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2016

OMB No 1545-0052

Return of Private Foundation

Department of the Treasury Internal Revenue Service

Form 990-PF

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.

Open to Public Inspection

| For | caler | ndar year 2016, or tax year beginning 10-01-20 |)16 , aı | nd er | nding 09-30- | 2017 | |
|-----------------------------|----------|--|------------------------------------|----------|-----------------------|---|---|
| | | undation y Foundation | | | A Employer ide | entification numbe | r |
| | | | | | 94-1584547 | | |
| | | d street (or P O box number if mail is not delivered to street address) aylor St Suite A | Room/suite | | B Telephone nu | mber (see instructio | ns) |
| - | | | | | (408) 855-6770 | | |
| | | n, state or province, country, and ZIP or foreign postal code A 95126 | | | C If exemption | application is pendin | g, check here |
| | | | | | 1 | | ▶ ⊔ |
| G Cl | neck al | Il that apply □ Initial return □ Initial return of a □ Final return □ Amended return | former public charity | | | ganizations, check h | ▶ ⊔ |
| | | ☐ Address change ☐ Name change | | | | ganizations meeting k here and attach co | |
| H C | neck tv | /pe of organization | foundation | | | indation status was t | |
| | • | a 4947(a)(1) nonexempt charitable trust \square Other taxable | | | under section | n 507(b)(1)(A), ched | k here |
| | | ket value of all assets at end J Accounting method | ☐ Cash ☑ Accru | al | F If the founda | tion is in a 60-mont | h termination 🖂 |
| | | from Part II, col (c), ▶\$ 64,654,280 | be on cash basis) | | under section | n 507(b)(1)(B), chec | k here |
| Pa | rt I | Analysis of Revenue and Expenses (The total | | | | | (d) Disbursements |
| | | of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) | (a) Revenue and expenses per books | (b) | Net investment income | (c) Adjusted net income | for charitable purposes (cash basis only) |
| | 1 | Contributions, gifts, grants, etc , received (attach schedule) | | | | | |
| | 2 | Check ► ✓ If the foundation is not required to attach | | | | | |
| | - | Sch B | | | | | |
| | 3 | Interest on savings and temporary cash investments | 26,785 | - | 26,785 | | |
| | 4 | Dividends and interest from securities Gross rents | 1,044,976 | <u> </u> | 1,044,976 | | |
| | 5a b | Net rental income or (loss) | | | | | |
| a) | 6a | Net gain or (loss) from sale of assets not on line 10 | 548,462 | ! | | | |
| Ĕ | b | Gross sales price for all assets on line 6a | , | | | | |
| Revenue | | 1,332,289 | | | | | |
| ~ | 7 | Capital gain net income (from Part IV, line 2) | | | 548,462 | | |
| | 8 | Net short-term capital gain | | | | | |
| | 10a | Gross sales less returns and allowances | | | | | |
| | b | Less Cost of goods sold | | | | | |
| | С | Gross profit or (loss) (attach schedule) | | | | | |
| | 11 | Other income (attach schedule) | -248,395 | | 0 | | |
| | 12 | Total. Add lines 1 through 11 | 1,371,828 | | 1,620,223 | | |
| | 13 | Compensation of officers, directors, trustees, etc | 60,000 | | 0 | | 0 |
| | 14 | Other employee salaries and wages | | | | | |
| ses | 15 | Pension plans, employee benefits | | | | | |
| en se | 16a | Legal fees (attach schedule) | 65.1 53.000 | | 17.000 | | 17.022 |
| and Administrative Expenses | b | Accounting fees (attach schedule) | 53,800 | | 17,933 | | 17,933 |
| Ve | _ c | , | 221,043 | <u> </u> | 221,043 | | - |
| ratı | 17 18 | Interest | | _ | | | |
| JI St | 19 | Taxes (attach schedule) (see instructions) Depreciation (attach schedule) and depletion | | | | | |
| Ē | 20 | Occupancy | | | | | |
| AG | 21 | Travel, conferences, and meetings | | | | | |
| D L | 22 | Printing and publications | | | | | |
| | 23 | Other expenses (attach schedule) | 18,934 | | 5,938 | | 5,937 |
| Operating | 24 | Total operating and administrative expenses. | | | | | |
| ber | | Add lines 13 through 23 | 353,777 | | 244,914 | | 23,870 |
| 0 | 25 | Contributions, gifts, grants paid | 2,278,000 | | | | 2,278,000 |
| | 26 | Total expenses and disbursements. Add lines 24 and 25 | 2,631,777 | , | 244,914 | | 2,301,870 |
| | 27 | Subtract line 26 from line 12 | | | | | |
| | a | Excess of revenue over expenses and disbursements | -1,259,949 | ' | | | |
| | ь | Net investment income (If negative, enter -0-) | | | 1,375,309 | | |
| | С | Adjusted net income(If negative, enter -0-) | | | | | |
| For | Paper | work Reduction Act Notice, see instructions. | - | | Cat No 11289X | For | m 990-PF (2016) |

57,066,976

4,281,399

61,596,826

(چە

20,720

78,000

98,720

61,498,106

61,498,106

61,596,826

47,698

60,227,467

4.231.703

64,654,280

4,275

4,275

64,650,005

64,650,005

64,654,280

2

3

4

5

6

61,498,106

-1,259,949

4,411,848

64,650,005

64,650,005 Form 990-PF (2016)

47,698

60,227,467

4.231.703

64,654,280

| | 6 |
|--------|-----|
| | 7 |
| S. | 8 |
| Assets | 9 |
| As | 10a |
| | h |

C 11

12

13

14

15

16

17

18

19 20

21

22

23

24

25

28

29

31 Part III

Liabilities

Balances

Fund 26

ō

Assets 27

Net 30

2

3

Prepaid expenses and deferred charges

Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule)

Investments—other (attach schedule)

Less accumulated depreciation (attach schedule) ▶ 120,210

Accounts payable and accrued expenses

Foundations that follow SFAS 117, check here

and complete lines 24 through 26 and lines 30 and 31.

Foundations that do not follow SFAS 117, check here ▶

Paid-in or capital surplus, or land, bldg, and equipment fund

Retained earnings, accumulated income, endowment, or other funds

Total net assets or fund balances (see instructions)

Total liabilities and net assets/fund balances (see instructions) .

Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30

Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-

Analysis of Changes in Net Assets or Fund Balances

Total assets (to be completed by all filers—see the

Land, buildings, and equipment basis

instructions Also, see page 1, item I)

Other assets (describe > _

Other liabilities (describe ▶_

Unrestricted

and complete lines 27 through 31.

of-year figure reported on prior year's return)

Decreases not included in line 2 (itemize) ▶

Other increases not included in line 2 (itemize) -

Enter amount from Part I, line 27a

Permanently restricted . .

Temporarily restricted

Investments—U S and state government obligations (attach schedule)

Loans from officers, directors, trustees, and other disqualified persons

Mortgages and other notes payable (attach schedule).

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|---------------------------------|---|--|---|---|--------------------------------------|
| IV Capital Gains and L | osses for Tax on Investmen | t Income | | | |
| | (a) nd(s) of property sold (e g , real esta e, or common stock, 200 shs MLC C | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo , day, yr) | (d) Date sold (mo , day, yr) | |
| See Additional Data Table | | | | | |
| | | | | | |
| | | | | | |
| | | 1 | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | Cost or | (g) Cost or other basis plus expense of sale | | h) r (loss)) mınus (g) |
| See Additional Data Table | | | | | |
| | | | | | |
| | | | | | |
| Complete only for assets show | l ing gain in column (h) and owned b | l y the foundation | on 12/31/69 | (| I) |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | Excess | (k) of col (ı) (յ), ıf any | Gains (Col (h) gain min col (k), but not less than -(Losses (from col (h)) | |
| See Additional Data Table | | | | | |
| | | | | | |
| | | - | | - | |

| е | | | | | | | |
|------|---|----------------------|-------------------|--|--------------|------|--|
| 2 | Capital gain net income or (ne | et capital loss) | If ga If (lo | ın, also enter ın Part I, lır ıss), enter -0- ın Part I, lı | ne 7 ne 7 | 2 | |
| 3 | Net short-term capital gain or | (loss) as defined in | sections 1222(| 5) and (6) | | | |
| | If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | | | | | | |
| Part | V Qualification Under | Section 4940(e |) for Reduc | ed Tax on Net Inves | tment In | come | |

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

1aSee Additional Data Table

a See Additional Data Table

(a)

Base period years Calendar

year (or tax year beginning in)

2015

2014

2013

2012

2011

2 Total of line 1, column (d)

5 Multiply line 4 by line 3

instructions

a See Additional Data Table

b C d e

b C d e

b c d

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

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

number of years the foundation has been in existence if less than 5 years

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5

6 Enter 1% of net investment income (1% of Part I, line 27b)

8 Enter qualifying distributions from Part XII, line 4

Adjusted qualifying distributions

3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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

3,646,768

1,058,599

120,542

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

778,671

23,194

Net value of noncharitable-use assets

59,213,121

64,044,263

63,138,039

60,417,990

53,456,838

2

3

4

5

6

7

8

(d) Distribution ratio

(col (b) divided by col (c))

548,462

Yes ✓ No

0 061587

0 012158

0 000367

0 017521

0 002255

0 093888

0 018778

62,237,465

1,168,695

1,182,448

2,301,870

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|--|--|---------------------------|
| Part VIII Information About Officers, Directors, Trus and Contractors (continued) | stees, Foundation Managers, Highly Paid | Employees, |
| 3 Five highest-paid independent contractors for professional | l services (see instructions). If none, enter "N | ONE". |
| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
| Vaughan Nelson | INVESTMENT CONSULTING | 67,386 |
| 24 Corporate Plaza Ste 150 NEWPORT BEACH, CA 92660 | | |
| Beacon Pointe | INVESTMENT CONSULTING | 63,915 |
| 24 Corporate Plaza Ste 150 NEWPORT BEACH, CA 92660 | | |
| | | |
| Total number of others receiving over \$50,000 for professional service | es | 0 |
| Part IX-A Summary of Direct Charitable Activities | | |
| List the foundation's four largest direct charitable activities during the tax year. Inc | | Expenses |
| organizations and other beneficiaries served, conferences convened, research paper | ers produced, etc | <u>'</u> |
| 1 | | - |
| | | _ |
| | | |
| 2 | | |
| | | |
| | | |
| 3 | | |
| | | 7 |
| | | - |
| 4 | | |
| • | | 1 |
| | | - |
| De LEVE Commence (Donner of Balance III and II | / | |
| 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 | | |
| | | |
| | | |
| 2 | | |
| | | |
| | | |
| All other program-related investments See instructions | | |
| 3 | | |
| | | |
| | | |
| Total. Add lines 1 through 3 | | D 0 |
| | | Form 990-PF (2016) |

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for

Amounts set aside for specific charitable projects that satisfy the

the section 4940(e) reduction of tax in those years

Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment

Adjusted qualifying distributions. Subtract line 5 from line 4.

3

4

5

2

3a 3h

4

5

2.301.870

2.288.117

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1,753,155

1,344,965

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0

(d)

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|--------------------|-----------------------------------|--------|--|--|--|--|--|
| Part XIII | Undistributed Income (see instruc | tions) | | | | | |
| | | | | | | | |

- 1 Distributable amount for 2016 from Part XI, line 7 2 Undistributed income, if any, as of the end of 2016
- a Enter amount for 2015 only.

- **b** Total for prior years a From 2011. **b** From 2012. . . .
- Excess distributions carryover, if any, to 2016
- c From 2013. . . d From 2014. e From 2015.
- f Total of lines 3a through e. 4 Qualifying distributions for 2016 from Part

c Treated as distributions out of corpus (Election

5 Excess distributions carryover applied to 2016

a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. d Subtract line 6c from line 6b Taxable amount e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions f Undistributed income for 2016 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017

(If an amount appears in column (d), the

6 Enter the net total of each column as

7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2011 not

9 Excess distributions carryover to 2017.

10 Analysis of line 9

a Excess from 2012. . . **b** Excess from 2013. . c Excess from 2014. . . . d Excess from 2015. . . e Excess from 2016. . .

applied on line 5 or line 7 (see instructions) . . .

Subtract lines 7 and 8 from line 6a

indicated below:

d Applied to 2016 distributable amount. . . . e Remaining amount distributed out of corpus

XII, line 4 ▶ \$ 2,301,870 a Applied to 2015, but not more than line 2a **b** Applied to undistributed income of prior years (Election required—see instructions).

same amount must be shown in column (a))

(a)

Corpus

9

0

0

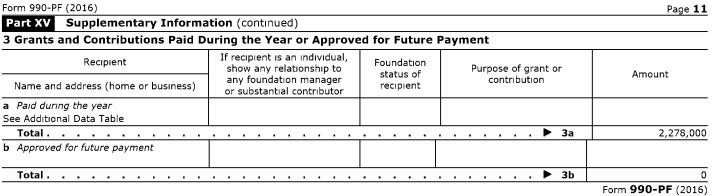
(b)

Years prior to 2015

(c)

2015

548.715



| Enter gross amounts unless otherwise indicated | | Unrelated business income | | Excluded by section | (e) Related or exempt | |
|--|---|--|----------------------|---------------------------------|--------------------------|--|
| L Program service rever | nue | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | function income (See instructions) |
| a | | | | | | |
| b | | | | | | |
| d | | | | | | |
| | | | | | | |
| f | from government agencies | | | | | |
| = | l assessments | | | | | |
| Interest on savings | and temporary cash | | | 14 | 26,785 | |
| | st from securities. | | | 14 14 | 1,044,976 | |
| Net rental income or | ` ' | | | | | |
| a Debt-financed prope | | | | | | |
| b Not debt-financed p Net rental income or | roperty | | | | | |
| Other investment income | ` ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' | | | | | |
| Gain or (loss) from s | sales of assets other than | | | | | |
| Inventory Net income or (loss) i | from special events | 900099 | 548,462 | | | |
| , , | from sales of inventory | | | | | |
| . Other revenue a See | Additional Data Table | | | | | |
| b | | | | | | |
| С | | | | | | |
| n | | | | | | |
| d e | | | | | | |
| e | us (b), (d), and (e) | | 300,067 | | 1,071,761 | |
| e Subtotal Add column Total. Add line 12, co | us (b), (d), and (e) | | | | 1,071,761 3 | 1,371,828 |
| e | us (b), (d), and (e) | ns) | | 1 | | |
| Subtotal Add column Total. Add line 12, co ee worksheet in line 13 art XVI-B Relati | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |
| Subtotal Add column Total. Add line 12, column ee worksheet in line 13 art XVI-B Relati ine No. Explain belot the accomp | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |
| Subtotal Add column Total. Add line 12, column ee worksheet in line 13 art XVI-B Relati ine No. Explain belot the accomp | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |
| Subtotal Add column Total. Add line 12, column ee worksheet in line 13 art XVI-B Relati ine No. Explain belot the accomp | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |
| Subtotal Add column Total. Add line 12, column ee worksheet in line 13 art XVI-B Relati ine No. Explain belot the accomp | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |
| 2 Subtotal Add column Total. Add line 12, column ee worksheet in line 13 art XVI-B Relati ine No. Explain belothe accomp | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |
| 2 Subtotal Add column Total. Add line 12, column ee worksheet in line 13 art XVI-B Relati ine No. Explain belothe accomp | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |
| Subtotal Add column Total. Add line 12, column ee worksheet in line 13 art XVI-B Relati ine No. Explain belot the accomp | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |
| 2 Subtotal Add column Total. Add line 12, column ee worksheet in line 13 art XVI-B Relati ine No. Explain belothe accomp | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |
| 2 Subtotal Add column Total. Add line 12, column ee worksheet in line 13 art XVI-B Relati ine No. Explain belothe accomp | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |
| 2 Subtotal Add column Total. Add line 12, column ee worksheet in line 13 art XVI-B Relati ine No. Explain belothe accomp | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |
| 2 Subtotal Add column Total. Add line 12, column ee worksheet in line 13 art XVI-B Relati ine No. Explain belothe accomp | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |
| 2 Subtotal Add column Total. Add line 12, column ee worksheet in line 13 art XVI-B Relati ine No. Explain belothe accomp | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |
| 2 Subtotal Add column Total. Add line 12, column ee worksheet in line 13 art XVI-B Relati ine No. Explain belothe accomp | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |
| 2 Subtotal Add column Total. Add line 12, column ee worksheet in line 13 art XVI-B Relati ine No. Explain belothe accomp | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |
| Subtotal Add column Total. Add line 12, column we worksheet in line 13 Total. Add line 12, column Relati Relati Ine No. Explain belot the accomp | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |
| 2 Subtotal Add column Total. Add line 12, column ee worksheet in line 13 art XVI-B Relati ine No. Explain belothe accomp | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |
| Subtotal Add column Total. Add line 12, column we worksheet in line 13 Total. Add line 12, column Relati Relati Ine No. Explain belot the accomp | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |
| Subtotal Add column Total. Add line 12, column we worksheet in line 13 Total. Add line 12, column Relati Relati Ine No. Explain belot the accomp | is (b), (d), and (e) columns (b), (d), and (e) Instructions to verify calculation onship of Activities to the column of the foundation's ex- | ns) e Accomplishr income is reported | nent of Exemp | ot Purposes Part XVI-A contribu | 3 | 1,371,828 |

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

| Part XVII | Exempt Organiz | zations | | | | <u>-</u> | | | |
|-----------------------|--|------------------|-----------------|-------------------------------|---|--------------------------|--------------------|------------|----------|
| | ganization directly or inc Code (other than section | directly engage | | | | | n 501 | Yes | No |
| a Transfers f | rom the reporting foun | dation to a none | charitable ex | empt organization | of | | | | |
| (1) Cash. | | | | | | | . 1a(1) | | No |
| ` ' | assets | | | | | | . 1a(2) | | No |
| b Other trans | | | | | | | | | |
| | of assets to a nonchari | · | - | | | | . 1b(1) | | No |
| | ases of assets from a n | | | | | | . 1b(2) | | No |
| | l of facilities, equipmen | • | | | | | . 1b(3) | | No |
| | oursement arrangemen or loan guarantees. | | | | | | . 1b(4) . 1b(5) | | No No |
| | mance of services or me | | | | | | . 1b(5) | | No |
| ` . | facilities, equipment, m | · | - | | | | | | No |
| - | ver to any of the above | - | - | | | | | | 110 |
| of the good | ds, other assets, or serv | vices given by t | he reporting | foundation If the f | foundation receive | ed less than fair mark | et value | | |
| ın any tran | saction or sharing arrai | ngement, show | ın column (c | i) the value of the | goods, other asse | ets, or services receiv | ed | | |
| (a) Line No | (b) Amount involved | (c) Name of nor | ncharitable exe | mpt organization | (d) Description of | transfers, transactions, | and sharing arra | naemen | ts |
| (4) 4111 | (2) | (0) | | | (2) 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 | | | | |
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| | idation directly or indire | • | * | • | | | | | |
| | n section 501(c) of the | • | an section 50 |)1(c)(3)) or in sect | ion 52/? | | . ∐Yes | ✓ N | 0 |
| b If "Yes," co | omplete the following so (a) Name of organizatio | | 1 4 | b) Type of organizatio | n | (c) Description | of rolationship | | |
| | (a) Name of organization | л | (1 | y rype or organizatio | 11 | (C) Description | or relationship | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | er penalties of perjury, | | | | | | | | |
| l l | y knowledge and belief, h preparer has any kno | | ect, and com | piete Declaration o | of preparer (otner | than taxpayer) is ba | sed on all infor | mation | ı or |
| Jigii | ***** | Milage | | 2018-08-14 | \ ***** | M | ay the IRS discus | s this re | eturn |
| Here | | | | 2010-00-14 | —) — — | w | ıth the preparer : | shown b | elow |
| | Signature of officer or tr | rustee | | Date | / Title | (s | ee instr)? 🗹 Y | es 🗆 N | lo |
| l . | Print/Type preparer's | name D | reparer's Sigr | nature | Date | | TIN | | |
| | Trinicy rype preparer s | Thanne Th | reparer a bigi | lature | Date | Check if self- | | | |
| | Cast D Course | | | | | employed ▶ 🔲 | P01208 | 3/59 | |
| Paid | Scott R Smead | | | | | | | | |
| Preparer | Firm's name ▶ ROB | ERT LEE & ASSO | OCIATES LLP | | <u> </u> | | , | | |
| Use Only | | | | | | F | ırm's EIN ▶27 | -11554 | 96 |
| • | Firm's address ▶ 99 | 9 W Taylor Stre | eet Suite A | | | | | | |
| | c2 | in Jose, CA 951 | 126 | | | P | hone no (408 | 855-6 | 5770 |
| | | 303C, CA 331 | | | | | | | |

| Form 990PF Part IV - Capital (| Gains and Losses for Tax on | Investment I | ncome - Colum | ns a - d | |
|---------------------------------|---|--|-----------------------------------|---|----------------------------|
| | kind(s) of property sold (e g , real e use, or common stock, 200 shs ML0 | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo , day, yr) | (d) Date sold (mo , day, yr) | |
| Capital Dynamics Real Estate | | Р | | | |
| Endowment Venture Partners | V, L P | Р | | | |
| Lowe Real Estate Income & Gr | rowth Partners, LLC | | Р | | |
| portfolio advisors private equi | ty fund III lp | | Р | | |
| Redwood Kairos Real Estate V | alue Fund III, LLC | | Р | | |
| Montauk Triguard Fund VII LP | | | Р | | |
| Publicly Traded Securities | | | Р | | |
| Lowe Real Estate Income & Gr | rowth Partners, LLC | | Р | | |
| Form 990PF Part IV - Capital | Gains and Losses for Tax on | Investment I | ncome - Colum | ns e - h | |
| (e) Gross sales price | Depreciation allowed (f) (or allowable) | | r other basis pense of sale | | or (loss) (f) mınus (g) |
| 10,890 | | | | | 10,890 |
| | | | 18,462 | -18,462 | |
| | | | 758,399 | | -758,399 |
| 153,435 | | | | | 153,435 |
| 116,035 | | | | | 116,035 |
| 2,529 | | | | | 2,529 |
| 1,049,400 | | | | 1,049,400 | |
| | | | 6,966 | -6,966 | |
| Form 990PF Part IV - Capital | Gains and Losses for Tax on | Investment I | ncome - Colum | ns i - I | |
| Complete only for assets show | ring gain in column (h) and owned b | y the foundation | on 12/31/69 | | (h) gain minus |
| (i) F M V as of 12/31/69 | Adjusted basis (j) as of 12/31/69 | | ss of col(ı) ol(j), ıf any | col (k), but not less than -0-) ((I) Losses (from col (h)) | |
| | | | | | 10,890 |
| | | | | | -18,462 |
| | | | | | -758,399 |
| | | | | | 153,435 |
| | | | | | 116,035 |
| | | | | | 2,529 |
| | | | | | 1,049,400 |
| | | | | | -6,966 |
| 1 | | | | | |

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation (a) Name and address Title, and average (c) Compensation (If (d) Expense account, hours per week not paid, enter Contributions to (e) other allowances (b) devoted to position -0-) employee benefit plans and deferred

| | | | compensation | |
|-----------------------------|----------|--------|--------------|--|
| phillip R Boyce | CHAIRMAN | 12,000 | 0 | |
| 999 W Taylor Street Suite A | 4 00 | | | |

| 999 W Taylor Street Suite A San Jose, CA 95126 | 4 00 | 12,000 | U | U |
|---|---------------|--------|---|---|
| dr richard Sieve | vice Chairman | 16,000 | 0 | 0 |
| | 1 4 00 | | | |

| dr richard Sieve | vice Chairman 4 00 | 16,000 | 0 | 0 |
|---|-----------------------|--------|---|---|
| 999 W Taylor Street Suite A San Jose, CA 95126 | 1 4 00 | | | |
| dr herbert Kaın | Board Member | 16,000 | 0 | 0 |
| | 14 00 | | | |

| 999 W Taylor Street Suite A San Jose, CA 95126 | 4 00 | | | |
|---|--------------|--------|---|---|
| dr herbert Kaın | Board Member | 16,000 | 0 | 0 |
| 999 W Taylor Street Suite A San Jose, CA 95126 | 4 00 | | | |

| dr herbert Kaın | Board Member | 16,000 | 0 | 0 |
|---|--------------|--------|---|---|
| 999 W Taylor Street Suite A San Jose, CA 95126 | 1 4 00 | | | |
| Daniel P Doore | treasurer | 0 | 0 | 0 |

| San Jose, CA 95126 | | | | |
|-----------------------------|-----------|---|---|---|
| Daniel P Doore | treasurer | 0 | 0 | 0 |
| 999 W Taylor Street Suite A | 4 00 | | | |

| 1 | | | | |
|---|-----------|---|---|---|
| Daniel P Doore | treasurer | 0 | 0 | 0 |
| 999 W Taylor Street Suite A San Jose, CA 95126 | 1 4 00 | | | |
| · · · · · · · · · · · · · · · · · · · | | | | 1 |

| 999 W Taylor Street Suite A San Jose, CA 95126 | 4 00 | | | |
|---|-----------|--------|---|--|
| Robert Lee | Secretary | 16,000 | 0 | |
| | | | | |

| Robert Lee | Secretary | 16,000 | 0 | 0 |
|---|-----------|--------|---|---|
| 999 W Taylor Street Suite A San Jose, CA 95126 | 4 00 | | | |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment Recipient If recipient is an individual, Foundation Purpose of grant or Amount show any relationship to status of contribution

| Name and address (home or business) | any foundation manager or substantial contributor | recipient | | |
|--|--|-----------|---|-----------|
| a Paid during the year | | | | |
| Blind Babies Foundation 2381 Mariner Square Dr 275 Alameda, CA 94501 | NONE | 501(C)(3) | Grant to Promote the Organization's Charitable activities | 15,000 |
| Boy Scouts of America 55 Silicon Valley 970 W Julian St San Jose, CA 95126 | NONE | 501(C)(3) | Grant to Promote the Organization's Charitable activities | 500,000 |
| Community Cats and Animal Care Inc PO Box 1162 Los Gatos, CA 95031 | NONE | 501(C)(3) | Grant to Promote the Organization's Charitable activities | 5,000 |
| Cristo Rey San Jose Jesuit High School 1390 5 Wounds Lane San Jose, CA 95116 | None | 501(C)(3) | Grant to Promote the Organization's Charitable activities | 1,000,000 |

501(C)(3)

Grant to Promote the

activities

Organization's Charitable

5,000

2,278,000

| San Jose, CA 95126 | | | activities | |
|--|------|-----------|---|----------|
| Community Cats and Animal Care Inc PO Box 1162 Los Gatos, CA 95031 | NONE | 501(C)(3) | Grant to Promote the Organization's Charitable activities | 5,00 |
| Cristo Rey San Jose Jesuit High School | None | 501(C)(3) | Grant to Promote the | 1,000,00 |

NONE

Dress for Sucess

Total. За

500 Sutter Street Suite 218

San Francisco, CA 94102

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment Recipient If recipient is an individual, Foundation Purpose of grant or Amount show any relationship to contribution status of any foundation manager recipient Name and address (home or business) or substantial contributor a Paid during the year Loaves & Fishes Family Kitchen NONE 501(C)(3) Grant to Promote the 25,000 1534 Berger Drive Organization's Charitable San Jose, CA 95112 activities 501(C)(3) Grant to Promote the 5,000 Los Gatos Museum Association None PO Box 1904 Organization's Charitable 00

| Los Gatos, CA 95031 | | | activities | |
|--|------|-----------|---|---------|
| Reading Partners Silicon Valley 600B Valley Way Milpitas, CA 95035 | NONE | 501(C)(3) | Grant to Promote the Organization's Charitable activities | 10,000 |
| Real Options Pregnancy Medical Clinics 298 San Antonio Road Suite 100 | NONE | 501(C)(3) | Grant to Promote the Organization's Charitable | 100,000 |

| ·····p·····/ -·· · | | | | |
|---|------|-----------|---|---------|
| Real Options Pregnancy Medical Clinics 298 San Antonio Road Suite 100 Mountain View, CA 94040 | NONE | 501(C)(3) | Grant to Promote the Organization's Charitable activities | 100,000 |
| Red-White & Blue Charity | NONE | 501(C)(3) | Grant to Promote the | 3.000 |

| 298 San Antonio Road Suite 100 Mountain View, CA 94040 | | | Organization's Charitable activities | |
|---|------|-----------|---|------|
| Red-White & Blue Charity 1115 E Santa Clara Street | NONE | 501(C)(3) | Grant to Promote the Organization's Charitable | 3,00 |

| Mountain View, CA 94040 | | | activities | |
|--|------|-----------|---|-----|
| Red-White & Blue Charity 1115 E Santa Clara Street San Jose CA 95116 | NONE | 501(C)(3) | Grant to Promote the Organization's Charitable activities | 3,0 |

Total .

2,278,000 3a

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment Recipient If recipient is an individual, Foundation Purpose of grant or Amount show any relationship to contribution status of any foundation manager recipient Name and address (home or business) or substantial contributor a Paid during the year

| Santa Maria Urban Ministry 778 South Almaden Avenue San Jose, CA 95110 | NONE | 501(C)(3) | Grant to Promote the Organization's Charitable activities | 100,000 |
|--|------|-----------|---|---------|
| The Tower Foundation One Washington Square | NONE | 501(C)(3) | Grant to Promote the Organization's Charitable | 500,000 |

| San Jose, CA 951920256 | | | activities | |
|--|------|-------------|---|--------|
| Uplift Family Services 251 Llewellyn Avenue | NONE | \ - / \ - / | Grant to Promote the Organization's Charitable | 10,000 |
| Campbell CA 95008 | | | activities | i |

| Uplift Family Services 251 Llewellyn Avenue Campbell, CA 95008 | NONE | 501(C)(3) | Grant to Promote the Organization's Charitable activities | 10,000 |
|--|------|-----------|---|-----------|
| Total | | | | 2,278,000 |

3a

Related or exempt (b) (c) (d) (a) function income Exclusion code Business Amount Amount (See the 11 Other revenue code instructions) a ENDOWMENT VENTURE PARTNERS 900099 -2,374

Excluded by section 512, 513, or 514

(e)

Unrelated business income

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated

Kimpact Evergreen Real Estate Investment Fund LP

| b LOWE REALESTATE INCOME AND GROWTH | 900099 | -2,584 | | |
|--|--------|----------|--|--|
| c Redwood Kaıros Real Estate Value Fund III, LLC | 900099 | -97,332 | | |
| d CAPITAL DYNAMICS | 900099 | -16,646 | | |
| e Redwood Kaıros Real Estate Value Fund IV, LLC | 900099 | -105,895 | | |
| | | | | |

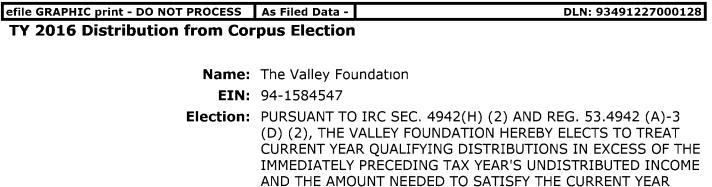
| d CAPITAL DYNAMICS | 900099 | -16,646 | | |
|---|--------|----------|--|--|
| e Redwood Kairos Real Estate Value Fund IV, LLC | 900099 | -105,895 | | |
| f portfolio advisors private equity fund iii lp | 900099 | -13,683 | | |
| g Other Income | 900099 | | | |
| 1 | | | | |

| f portfolio advisors private equity fund iii lp | 900099 | -13,683 | | |
|---|--------|---------|--|--|
| g Other Income | 900099 | | | |
| h Montauk Triguard Fund VII LP | 900099 | -10,439 | | |
| | | | | |

| g Other Income | 900099 | | | |
|--------------------------------|--------|---------|--|--|
| h Montauk Triguard Fund VII LP | 900099 | -10,439 | | |
| i | 900099 | 558 | | |

| efile GRAPHIC print - DO NOT P | ROCESS | As Filed Data - | | DI | LN: 93491227000128 | | |
|--------------------------------|--------|---------------------------|------------------------|------------------------|---|--|--|
| TY 2016 Accounting Fe | es Sch | edule | <u> </u> | | | | |
| | | | | | | | |
| | | The Valley For 94-1584547 | undation | | | | |
| Category | Amo | ount Net | t Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes | | |

Accounting



DISTRIBUTION REQUIREMENTS AS BEING MADE OUT OF CORPUS.

| efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491227000128 |
|--------------------------------------|-----------------|---------------------|
| TY 2016 Investments Corporat | e Stock Sche | dule |
| | | |

60,227,467

60,227,467

Name: The Valley Foundation $OA \rightarrow FOAFAZ$

Corporate STock

| EIN: 94-158454/ | | |
|-----------------|---------------------------|----------------------------------|
| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
| | | |

| efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491227000128 | | | |
|---|------------------|---------------------|--|--|--|
| TY 2016 Investments - Other Schedule | | | | | |
| 17 2016 Tilvestillents - Other Schedule | | | | | |
| | | | | | |
| Name: | The Valley Found | dation | | | |
| ETNI. (| 04_1594547 | | | | |

| EIN: 94-1304347 | | | | | |
|-----------------|----------------|-----------------------|------------|----------------------------------|--|
| | Category/ Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value | |
| Partnerships | | FMV | 4,231,703 | 4,231,703 | |

| efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | | DLN: | : 93491227000128 | |
|--------------------------------------|--------------------------------------|--------------------------|------------------------|---|--|
| TY 2016 Other Expenses Schedule | | | | | |
| | | | | 1 | |
| Name: The Valley Foundation | | | | | |
| EIN: 94-1584547 | | | | | |
| Other Expenses Schedule | | | | | |
| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes | |

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------|--------------------------------------|--------------------------|------------------------|---|
| Meeting Expenses | 4,266 | 0 | | 0 |
| Website/Software | 11,875 | 5,938 | | 5,937 |

Miscellaneous

Insurance

| efile GRAPHIC print - DO NOT PROCESS | AS Filed Data - | DLN: 9349122/000128 |
|--------------------------------------|-----------------|---------------------|
| | | |

TY 2016 Other Income Schedule

Name: The Valley Foundation

EIN: 94-1584547

| Other Income Schedule | | | | | |
|--|-----------------------------------|--------------------------|---------------------|--|--|
| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income | | |
| ENDOWMENT VENTURE PARTNERS | -2,374 | | -2,374 | | |
| LOWE REALESTATE INCOME AND GROWTH | -2,584 | | -2,584 | | |
| Redwood Kairos Real Estate Value Fund III, LLC | -97,332 | | -97,332 | | |
| CAPITAL DYNAMICS | -16,646 | | -16,646 | | |
| Redwood Kairos Real Estate Value Fund IV, LLC | -105,895 | | -105,895 | | |
| portfolio advisors private equity fund iii lp | -13,683 | | -13,683 | | |
| Montauk Triguard Fund VII LP | -10,439 | | -10,439 | | |
| Kımpact Evergreen Real Estate Investment Fund LP | 558 | | 558 | | |

| efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | | DLN: 93491227000128 | | |
|--------------------------------------|------------------------------|---------|---------------------|--|--|
| TY 2016 Other Increases Schedule | | | | | |
| | The Valley Fou 94-1584547 | ndation | | | |
| De | escription | | Amount | | |
| Unrealized gainS on investments | | | 4,404,882 | | |
| Tax Loss on disposal of K-1 | | | 6,966 | | |

| efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | D | LN: 9349122700012 | 28 | | |
|---------------------------------------|-----------------|-----------------------------------|-----------------------------|----|--|--|
| TY 2016 Other Liabilities Schedule | | | | | | |
| | The Valley Fou | ındatıon | | | | |
| EIN: | 94-1584547 | | | | | |
| Description | n | Beginning of Year - Book Value | End of Year - Book Value | | | |
| Deferred Federal Excise Tax Liability | | 78,000 | | 0 | | |

| efile GRAPHIC print - DO NOT PROCESS | As Filed Data | - | DLN | N: 93491227000128 | |
|--|---------------|---|-----|-------------------|--|
| TY 2016 Other Professional Fees Schedule | | | | | |
| | | | | | |
| Name: The Valley Foundation | | | | | |
| EIN: 94-1584547 | | | | | |
| | 7. 230 .3 .7 | | | | |

| 31 136 13 17 | | | | |
|----------------------------|--------|--------------------------|------------------------|---|
| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
| Management Fees - St James | 22,243 | 22,243 | | 0 |

67,386

29,688

63,915

37,811

67,386

29,688

63,915

| EIN: 94-1584547 | | | |
|------------------------|--------|-----------|--|
| Category | Amount | Net Inves | |

management Fees - saratoga Research

Management Fees - Vaughan Nelson Management Fees - Fiduciary Management

Management Fees - Beacon Pointe