT CESAR CHAVEZ ELEMENTARY	35,000.
JUMPSTART FOR YOUNG CHILDREN, INC. 235 MONTGOMERY STREET, SUITE 1025 SAN FRANCISCO, CA 94104		501 (C)(3) PUBLIC CHARITY	SUPPORTING EARLY LITERACY AND PRESCHOOL PROGRAMMING IN SAN FRANCISCO	45,000.
KIDPOWER TEENPOWER FULLPOWER INTERNATIONAL (SAN FRANCISCO KIDPOWER FULLPOWER) 538 27TH STREET SAN FRANCISCO, CA 94131		501 (C)(3) PUBLIC CHARITY	FOR THE HEALTHY, SAFE AND RESPONSIBLE LIVING INITIATIVE	30,000.
LARKIN STREET YOUTH SERVICES 134 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94102		501 (C)(3) PUBLIC CHARITY	FOR THE BEHAVIORAL HEALTH & TRAINING PROGRAM	50,000.
LIFE LEARNING ACADEMY 651 8TH STREET - TREASURE ISLAND SAN FRANCISCO, CA 94130		501 (C)(3) PUBLIC CHARITY	TO SUPPORT TEACHING NONVIOLENCE AND WORKFORCE DEVELOPMENT IN SCHOOL	45,000.
MISSION GRADUATES 3040 16TH ST. SAN FRANCISCO, CA 94103		501 (C)(3) PUBLIC CHARITY	FOR THE EXTENDED DAY PROGRAM	35,000.
NORTH MARIN COMMUNITY SERVICES 680 WILSON AVENUE NOVATO, CA 94947		501 (C)(3) PUBLIC CHARITY	TO SUPPORT COMMUNITY AND SCHOOL-BASED COUNSELING	25,000.
<b>Total from continuation sheets</b>				



**Part XV** Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET, SUITE 360 SAN FRANCISCO, CA 94105		501 (C)(3) PUBLIC CHARITY	2017 MEMBERSHIP DUES (\$750 DUES, \$250 GRANT)	250.
NORTHERN CALIFORNIA PRESBYTERIAN HOMES & SERVICES FOUNDATION, NCPHS 1525 POST STREET SAN FRANCISCO, CA 94109		501 (C)(3) PUBLIC CHARITY	FOR EXPERIENCECORPS LITERACY PROGRAMS IN MARIN	25,000.
READING PARTNERS 180 GRAND AVENUE, SUITE 800 OAKLAND, CA 94612		501 (C)(3) PUBLIC CHARITY	IN THE 2017-2018 SCHOOL YEAR, READING PARTNERS WILL TRAIN 900 VOLUNTEERS TO TUTOR 700 STUDENTS AT	50,000.
SUCCESS CENTER SAN FRANCISCO 375 WOODSIDE AVENUE, BUILDING W-2 SAN FRANCISCO, CA 94127		501 (C)(3) PUBLIC CHARITY	FOR THE NEW DIRECTIONS EMPLOYMENT PROGRAM, OFFERING WORKFORCE DEVELOPMENT AND JOB PLACEMENT FOR FOSTER	30,000.
SUNSET DISTRICT COMMUNITY DEVELOPMENT, INC. 3918 JUDAH ST. SAN FRANCISCO, CA 94122		501 (C)(3) PUBLIC CHARITY	FOR THE CLEAR PATH AND UPSTAR RECORDS WORKFORCE DEVELOPMENT PROGRAMS	30,000.
TANDEM, PARTNERS IN EARLY LEARNING 1275 FAIRFAX AVENUE, SUITE 201 SAN FRANCISCO, CA 94124		501 (C)(3) PUBLIC CHARITY	IN HONOR OF AMANDA KIRKWOOD	25,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

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

NAME OF RECIPIENT - BRIDGE THE GAP COLLEGE PREP

TO SUPPORT PRE-KINDERGARTEN - 3RD GRADE LITERACY AND SOCIAL-EMOTIONAL  
HEALTH PROGRAMS FOR ADOLESCENT GIRLS IN MARIN CITY

NAME OF RECIPIENT - COMMUNITY INITIATIVES (PEER RESOURCES)

TO PROVIDE SKILL-BUILDING AND LEADERSHIP TRAINING FOR SFUSD STUDENTS  
AND TO CREATE A PIPELINE OF TEACHERS IN SAN FRANCISCO

NAME OF RECIPIENT - GENESYS WORKS - BAY AREA

TO SUPPORT PATHWAYS TO ACADEMIC AND PROFESSIONAL SUCCESS THROUGH SUMMER  
TRAINING AND INTERNSHIP PROGRAMS

NAME OF RECIPIENT - GIRLVENTURES

TO SUPPORT GIRLVENTURES' OUTDOOR ADVENTURE AND LEADERSHIP PROGRAMS  
EDUCATION AND LEADERSHIP CURRICULUM TO AT-RISK BAY AREA GIRLS

NAME OF RECIPIENT - GOOD SAMARITAN FAMILY RESOURCE CENTER

TO SUPPORT KIDS' CLUB SCHOOL READINESS PROGRAM, SUPPLEMENTAL LITERACY  
PROGRAMS, AND OTHER LEARNING GROUPS FOR LOW-INCOME YOUTH IN SAN  
FRANCISCO

NAME OF RECIPIENT - READING PARTNERS

IN THE 2017-2018 SCHOOL YEAR, READING PARTNERS WILL TRAIN 900  
VOLUNTEERS TO TUTOR 700 STUDENTS AT 13 UNDER-RESOURCED SAN FRANCISCO  
ELEMENTARY SCHOOLS

NAME OF RECIPIENT - SUCCESS CENTER SAN FRANCISCO

FOR THE NEW DIRECTIONS EMPLOYMENT PROGRAM, OFFERING WORKFORCE

**Part XV** Supplementary Information

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

DEVELOPMENT AND JOB PLACEMENT FOR FOSTER YOUTH OR THOSE INVOLVED IN THE  
CRIMINAL JUSTICE SYSTEM

Multiple horizontal lines for data entry.

Name <b>GGF FOUNDATION</b>	Employer identification number <b>94-3155521</b>
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**Note:** Generally, the corporation isn't required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

<b>Part I Required Annual Payment</b>			
1 Total tax (see instructions) .....		<b>1</b>	10,662.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 .....	<b>2a</b>		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method .....	<b>2b</b>		
c Credit for federal tax paid on fuels (see instructions) .....	<b>2c</b>		
<b>d Total.</b> Add lines 2a through 2c		<b>2d</b>	
3 Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation doesn't owe the penalty .....		<b>3</b>	10,662.
4 Enter the tax shown on the corporation's 2016 income tax return. See instructions. <b>Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5</b> .....		<b>4</b>	5,051.
5 <b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 .....		<b>5</b>	5,051.

<b>Part II Reasons for Filing</b> - Check the boxes below that apply. If any boxes are checked, the corporation <b>must</b> file Form 2220 even if it doesn't owe a penalty. See instructions.	
6	<input type="checkbox"/> The corporation is using the adjusted seasonal installment method.
7	<input type="checkbox"/> The corporation is using the annualized income installment method.
8	<input type="checkbox"/> The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

<b>Part III Figuring the Underpayment</b>					
		(a)	(b)	(c)	(d)
9 <b>Installment due dates.</b> Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year .....	<b>9</b>	05/15/17	06/15/17	09/15/17	12/15/17
10 <b>Required installments.</b> If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column .....	<b>10</b>	1,263.	1,263.	1,262.	1,263.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions .....	<b>11</b>	5,496.		4,500.	11,000.
<b>Complete lines 12 through 18 of one column before going to the next column.</b>					
12 Enter amount, if any, from line 18 of the preceding column	<b>12</b>		4,233.	2,970.	6,208.
13 Add lines 11 and 12 .....	<b>13</b>		4,233.	7,470.	17,208.
14 Add amounts on lines 16 and 17 of the preceding column	<b>14</b>				
15 Subtract line 14 from line 13. If zero or less, enter -0- .....	<b>15</b>	5,496.	4,233.	7,470.	17,208.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- .....	<b>16</b>		0.	0.	
17 <b>Underpayment.</b> If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18 .....	<b>17</b>				
18 <b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column .....	<b>18</b>	4,233.	2,970.	6,208.	

**Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.**

**Part IV Figuring the Penalty**

	(a)	(b)	(c)	(d)
<b>19</b> Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. <b>(C Corporations with tax years ending June 30 and S corporations:</b> Use 3rd month instead of 4th month. <b>Form 990-PF and Form 990-T filers:</b> Use 5th month instead of 4th month.) See instructions ..... <b>19</b>				
<b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19 .....	<b>20</b>			
<b>21</b> Number of days on line 20 after 4/15/2017 and before 7/1/2017 .....	<b>21</b>			
<b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\% (0.04)}{365}$ ...	<b>22</b> \$	\$	\$	\$
<b>23</b> Number of days on line 20 after 06/30/2017 and before 10/1/2017 ...	<b>23</b>			
<b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\% (0.04)}{365}$ ...	<b>24</b> \$	\$	\$	\$
<b>25</b> Number of days on line 20 after 9/30/2017 and before 1/1/2018 .....	<b>25</b>			
<b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\% (0.04)}{365}$ ...	<b>26</b> \$	\$	\$	\$
<b>27</b> Number of days on line 20 after 12/31/2017 and before 4/1/2018 ...	<b>27</b>			
<b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 4\% (0.04)}{365}$ ...	<b>28</b> \$	\$	\$	\$
<b>29</b> Number of days on line 20 after 3/31/2018 and before 7/1/2018 .....	<b>29</b>			
<b>30</b> Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$ .....	<b>30</b> \$	\$	\$	\$
<b>31</b> Number of days on line 20 after 6/30/2018 and before 10/1/2018 ...	<b>31</b>			
<b>32</b> Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$ .....	<b>32</b> \$	\$	\$	\$
<b>33</b> Number of days on line 20 after 9/30/2018 and before 1/1/2019 .....	<b>33</b>			
<b>34</b> Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$ .....	<b>34</b> \$	\$	\$	\$
<b>35</b> Number of days on line 20 after 12/31/2018 and before 3/16/2019 ...	<b>35</b>			
<b>36</b> Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$ .....	<b>36</b> \$	\$	\$	\$
<b>37</b> Add lines 22, 24, 26, 28, 30, 32, 34, and 36 .....	<b>37</b> \$	\$	\$	\$
<b>38 Penalty.</b> Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns .....	<b>38</b> \$			0.

\* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at [www.irs.gov](http://www.irs.gov). You can also call 1-800-829-4933 to get interest rate information.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EQUITIES AND FIXED INCOME	6,792,795.	6,307,027.	0.	PURCHASED	01/01/15	12/31/17
					485,768.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
HCP REAL ESTATE LP	14,522.	14,522.	0.	PURCHASED	01/01/15	12/31/17
					0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
WGI EMERGING MARKETS FUND - K1	62,778.	62,778.	0.	PURCHASED	01/01/15	12/31/17
					0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
STEADFAST INTERNATIONAL	128,069.	128,069.	0.	PURCHASED	01/01/15	12/31/17
					0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
HCAP ABSOLUTE RETURN FUND	50,036.	50,036.	0.	PURCHASED	01/01/15	12/31/17
						0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
HCP PE V	60,194.	60,194.	0.	PURCHASED	01/01/15	12/31/17
						0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
HCP PE VII	0.	0.	0.	PURCHASED	01/01/15	12/31/17
						0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SRI TEN REIT	41,343.	41,343.	0.	PURCHASED	01/01/15	12/31/17
						0.

CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						485,768.

## FORM 990-PF

## DIVIDENDS AND INTEREST FROM SECURITIES

## STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	355,095.	0.	355,095.	355,095.	
TO PART I, LINE 4	355,095.	0.	355,095.	355,095.	

## FORM 990-PF

## OTHER INCOME

## STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BOOK/TAX DIFFERENCE K-1 OTHER INCOME	0.	43,457.	
BOOK/TAX DIFFERENCE K-1 MANAGEMENT FEES	0.	-44,533.	
BOOK/TAX DIFFERENCE K-1 DEDUCTIONS	0.	-76,025.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	-77,101.	

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	12,179.	7,307.		3,654.
TO FORM 990-PF, PG 1, LN 16B	12,179.	7,307.		3,654.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOUNDATION MANAGEMENT	135,204.	13,520.		108,163.
INVESTMENT MANAGEMENT	73,693.	73,693.		0.
TO FORM 990-PF, PG 1, LN 16C	208,897.	87,213.		108,163.



## FORM 990-PF

## TAXES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	17,500.	0.		0.
STATE FILINGS	85.	0.		0.
TO FORM 990-PF, PG 1, LN 18	17,585.	0.		0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	2,250.	450.		1,575.
BANK CHARGES	1,815.	1,815.		0.
INSURANCE	1,303.	0.		0.
TO FORM 990-PF, PG 1, LN 23	5,368.	2,265.		1,575.

## FORM 990-PF

## CORPORATE STOCK

## STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY INVESTMENTS	7,151,161.	7,151,161.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,151,161.	7,151,161.

## FORM 990-PF

## CORPORATE BONDS

## STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME INVESTMENTS	5,816,466.	5,816,466.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,816,466.	5,816,466.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP	FMV	7,420,375.	7,420,375.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,420,375.	7,420,375.

FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS                      STATEMENT 11

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

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

415-561-6540

NAME OF GRANT PROGRAM

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

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

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