



EXTENDED TO NOVEMBER 15, 2018

Return of Private Foundation

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

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OMB No 1545-0052

2017

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2017 or tax year beginning

, and ending

Name of foundation MEMORIAL FUND, INC. C/O PETER ROSENTHAL		A Employer identification number 13-6185716
Number and street (or P O box number if mail is not delivered to street address) 585 E. CRESCENT DRIVE	Room/suite	B Telephone number (650) 533-9439
City or town, state or province, country, and ZIP or foreign postal code PALO ALTO, CA 94301		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 648,445.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	0.		N/A	
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,649.	1,649.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	38,948.			
	b Gross sales price for all assets on line 6a	38,948.			
	7 Capital gain net income (from Part IV, line 2)		38,948.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	-15,102.	-15,102.		STATEMENT 2	
12 Total. Add lines 1 through 11	25,495.	25,495.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	6,050.	3,025.		0.
	c Other professional fees				
	17 Interest	56.	56.		0.
	18 Taxes STMT 4	250.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	10,138.	5,147.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	16,494.	8,228.		0.
25 Contributions, gifts, grants paid	60,413.			60,413.	
26 Total expenses and disbursements. Add lines 24 and 25	76,907.	8,228.		60,413.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-51,412.				
b Net investment income (if negative, enter -0-)		17,267.			
c Adjusted net income (if negative, enter -0-)			N/A		

723501 01-03-18 LHA For Paperwork Reduction Act Notice, see instructions.

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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	64,598.	55,708.	55,708.	
	2 Savings and temporary cash investments	20,657.	15,366.	15,366.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	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 6	40,676.	14,862.	44,686.	
	c Investments - corporate bonds				
		11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 7		541,837.	537,143.	537,143.	
14 Land, buildings, and equipment: basis ▶					
Less accumulated depreciation ▶					
15 Other assets (describe ▶ STATEMENT 8)		2,265.	-4,458.	-4,458.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		670,033.	618,621.	648,445.	
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 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	and complete lines 24 through 26, and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds	670,033.	618,621.			
30 Total net assets or fund balances	670,033.	618,621.			
31 Total liabilities and net assets/fund balances	670,033.	618,621.			

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	670,033.
2 Enter amount from Part I, line 27a	2	-51,412.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	618,621.
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	618,621.

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Part IV Capital Gains and Losses for Tax on Investment Income

(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 SEE ATTACHED STATEMENT			
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 38,948.			38,948.

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			38,948.

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	38,948.
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	82,597.	734,824.	.112404
2015	95,185.	791,634.	.120239
2014	149,857.	852,772.	.175729
2013	143,739.	926,791.	.155093
2012	117,210.	1,018,107.	.115125

2 Total of line 1, column (d)	2	.678590
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	.135718
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	641,895.
5 Multiply line 4 by line 3	5	87,117.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	173.
7 Add lines 5 and 6	7	87,290.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	60,413.

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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 ☐ 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 ☐ and enter 1% of Part I, line 27b		1	345.
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	345.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	345.
6 Credits/Payments:			
6a 2017 estimated tax payments and 2016 overpayment credited to 2017	250.		
6b Exempt foreign organizations - tax withheld at source	0.		
6c Tax paid with application for extension of time to file (Form 8868)	250.		
6d Backup withholding erroneously withheld	0.		
7 Total credits and payments. Add lines 6a through 6d		7	500.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	155.
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax ☐ 155. Refunded ☐ 0.		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 Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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 Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ☐ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► NAVOLIO & TALLMAN Telephone no. ► (415) 956-1750 Located at ► 201 MISSION ST., SUITE 650, SAN FRANCISCO, CA ZIP+4 ► 94105		
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		N/A
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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No	
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		X

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

5a During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions
Organizations relying on a current notice regarding disaster assistance, check here

N/A
☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

	Yes	No
5a		
5b		
6a		
6b		X
7a		
7b		

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
DORIS ROSENTHAL 585 E. CRESCENT DRIVE PALO ALTO, CA 94301	PRESIDENT 0.00	0.	0.	0.
CAROL MASLOW 585 E. CRESCENT DRIVE PALO ALTO, CA 94301	VP & TREAS 0.00	0.	0.	0.
PETER ROSENTHAL 585 E. CRESCENT DRIVE PALO ALTO, CA 94301	VP-FIN & SEC 0.00	0.	0.	0.
PAT MANN 585 E. CRESCENT DRIVE PALO ALTO, CA 94301	VP 0.00	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

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

Total number of others receiving over \$50,000 for professional services	▶	C
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Expenses

Amount

Total. Add lines 1 through 3	0.
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7
2017.05000 MEMORIAL FUND, INC. C/O PET T7009__1

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	569,322.
b	Average of monthly cash balances	1b	82,348.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	651,670.
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	651,670.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,775.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	641,895.
6	Minimum investment return. Enter 5% of line 5	6	32,095.

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	32,095.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	345.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	345.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	31,750.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	31,750.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	31,750.

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	60,413.
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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	60,413.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	60,413.

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
1 Distributable amount for 2017 from Part XI, line 7				31,750.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	66,305.			
b From 2013	97,399.			
c From 2014	108,995.			
d From 2015	57,053.			
e From 2016	46,967.			
f Total of lines 3a through e	376,719.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$	60,413.			
a Applied to 2016, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				31,750.
e Remaining amount distributed out of corpus	28,663.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	405,382.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
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)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	66,305.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	339,077.			
10 Analysis of line 9:				
a Excess from 2013	97,399.			
b Excess from 2014	108,995.			
c Excess from 2015	57,053.			
d Excess from 2016	46,967.			
e Excess from 2017	28,663.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHMENT A				60,413.
Total			3a	60,413.
b Approved for future payment				
NONE				
Total			3b	0.

Enter gross amounts unless otherwise indicated.

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

N/A

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

[illegible]

- 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
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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 11/12/16

► TREASURER
Title

May the IHS discuss this return with the preparer shown below? See instr

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

DAVID S. TALLMAN

DAVID S. TALLMAN

11/8/18

P00625362

Firm's name ► **NAVOLIO & TALLMAN LLP**

Firm's EIN ► 26-1367143

Firm's address ▶ 201 MISSION ST., STE 650
SAN FRANCISCO, CA 94105

Phone no. (415) 956-1750

Form **990-PF** (2017)

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	GAIN FROM ANGEL FORUM 50	P	VARIOUS	VARIOUS
b	LOSS FROM BUCKINGHAM CAPITAL	P	VARIOUS	VARIOUS
c	LOSS FROM HG CAPITAL VIII	P	VARIOUS	VARIOUS
d	GAIN FROM TAC ASSOCIATES	P	VARIOUS	VARIOUS
e	GAIN FROM VANGUARD VII	P	VARIOUS	VARIOUS
f	GAIN FROM CHARLES SCHWAB	P	VARIOUS	VARIOUS
g	SEC 1231 GAIN FROM HG CAPITAL VII	P	VARIOUS	VARIOUS
h	SEC 1231 GAIN FROM HG CAPITAL VII	P	VARIOUS	VARIOUS
i	UBTI SEC 1231 GAIN FROM HG CAPITAL VIII	P	VARIOUS	VARIOUS
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 5,582.			5,582.
b -366.			-366.
c -28.			-28.
d 113.			113.
e 5,039.			5,039.
f 22,581.			22,581.
g 249.			249.
h 3,684.			3,684.
i 2,094.			2,094.
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5,582.
b			-366.
c			-28.
d			113.
e			5,039.
f			22,581.
g			249.
h			3,684.
i			2,094.
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	38,948.
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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB #5470	1,314.	0.	1,314.	1,314.	
FROM PASSTHROUGH ENTITIES	335.	0.	335.	335.	
TO PART I, LINE 4	1,649.	0.	1,649.	1,649.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 THE ANGELS' FORUM XVII, LLC - UBTI ORDINARY INCOME (LOSS)	-3.	-3.	
K-1 BUCKINGHAM - UBTI ORDINARY INCOME (LOSS)	-10.	-10.	
K-1 HG CAPITAL VII - UBTI ORDINARY INCOME (LOSS)	-18.	-18.	
K-1 HG CAPITAL VIII - UBTI ORDINARY INCOME (LOSS)	-26.	-26.	
K-1 HG CAPITAL VII - REAL ESTATE INCOME (LOSS)	-2,688.	-2,688.	
K-1 HG CAPITAL VIII - REAL ESTATE INCOME (LOSS)	-1,860.	-1,860.	
K-1 HG CAPITAL VIII - UBTI REAL ESTATE INCOME (LOSS)	-10,546.	-10,546.	
K-1 HG CAPITAL VIII - ORDINARY INCOME (LOSS)	238.	238.	
K-1 ANGELS' FORUM 50 - UBTI ORDINARY INCOME (LOSS)	-35.	-35.	
K-1 ANGELS' FORUM 123 LLC - UBTI ORDINARY INCOME (LOSS)	-123.	-123.	
K-1 ANGELS' FORUM 128, LLC - UBTI ORDINARY INCOME (LOSS)	-31.	-31.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-15,102.	-15,102.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,050.	3,025.		0.
TO FORM 990-PF, PG 1, LN 16B	6,050.	3,025.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES	250.	0.		0.
TO FORM 990-PF, PG 1, LN 18	250.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	137.	137.		0.
INVESTMENT EXPENSES	238.	238.		0.
PORTFOLIO DEDUCTIONS	4,647.	4,647.		0.
BOOK/TAX DIFFERENCE FROM PASS-THROUGH ENTITIES	4,991.	0.		0.
ADVERTISING	125.	125.		0.
TO FORM 990-PF, PG 1, LN 23	10,138.	5,147.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100 SHS ISHARES RUSSELL 2000 INDEX	5,601.	15,246.
80 SHS ISHARES RUSSELL ETF	5,437.	16,650.
200 SHS SECTOR SPDR TECH SELECT	3,824.	12,790.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,862.	44,686.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
THE ANGELS' FORUM 50 LLC	COST	134,093.	134,093.
TAC ASSOCIATES LP	COST	3,967.	3,967.
VANGUARD VII-A LP	COST	-3.	-3.
HG CAPITAL VII LLC	COST	1,077.	1,077.
HG CAPITAL VIII LLC	COST	327,438.	327,438.
BUCKINGHAM CAPITAL PARTNERS II LP	COST	29,408.	29,408.
THE ANGELS' FORUM 123, LLC	COST	20,000.	20,000.
THE ANGELS' FORUM 128, LLC	COST	10,194.	10,194.
MISSION BIO BRIDGE NOTE	COST	10,000.	10,000.
DIFF IN TAC ASSOCIATES BEG CAPITAL ACCOUNT		969.	969.
TOTAL TO FORM 990-PF, PART II, LINE 13		537,143.	537,143.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM INVESTMENTS	2,265.	-4,458.	-4,458.
TO FORM 990-PF, PART II, LINE 15	2,265.	-4,458.	-4,458.

MEMORIAL FUND, INC. C/O PETER ROSENTHAL

13-6185716

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 9

NAME OF MANAGER

DORIS ROSENTHAL
CAROL MASLOW

Memorial Fund, Inc.
13-6185716
Attachment A

#	Name and Address	Foundation Status	Purpose of Contribution	Amount
1	Ackerman Institute for the Family 936 Broadway, 2nd Floor New York, NY 10010	501(c)(3)	Community Outreach	500
2	Acterra 3921 E Bayshore Road Palo Alto, CA 94303	501(c)(3)	Community Outreach	200
3	Alzheimer Association 225 N Michigan Ave, Fl 17 Chicago, IL 60601-7633	501(c)(3)	Medical Research	200
	American Jewish Historical Society 15 W 16th St New York, NY 10011	501(c)(3)	Community Outreach	250
4	American Museum of Natural History Central Park West at 79th Street New York, NY 10024	501(c)(3)	Community Outreach	150
	American Red Cross - Oklahoma Tornado Relief 2025 E Street Washington, DC 20006	501(c)(3)	Community Outreach	1,000
6	Amherst College Alumni Fund 220 South Pleasant Street Amherst, MA 01002-5000	501(c)(3)	Education	500
7	Asian Art Museum 200 Larkin St San Francisco, CA 94102	501(c)(3)	Community Outreach	200
8	Avenidas 450 Bryant St Palo Alto, CA 94301	501(c)(3)	Community Outreach	300
9	Bay Area Cancer Connections 2335 El Camino Real Palo Alto, CA 94306	501(c)(3)	Community Outreach	500
11	Brandeis University 415 South St Waltham, MA 02453	501(c)(3)	Education	3,000
12	California Academy of Sciences 55 Music Concourse Drive San Francisco, CA 94118	501(c)(3)	Community Outreach	249
13	Cantor Arts Museum 328 Lomita Drive Stanford, CA 94305	501(c)(3)	Community Outreach	100
16	Chronicle Season of Sharing Fund P O Box 44740 San Francisco, CA 94144	501(c)(3)	Community Outreach	500
19	Commonwealth Club of California 555 Post St San Francisco, CA 94102	501(c)(3)	Community Outreach	155
20	Community Working Group 2507-A Alma Street Palo Alto, CA 94301	501(c)(3)	Community Outreach	300
23	Compassion and Choices 101 SW Madison Street Portland, OR 97207	501(c)(3)	Community Outreach	200
24	Congregation Beth Am Adult Education Fund 26790 Arastradero Rd Los Altos Hills, CA 94022	501(c)(3)	Community Outreach	1,000
25	Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103	501(c)(3)	Community Outreach	115
	Doctors Without Borders 40 Rector St 16th Floor New York, NY 10006	501(c)(3)	Community Outreach	500
	Downtown Streets Team 1671 The Alameda #306 San Jose, CA 95126	501(c)(3)	Community Outreach	200
	Eli Segal Program Fund 415 South Street Waltham, MA 02453	501(c)(3)	Community Outreach	250

Memorial Fund, Inc.
13-6185716
Attachment A

#	Name and Address	Foundation Status	Purpose of Contribution	Amount
26	Elizabeth Gamble Foundation 1431 Waverley Street Palo Alto, CA 94301	501(c)(3)	Community Outreach	140
27	Emory University 201 Dowman Drive Atlanta, GA 30322	501(c)(3)	Education	1,000
28	Ethical Fieldston Fund 33 Central Park West New York, NY 10023-6001	501(c)(3)	Community Outreach	1,000
30	Facing History and Ourselves 16 Hurd Road Brookline, MA 02445-6919	501(c)(3)	Community Outreach	1,000
	Fidelity Chantable Gifts	501(c)(3)	Community Outreach	100
31	Fine Arts Museums 50 Hagiwara Tea Garden Drive San Francisco, CA 94118	501(c)(3)	Community Outreach	249
32	Friends of City Arts and Lectures 257 Oak Street San Francisco, CA 94102	501(c)(3)	Community Outreach	1,000
33	Fundacion Bechara 2025 Brickell Ave Miami, FL 33129	501(c)(3)	Community Outreach	1,000
36	Hayground School P O Box 1827 151 Mitchell Lane Bridgehampton, NY 11932	501(c)(3)	Education	1,000
37	Hope for Henry 2440 Wisconsin Ave Washington, DC 20007	501(c)(3)	Community Outreach	250
38	IFCMW 100 Allison Street NW Washington, DC 20011	501(c)(3)	Community Outreach	1,000
39	Jewish Community Federation 121 Stuart Street San Francisco, CA 94105	501(c)(3)	Community Outreach	15,000
40	The Jewish Federation of North America P O Box 157 New York, NY 10268	501(c)(3)	Community Outreach	1,000
	Jewish Film Institute 145 Ninth Street, Suite 200 San Francisco, CA 94103	501(c)(3)	Community Outreach	110
	Jewish Social Service Agency 9900 Georgia Avenue Silver Spring, MD 20902	501(c)(3)	Community Outreach	100
41	KQED 2601 Marinosa Street San Francisco, CA 94110	501(c)(3)	Community Outreach	1,500
42	Lighthouse for the Blind 1155 Market St 10th Floor San Francisco, CA 94103	501(c)(3)	Community Outreach	200
	Lincoln Center Theater 150 W 65th St New York, NY 10023	501(c)(3)	Community Outreach	250
43	MIT Alumni Fund - Biology Discretionary Fund 600 Memorial Drive, W98-200 Cambridge, MA 02139-4822	501(c)(3)	Community Outreach	500
44	Metropolitan Museum of Art 1000 5th Avenue New York, NY 10028	501(c)(3)	Community Outreach	200
45	Midpeninsula Regional Open Space District 330 Distel Circle Los Altos, CA 94022	501(c)(3)	Community Outreach	500
48	MSRCNY 521 West 57th Street, 4th Floor New York, NY 10019	501(c)(3)	Community Outreach	1,000

Memorial Fund, Inc.
13-6185716
Attachment A

#	Name and Address	Foundation Status	Purpose of Contribution	Amount
55	Palo Alto Weekly Holiday Fund 2440 W El Camino Real, Suite 300 Mountain View, CA 94040	501(c)(3)	Community Outreach	300
56	Peninsula Open Space Trust 222 High St Palo Alto, CA 94301	501(c)(3)	Education	300
	Peninsula School Annual Fund 920 Peninsula Way Menlo Park, CA 94025	501(c)(3)	Education	1,000
57	Planned Parenthood 434 West 33rd Street New York, NY 10001	501(c)(3)	Community Outreach	1,100
60	PS 40 PTA 320 E 20th Street New York, NY 10003	501(c)(3)	Community Outreach	3,620
62	Sarcoma Foundation of America 9899 Main Street, Suite 204 Damascus, MD 20872	501(c)(3)	Community Outreach	2,500
63	Second Harvest Food Bank 1051 Bing St San Carlos, CA 94070	501(c)(3)	Community Outreach	500
	Silicon Valley Community Foundation 2440 W El Camino Real #300 Mountain View, CA 94040	501(c)(3)	Community Outreach	500
64	Skidmore College 815 N Broadway Saratoga Springs, NY 12866	501(c)(3)	Education	1,000
65	, Temple Sinai of Bergen County One Engle Street Tenafly, NJ 07670	501(c)(3)	Community Outreach	4,535
	The Museum of Modern Art NY - NYMOMA 11 West 53 Street New York, NY 10019	501(c)(3)	Community Outreach	140
	The Tech Museum of Innovation 201 S Market St San Jose, CA 95113	501(c)(3)	Community Outreach	265
66	Tisch MS Research Center of New York 521 W 57th Street, 4th Floor New York, NY 10019	501(c)(3)	Medical Research	500
68	Washington Hebrew Congregation 3935 Macomb Street NW Washington, DC 20016	501(c)(3)	Community Outreach	4,280
70	Whitney Museum of American Art 99 Gansevoort Street New York, NY 10014	501(c)(3)	Community Outreach	125
71	WNYC - New York Public Radio PO Box 1550 New York, NY 10116-1550	501(c)(3)	Community Outreach	100
73	Yachad 11 Broadway, 13th Floor New York, NY 10004	501(c)(3)	Community Outreach	180
74	Year Up Inc 45 Milk St, 9th Floor Boston, MA 02109	501(c)(3)	Education	1,000

Total contributions paid during the year

60,413