

Form **990-PF**  
 Department of the Treasury  
 Internal Revenue Service

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

▶ **Do not enter social security numbers on this form as it may be made public.**  
 ▶ **Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**

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

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

Name of foundation KahleAustin Foundation		<b>A Employer identification number</b> 91-1816164	
Number and street (or P O box number if mail is not delivered to street address) 513B Simonds Loop	Room/suite	<b>B Telephone number (see instructions)</b> (415) 931-8766	
City or town, state or province, country, and ZIP or foreign postal code San Francisco, CA 94129		<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) ▶ \$ 109,855,882		<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
		<b>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) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	19,004			
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	976	976		
	<b>4</b> Dividends and interest from securities	1,942,093	1,942,093		
	<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	23,872,393			
	<b>b</b> Gross sales price for all assets on line 6a	90,985,634			
	<b>7</b> Capital gain net income (from Part IV, line 2)		23,872,393		
	<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) (attach schedule)					
<b>11</b> Other income (attach schedule)	373,582				
<b>12 Total.</b> Add lines 1 through 11	26,208,048	25,815,462			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages	48,260			48,260
	<b>15</b> Pension plans, employee benefits	3,838			3,838
	<b>16a</b> Legal fees (attach schedule)	2,750			2,750
	<b>b</b> Accounting fees (attach schedule)	13,840			13,840
	<b>c</b> Other professional fees (attach schedule)	473,052	464,302		8,750
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	259,035			
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	105,337			104,682
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	906,112	464,302		182,120
	<b>25</b> Contributions, gifts, grants paid	7,149,000			7,149,000
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	8,055,112	464,302		7,331,120	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	18,152,936				
<b>b Net investment income</b> (if negative, enter -0-)		25,351,160			
<b>c Adjusted net income</b> (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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	1,124,983	554,722	332,599
	<b>2</b> Savings and temporary cash investments . . . . .	4,683,702	11,424,221	11,646,344
	<b>3</b> Accounts receivable ▶ <u>45,730</u>			
	Less allowance for doubtful accounts ▶ _____	35,591	45,730	45,730
	<b>4</b> Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ <u>58,834</u>			
	Less allowance for doubtful accounts ▶ _____	79,417	58,834	58,834
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .	880,265	1,076,465	1,076,465
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	43,349,405	43,866,545	43,866,545
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	19,420,961	18,284,258	18,284,258
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____			
Less accumulated depreciation (attach schedule) ▶ _____				
<b>12</b> Investments—mortgage loans . . . . .				
<b>13</b> Investments—other (attach schedule) . . . . .	18,371,634	34,536,773	34,536,773	
<b>14</b> Land, buildings, and equipment basis ▶ _____				
Less accumulated depreciation (attach schedule) ▶ _____				
<b>15</b> Other assets (describe ▶ _____)	8,334	8,334	8,334	
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	87,954,292	109,855,882	109,855,882	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .		655	
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)	63,000	68,000	
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	63,000	68,655	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .	87,891,292	109,787,227	
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	87,891,292	109,787,227		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	87,954,292	109,855,882		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	<b>1</b>	87,891,292
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	18,152,936
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	3,742,999
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	109,787,227
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	109,787,227

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1 a</b> Sale of Publicly Traded Securities	P	2000-01-01	2017-12-31
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 90,985,634		67,113,241	23,872,393
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			23,872,393
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	2	23,872,393
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	1,779,250	76,631,349	0 02322
2015	2,667,120	39,056,530	0 06829
2014	2,271,466	41,488,097	0 05475
2013	1,357,335	20,162,334	0 06732
2012	927,477	19,065,180	0 04865

<b>2</b> Total of line 1, column (d)	2	0 262225
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 052445
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	95,814,078
<b>5</b> Multiply line 4 by line 3	5	5,024,969
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	253,512
<b>7</b> Add lines 5 and 6	7	5,278,481
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	7,331,120

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

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

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, domestic foundations, tax under section 511, subtitle A tax, and credits/payments. Total amount owed is 346,751.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

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

14 The books are in care of Barbara Blakely Telephone no (415) 931-8766

Located at 513B Simonds Loop San Francisco CA ZIP+4 94129

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15


16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country

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

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

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

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

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

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

Part VIII

Table with 5 columns: (a) Name and address, (b) Title and average hours per week, (c) Compensation, (d) Contributions to employee benefit plans, (e) Expense account. Includes entries for Brewster L Kahle, Mary K Austin, and Jeff Ubois.

Table for compensation of five highest-paid employees (other than those on line 1). Columns: (a) Name and address, (b) Title and average hours per week, (c) Compensation, (d) Contributions to employee benefit plans, (e) Expense account.

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

Table for five highest-paid independent contractors for professional services. Columns: (a) Name and address, (b) Type of service, (c) Compensation. Includes entry for Morgan Stanley Private Wealth Management.

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

Part IX-A Summary of Direct Charitable Activities

Table for summary of direct charitable activities. Columns: Description of activity, Expenses. Includes instructions on what to include.

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

Table for summary of program-related investments. Columns: Description of investment, Amount. Includes instructions on what to include.

Total. Add lines 1 through 3.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	81,860,302
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	15,412,874
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	97,273,176
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	97,273,176
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	1,459,098
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	95,814,078
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	4,790,704

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

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	4,790,704
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5.	<b>2a</b>	253,512
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	253,512
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	4,537,192
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	1,010
<b>5</b>	Add lines 3 and 4.	<b>5</b>	4,538,202
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	4,538,202

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	7,331,120
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	7,331,120
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	<b>5</b>	253,512
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	7,077,608

**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				4,538,202
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012. . . . .	2,977,713			
<b>b</b> From 2013. . . . .	841,046			
<b>c</b> From 2014. . . . .	250,069			
<b>d</b> From 2015. . . . .	727,173			
<b>e</b> From 2016. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	4,796,001			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ _____ 7,331,120				
<b>a</b> Applied to 2016, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	7,331,120			
<b>d</b> Applied to 2017 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )	4,538,202			4,538,202
<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	7,588,919			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				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). . . . .				
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	7,588,919			
<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. . . . .	257,799			
<b>d</b> Excess from 2016. . . . .				
<b>e</b> Excess from 2017. . . . .	7,331,120			

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

**1a** 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 organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2017</b>	<b>(b) 2016</b>	<b>(c) 2015</b>	<b>(d) 2014</b>	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> 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 organization had \$5,000 or more in assets at any time during the year—see instructions.)**

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )  
See Additional Data Table

**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

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

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

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

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

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**c** Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>			<b>▶ 3a</b>	7,149,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>			<b>▶ 3b</b>	






**Form 990PF Part XV Line 1a - 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).**

Brewster L Kahle

Mary K Austin

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Internet Archive PO Box 29244 San Francisco, CA 94129	N/A	PC	General Support	5,000
SF Center for the Book 300 De Haro Street 334 San Francisco, CA 94103	N/A	PC	General Support	60,000
UCSF Foundation 2130 Fulton Street San Francisco, CA 94117	N/A	PC	General Support	50,000
<b>Total</b> . . . . . 				7,149,000
<b>3a</b>				

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
San Francisco Art Institute 800 Chestnut Street San Francisco, CA 94133	N/A	PC	For educational purposes	12,500
SF Center for the Book 300 De Haro Street 334 San Francisco, CA 94103	N/A	PC	Punctuation Party	1,500
Fidelity Charitable Gift Fund PO Box 770001 Cincinnati, OH 45277	N/A	PC	General Support	6,900,000
<b>Total</b> . . . . . <b>3a</b>			▶	7,149,000



**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Frank Foundation PO Box 7 Clear Lake, WA 98235	N/A	POF	Women's Reproductive Health	110,000
Squat Media 1724 E Miles Street Tucson, AZ 85719	N/A	PC	General Support	10,000
<b>Total . . . . .</b> ▶				7,149,000
<b>3a</b>				

# TY 2017 Accounting Fees Schedule

**Name:** KahleAustin Foundation

**EIN:** 91-1816164

**Software ID:** 17005038

**Software Version:** 2017v2.2

## Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Audit	7,500	0	0	7,500
Tax Preparation	6,340	0	0	6,340

**TY 2017 Distribution from Corpus Election**

**Name:** KahleAustin Foundation

**EIN:** 91-1816164

**Software ID:** 17005038

**Software Version:** 2017v2.2

**Election:** Pursuant to IRC Section 4942(h)(2) and Regulation 53.4942(a)-3 (d)(2), the foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of corpus.

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2017 Expenditure Responsibility Statement

**Name:** KahleAustin Foundation

**EIN:** 91-1816164

**Software ID:** 17005038

**Software Version:** 2017v2.2

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Frank Foundation	PO Box 7 Clear Lake, WA 98235	2017-10-23	110,000	Women's Reproductive Health	28,630	No	Various	2017-01-01	

## TY 2017 Investments Corporate Bonds Schedule

**Name:** KahleAustin Foundation

**EIN:** 91-1816164

**Software ID:** 17005038

**Software Version:** 2017v2.2

### Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Accrued Interest	125,308	125,308
Wells Fargo 1.650% 1/22/2018	499,900	499,900
Berksh Hath 1.300% 5/5/2018	498,860	498,860
Colgate-Palmolive 1.500% 11/1/2018	997,160	997,160
Cisco Sys 2.125% 3/1/2019	400,448	400,448
JP Morgan 6.000% 1/15/2018	500,695	500,695
Walmart 1.125% 4/11/2018	299,925	299,925
Merck & Co 1.100% 1/31/2018	499,750	499,750
Chevron 1.365% 3/2/2018	499,665	499,665
Exxon Mobile 1.305% 3/6/2018	499,540	499,540
Pfizer Inc 1.500% 6/15/2018	699,034	699,034
Tor.-Dom. Bank 2.625% 9/10/2018	502,125	502,125
Johnson & Johnson 1.650% 12/5/2018	498,890	498,890
Microsoft 1.625% 12/6/2018	998,100	998,100
Exxon Mobile 1.708% 3/1/2019	498,830	498,830
Walt Disney 1.850% 5/30/2019	499,085	499,085
Home Depot 2.000% 6/15/2019	400,168	400,168
Oracle Co 2.250% 10/8/2019	1,004,520	1,004,520
UnitedHlth 2.300% 12/15/2019	501,295	501,295
Pepsico Inc 4.500% 1/15/2020	522,845	522,845

**Investments Corporate Bonds Schedule**

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
JP Morgan 2.250% 1/23/2020	499,665	499,665
Merck & Co 1.850% 2/10/2020	497,215	497,215
Abbott Labs 2.000% 3/15/2020	495,865	495,865
Apple Inc 2.000% 5/6/2020	895,986	895,986
Walmart 3.625% 7/8/2020	724,591	724,591
GE Cap Co 4.625% 1/7/2021	530,425	530,425
Berksh Hath 4.250% 1/15/2021	528,745	528,745
Open Library of San Francisco Bonds	358,799	358,799
Bank of NY Mellon 2.1% 1/15/2019	599,796	599,796
Cisco Sys 4.95% 2/15/2019	619,464	619,464
Wells Fargo 1.75% 5/24/2019	497,220	497,220
United Technologies 1.5% 11/1/2019	592,944	592,944
GE Cap Co 2.342% 11/15/2020	497,400	497,400

**TY 2017 Investments Corporate Stock Schedule****Name:** KahleAustin Foundation**EIN:** 91-1816164**Software ID:** 17005038**Software Version:** 2017v2.2

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
Pfizer Incorporated, 52,000 Sh	1,883,440	1,883,440
Berkshire Hathaway CL B, 11,200 Sh	2,220,064	2,220,064
Abbott Laboratories, 29,000 Sh	1,655,030	1,655,030
Citigroup Inc, 31,000 Sh	2,306,710	2,306,710
Visa Inc, 22,200 Sh	2,531,244	2,531,244
Alphabet Inc CL C, 2,000 Sh	2,092,800	2,092,800
Emerson Electric, 34,952 Sh	2,435,805	2,435,805
Open Library of San Francisco Stocks	1,274,261	1,274,261
Apple Inc, 9,500 Sh	1,607,685	1,607,685
Blackstone Group, 73,000 Sh	2,337,460	2,337,460
Bristol Myers Squibb, 27,800 Sh	1,703,584	1,703,584
Cisco Sys Inc, 71,200 Sh	2,726,960	2,726,960
Eli Lilly & Co, 17,000 Sh	1,435,820	1,435,820
Invesco Ltd, 56,000 Sh	2,046,240	2,046,240
KKR & Co, 100,000 Sh	2,106,000	2,106,000
Kraft Heinz Co, 22,300 Sh	1,734,048	1,734,048
Merck & Co, 27,600 Sh	1,553,052	1,553,052
Oracle Co, 61,800 Sh	2,921,904	2,921,904
Starbucks Corp, 35,800 Sh	2,055,994	2,055,994
Trīpadvisor Inc, 67,300 Sh	2,319,158	2,319,158
Xilinx Inc, 43,300 Sh	2,919,286	2,919,286

## TY 2017 Investments - Other Schedule

**Name:** KahleAustin Foundation

**EIN:** 91-1816164

**Software ID:** 17005038

**Software Version:** 2017v2.2

### Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Open Library of San Francisco	FMV	7,436,117	7,436,117
Private Equity Investment	FMV	100,000	100,000
iShares MSCI ACWI ETF, 86,300 Sh	FMV	6,221,367	6,221,367
iShares MSCI Emerg Mkts ETF, 86,500 Sh	FMV	4,075,880	4,075,880
iShares MSCI Japan, 57,000 Sh	FMV	3,416,010	3,416,010
Vanguard Emerging Markets, 33,600 Sh	FMV	1,542,576	1,542,576
Vanguard Europe ETF, 39,600 Sh	FMV	2,342,340	2,342,340
Vanguard Intl Equity, 37,000 Sh	FMV	2,024,640	2,024,640
Wisdomtree Europe Hedged, 32,700 Sh	FMV	2,083,317	2,083,317
Wisdomtree Tr Japan, 57,700 Sh	FMV	3,423,341	3,423,341
Bitcoin	FMV	1,614,600	1,614,600
MS Alternative Investments	FMV	256,585	256,585



**TY 2017 Legal Fees Schedule****Name:** KahleAustin Foundation**EIN:** 91-1816164**Software ID:** 17005038**Software Version:** 2017v2.2

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Legal Fees	2,750	0	0	2,750

**TY 2017 Other Assets Schedule****Name:** KahleAustin Foundation**EIN:** 91-1816164**Software ID:** 17005038**Software Version:** 2017v2.2**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PRI - SFCFB	8,334	8,334	8,334

**TY 2017 Other Expenses Schedule****Name:** KahleAustin Foundation**EIN:** 91-1816164**Software ID:** 17005038**Software Version:** 2017v2.2**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bookkeeping	2,600			2,600
Licenses	35			35
Miscellaneous Expenses	3,693			3,693
Payroll Fees	1,257			1,257
Rental Expenses	97,752			97,097

**TY 2017 Other Income Schedule****Name:** KahleAustin Foundation**EIN:** 91-1816164**Software ID:** 17005038**Software Version:** 2017v2.2**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Cancelled Grant	1,010		
Refunds	1,007		
Rental Income - Noninvestment Property	347,256		
Return of Capital	24,309		

**TY 2017 Other Liabilities Schedule****Name:** KahleAustin Foundation**EIN:** 91-1816164**Software ID:** 17005038**Software Version:** 2017v2.2

<b>Description</b>	<b>Beginning of Year - Book Value</b>	<b>End of Year - Book Value</b>
Deferred Federal Excise Taxes	63,000	68,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

# TY 2017 Other Notes/Loans Receivable Long Schedule

**Name:** KahleAustin Foundation

**EIN:** 91-1816164

**Software ID:** 17005038

**Software Version:** 2017v2.2

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
Red Victorian LLC	N/A	100,000	58,834	2014-07	2024-07	Monthly	500 00 %	N/A	Investment	N/A	

**TY 2017 Other Professional Fees Schedule****Name:** KahleAustin Foundation**EIN:** 91-1816164**Software ID:** 17005038**Software Version:** 2017v2.2

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Consultants	8,750	0	0	8,750
Investment Management Fees	464,302	464,302	0	0

**TY 2017 Taxes Schedule****Name:** KahleAustin Foundation**EIN:** 91-1816164**Software ID:** 17005038**Software Version:** 2017v2.2

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Excise Taxes	258,800			
Other Taxes	235			