

Form 990-PF

Return of Private Foundation

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- or Section 4947(a)(1) Trust Treated as Private Foundation
- Do not enter social security numbers on this form as it may be made public.
- Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation
THE CARL VICTOR PAGE MEMORIAL FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
2200 GENG ROAD, SUITE 100

City or town, state or province, country, and ZIP or foreign postal code
PALO ALTO, CA 94303

G Check all that apply:

☐ Initial return	☐ Initial return of a former public charity
☐ Final return	☐ Amended return
☐ Address change	☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 3,049,760,969.**

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

A Employer identification number
20-1922957

B Telephone number (see instructions)
(650) 210-5000

C If exemption application is pending, check here. ☐

D 1. Foreign organizations, check here. ☐
2. Foreign organizations meeting the 85% test, check here and attach computation. ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐

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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	94,139,979.			
2	Check ☐ if the foundation is not required to attach Sch B.				
3	Interest on savings and temporary cash investments	8.	8.		
4	Dividends and interest from securities	16,296,386.	16,273,588.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	110,971,927.			
b	Gross sales price for all assets on line 6a	227,577,091.			
7	Capital gain net income (from Part IV, line 2)		165,324,293.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH. 3	1,104,485.	1,106,240.		
12	Total. Add lines 1 through 11	222,512,785.	182,704,129.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH. 4	16,957.	7,394.		9,563.
b	Accounting fees (attach schedule) ATCH. 5	228,066.	98,549.		129,517.
c	Other professional fees (attach schedule) [6]	3,248,634.	2,988,975.		22,544.
17	Interest ATCH. 7	147,767.	131,076.		
18	Taxes (attach schedule) (see instructions) [8]	2,394,428.	593,628.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	6,536.			6,536.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH. 9	1,282,933.	511,008.		767,643.
24	Total operating and administrative expenses. Add lines 13 through 23.	7,325,321.	4,330,630.		935,803.
25	Contributions, gifts, grants paid	180,914,982.			180,914,982.
26	Total expenses and disbursements. Add lines 24 and 25	188,240,303.	4,330,630.	0.	181,850,785.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	34,272,482.			
b	Net investment income (if negative, enter -0-)		178,373,499.		
c	Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	364,443.	251,872.	251,872.
	2 Savings and temporary cash investments	94,795,930.	35,491,726.	35,491,726.
	3 Accounts receivable ▶ 761,545.			
	Less: allowance for doubtful accounts ▶	1,183,541.	761,545.	761,545.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable.			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use.			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH. 10	1,092,092,485.	1,068,158,375.	1,967,802,373.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans.				
13 Investments - other (attach schedule) ATCH. 11	746,955,204.	924,611,552.	1,043,505,927.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ ATCH 12)	6,518,154.	1,947,526.	1,947,526.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,941,909,757.	2,031,222,596.	3,049,760,969.	
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 (attach schedule)			
	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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund.			
	29 Retained earnings, accumulated income, endowment, or other funds	1,941,909,757.	2,031,222,596.	
30 Total net assets or fund balances (see instructions)	1,941,909,757.	2,031,222,596.		
31 Total liabilities and net assets/fund balances (see instructions)	1,941,909,757.	2,031,222,596.		

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	1,941,909,757.
2 Enter amount from Part I, line 27a.	2	34,272,482.
3 Other increases not included in line 2 (itemize) ▶ ATCH 13	3	55,818,008.
4 Add lines 1, 2, and 3	4	2,032,000,247.
5 Decreases not included in line 2 (itemize) ▶ ATCH 14	5	777,651.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,031,222,596.

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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)**1 a** SEE PART IV SCHEDULE**b****c****d****e**

(e) Gross sales price

(f) Depreciation allowed
(or allowable)(g) Cost or other basis
plus expense of sale(h) Gain or (loss)
(e) plus (f) minus (g)**a****b****c****d****e**

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****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**

165,324,293.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6){ If gain, also enter in Part I, line 8, column (c) See instructions. If (loss), enter -0- in
Part I, line 8 }**3**

0.

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation 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	131,040,838.	2,301,656,977.	0.056933
2015	97,540,733.	1,679,265,407.	0.058085
2014	72,170,941.	1,362,274,033.	0.052978
2013	39,619,532.	775,394,992.	0.051096
2012	28,501,037.	478,135,005.	0.059609

2 Total of line 1, column (d)**2**

0.278701

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**

0.055740

4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5**4**

2,860,880,225.

5 Multiply line 4 by line 3.**5**

159,465,464.

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

1,783,735.

7 Add lines 5 and 6.**7**

161,249,199.

8 Enter qualifying distributions from Part XII, line 4.**8**

181,850,785.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	1,783,735.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		2	
3 Add lines 1 and 2		3	1,783,735.
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	1,783,735.
6 Credits/Payments.			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	1,839,706.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,500,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	3,339,706.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,555,971.	
11 Enter the amount of line 10 to be Credited to 2018 estimated tax ☒ 1,555,971. Refunded ☒ 11	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		X
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.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
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?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered See instructions. ☒ CA,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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. ATCH 15	11 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. ATCH 16 ATCH 17	12 X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13 X	
14 The books are in care of ▶ CTC MYCFO, LLC Telephone no ▶ 650-210-5000 Located at ▶ 2200 GENG ROAD, SUITE 100 PALO ALTO, CA ZIP+4 ▶ 94303		
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?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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.

	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.	1b	X
Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐		
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?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No		
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
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)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year, did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions. ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance, check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 18		0.	0.	0.

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 19		1,281,661.
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SHOO THE FLU IS A PROGRAM TO PREVENT THE FLU BY BRINGING FLU VACCINES AT NO COST TO STUDENTS, WITH OR WITHOUT INSURANCE, IN THE OAKLAND UNIFIED SCHOOL DISTRICT	784,157.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	2,304,759,006.
b	Average of monthly cash balances	1b	80,419,306.
c	Fair market value of all other assets (see instructions).	1c	519,268,617.
d	Total (add lines 1a, b, and c)	1d	2,904,446,929.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,904,446,929.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	43,566,704.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,860,880,225.
6	Minimum investment return. Enter 5% of line 5	6	143,044,011.

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	143,044,011.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	1,783,735.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,783,735.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	141,260,276.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	141,260,276.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	141,260,276.

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	181,850,785.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	181,850,785.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions	5	1,783,735.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	180,067,050.

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				141,260,276.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u>				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014 4,352,156.				
d From 2015 15,759,577.				
e From 2016 18,701,363.				
f Total of lines 3a through e	38,813,096.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>181,850,785.</u>				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount.				141,260,276.
e Remaining amount distributed out of corpus.	40,590,509.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	79,403,605.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				
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 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	79,403,605.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014 4,352,156.				
c Excess from 2015 15,759,577.				
d Excess from 2016 18,701,363.				
e Excess from 2017 40,590,509.				

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

NOT APPLICABLE

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

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

LAWRENCE PAGE

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

N/A

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATCH 20				
Total ▶ 3a				180,914,982.
b Approved for future payment				
Total ▶ 3b				

Enter gross amounts unless otherwise indicated.

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

PAG001-05

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2017▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization

THE CARL VICTOR PAGE MEMORIAL FOUNDATION

Employer identification number

20-1922957

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **THE CARL VICTOR PAGE MEMORIAL FOUNDATION**Employer identification number
20-1922957**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LAWRENCE PAGE 2200 GENG ROAD, SUITE 100 PALO ALTO, CA 94303	\$ 59,139,979.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	FLORIDA LLC 2200 GENG ROAD, SUITE 100 PALO ALTO, CA 95110	\$ 35,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

20-1922957

Part II

[illegible]

Name of organization THE CARL VICTOR PAGE MEMORIAL FOUNDATION

Employer identification number
20-1922957

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					1,701,868.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					5,549,739.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					2,388,216.	
32,619.		SS #MY2762 PROPERTY TYPE: SECURITIES 28,225.				P	12/22/2016	03/28/2017
							4,394.	
1,884,897.		SS #MY2762 PROPERTY TYPE: SECURITIES 1,915,326.				P	VARIOUS	03/28/2017
							-30,429.	
696,579.		SS #MY2762 (STMT A) PROPERTY TYPE: SECURITIES 714,416.				P	VAR	03/28/2017
							-17,837.	
692,371.		SS #MY2763 PROPERTY TYPE: SECURITIES 708,186.				P	VARIOUS	VARIOUS
							-15,815.	
1,767,591.		SS #MY2763 PROPERTY TYPE: SECURITIES 1,498,227.				P	VARIOUS	VARIOUS
							269,364.	
1,952,260.		SS #MY2764 PROPERTY TYPE: SECURITIES 1,555,895.				P	VARIOUS	VARIOUS
							396,365.	
3,224,885.		SS #MY2764 PROPERTY TYPE: SECURITIES 3,124,616.				P	VARIOUS	VARIOUS
							100,269.	
472,508.		SS #MY2767 PROPERTY TYPE: SECURITIES 389,877.				P	VARIOUS	VARIOUS
							82,631.	
1,961,578.		BNY #40002 PROPERTY TYPE: SECURITIES 1,761,071.				P	VARIOUS	VARIOUS
							200,507.	
		BNY #40002				P	VARIOUS	VARIOUS

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
2,547,368.		PROPERTY TYPE: SECURITIES 1,932,296.				615,072.	
2,864,591.		BNY 40002 (STMT B) 130,464.				VARIOUS 2,734,127.	VARIOUS
6,873.		BNY #40002 (STMT B) PROPERTY TYPE: SECURITIES			P	12/20/2016	03/28/2017
						6,873.	
1,158.		BNY #40002 PROPERTY TYPE: SECURITIES 2,669.			P	01/01/2017	VARIOUS
						-1,511.	
6.		BNY #4008 PROPERTY TYPE: SECURITIES 5.			P	04/21/2015	02/10/2017
						1.	
157394209.		ALPHABET INC. - 168,000 SHARES PROPERTY TYPE: SECURITIES 26.			D	09/04/1998	VAR
						157394183.	
13249224.		LIQUIDATION OF OZ OVERSEAS FUND II LTD - PROPERTY TYPE: OTHER 12000000.			P	VARIOUS	VARIOUS
						1,249,224.	
7,574,796.		LIQUIDATION OF PASSPORT OFFSHORE LTD - E PROPERTY TYPE: OTHER 10000000.			P	VARIOUS	VARIOUS
						-2425204.	
5,980,924.		LIQUIDATION OF ASTENBECK OFFSHORE COMMOD PROPERTY TYPE: OTHER 11000000.			P	VARIOUS	VARIOUS
						-5019076.	
8,774,866.		LIQUIDATION OF GLENHILL CAPITAL OVERSEAS PROPERTY TYPE: OTHER 9,000,000.			P	VARIOUS	VARIOUS
						-225,134.	
1,983,633.		LIQUIDATION OF SCHRODERS COMMODITY PORTF PROPERTY TYPE: OTHER 1,983,637.			P	VARIOUS	VARIOUS
						-4.	
4,874,332.		LIQUIDATION OF AEOLUS PROPERTY TYPE: OTHER 4,507,862.			P	VARIOUS	VARIOUS
						366,470.	
TOTAL GAIN (LOSS)						<u>165324293.</u>	

Carl Victor Page Memorial Foundation								
Contributions Received								
2017								
Date	# Shares	Ticker	Name	Class	High	Low	Average	FMV
Alphabet Inc Class A & C Stock from LP								
11/16/2017	25,000	GOOGL	Alphabet	A	\$ 1,051.76	\$ 1,038.00	\$ 1,044.880	26,122,000
11/16/2017	25,000	GOOG		C	1,035.92	1,022.52	1,029.220	25,730,500
								\$ 51,852,500
Various Stock from Florida LLC								
11/28/2017	21,749	AAPL	Apple		174.87	171.86	173.365	3,770,515
11/28/2017	2,900	ADBE	Adobe		186.27	184.37	185.320	537,428
11/28/2017	2,665	ALGN	Align Tech		266.4073	259.00	262.704	700,105
11/28/2017	1,033,333	ALLE	Allegion		84.02	82.82	83.420	86,201
11/28/2017	741,666	ALLE	Allegion		84.02	82.82	83.420	61,870
11/28/2017	3,953	AME	Ametek		72.03	70.77	71.400	282,244
11/28/2017	4,460	AMP	Ameriprise		162.37	159.32	160.845	717,369
11/28/2017	3,700	AMP	Ameriprise		162.37	159.32	160.845	595,127
11/28/2017	2,800	ANSS	Ansys		152.28	149.62	150.950	422,660
11/28/2017	4,200	CY	Cypress Semiconductor		17.075	16.79	16.933	71,117
11/28/2017	1475.6	LBTYK	Liberty Global		29.23	28.84	29.035	42,844
								\$ 7,287,479
Total stock								\$ 59,139,979

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GS 4868	4.	4.
BNY 40002	4.	4.
TOTAL	<u>8.</u>	<u>8.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SSB #MY2760	317,794.	317,794.
SSB #MY2761	2,858,870.	2,858,870.
SSB #MY2762	3,628,979.	3,628,979.
SSB #MY2763	319,752.	319,752.
SSB #MY2764	237,686.	237,686.
SSB #MY2765	1,009,170.	1,009,170.
SSB #MY2767	6,049.	6,049.
BNY 40002	2,778,484.	2,778,484.
CARLYLE STRUCTURED CREDIT FUND LP	51,879.	51,879.
IVA GLOBAL FUND (DELAWARE) LP	150,271.	150,271.
PALMER SQUARE OPPORTUNISTIC CREDIT FUND	302.	302.
SCHRODER COMMODITY PORTFOLIO	1,131.	1,131.
PETERSHILL II OFFSHORE LP	123,662.	109,020.
AH PARALLEL FUND V-Q LP	320.	320.
ANDREESSEN HOROWITZ FUND V-Q LP	2,387.	2,387.
ANRP II (AIV L-DEE III C) LP	7,321.	7,321.
ANRP II (AIV L-RTE C) LP	303.	303.
ANRP II (AIV L-ZED C) LP	13,713.	13,713.
ANRP II (DE AIV-L II) LP	12,088.	12,088.
ANRP II TE (CONDUIT AIV III) LP	14,409.	14,409.
ANRP II TE (CONDUIT AIV III-R) LP	6,529.	6,529.
ANRP II TE (CONDUIT AIV PA-L C) LP	1,186.	1,186.
APOLLO NATURAL RESOURCES PARTNERS II LP	20,775.	20,775.
ARES PRIVATE CREDIT SOLUTIONS (CAYMAN) LP	184.	184.
BRV VI LP	1,466.	1,466.
CANVAS VENTURES 2. LP	411.	411.
CIP VI INSTITUTIONAL FEEDER LP	5,692.	5,692.
IVA GLOBAL FUND (DELAWARE) LP	132,924.	132,924.
PALMER SQUARE OPPORTUNISTIC CREDIT FUND	597,282.	597,282.
SKY HARBOR SHORT DURATION HIGH YIELD PAR	119,912.	119,912.
PETERSHILL II OFFSHORE LP	92,707.	85,080.
SCHRODER COMMODITY PORTFOLIO - USGI	10,028.	10,028.

ATTACHMENT 2 (CONT'D)FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
RIEF STRATEGIC PARTNERS FUND LLC	13,236.	13,236.
THE KILTEARN GLOBAL EQUITY FUND	998,178.	998,178.
RIEF STRATEGIC PARTNERS FUND LLC	382,795.	382,795.
LOGAN CIRCLE PARTNERS EMERGING MARKETS	696,654.	696,654.
WELLINGTON TRUST COMPANY, NA	4,413.	4,413.
GS #4868	106,831.	106,831.
WELLINGTON TRUST COMPANY, NA	474,297.	474,297.
FARALLON CAPITAL INSTITUTIONAL	185,639.	185,639.
FARALLON CAPITAL INSTITUTIONAL	91,664.	91,664.
ASHBRIDGE TRANSFORMATIONAL	104.	104.
CO-INVESTMENT FUND IV	100,157.	100,157.
CO-INVESTMENT FUND IV	7,826.	7,826.
H.I.G BAYSIDE LOAN OPPORTUNITY FEEDER FU	2,079.	2,079.
FARALLON CAPITAL INSTITUTIONAL - USGI	703.	703.
INSIGHT VENTURE PARTNERS (CAYMAN) X LP	9.	9.
KKR HEALTH CARE STRATEGIC GROWTH (SAIL)	529.	
STARWOOD US OPPT FUND X LP	306,433.	306,433.
H.I.G BAYSIDE LOAN OPPT FEEDER FUND IV	401,173.	401,173.
TOTAL	<u>16,296,386.</u>	<u>16,273,588.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER LOSS	-72,669.	-72,669.
FOREIGN EXCHANGE GAIN/LOSS	-4,524.	-4,524.
SUBPART F INCOME	757,693.	757,693.
SECTION 988 GAIN/LOSS	76,452.	76,452.
PFIC INCOME	75,300.	75,300.
ORDINARY INCOME	200,820.	272,178.
ROYALTIES	1,810.	1,810.
STATE TAX REFUND	17,670.	
FEDERAL INCOME TAX REFUND	47,454.	
TAX EXEMPT INCOME	4,479.	
TOTALS	<u>1,104,485.</u>	<u>1,106,240.</u>

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	14,788.	7,394.		7,394.
LEGAL FEES (SHOO THE FLU)	2,169.			2,169.
TOTALS	<u>16,957.</u>	<u>7,394.</u>		<u>9,563.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	197,099.	98,549.		98,550.
ACCOUNTING FEES (SHOO THE FLU)	30,967.			30,967.
TOTALS	<u>228,066.</u>	<u>98,549.</u>		<u>129,517.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES	3,205,090.	2,967,975.	
AUDIT FEES	42,000.	21,000.	21,000.
PROF. FEES (SHOO THE FLU LLC)	1,544.		1,544.
TOTALS	<u>3,248,634.</u>	<u>2,988,975.</u>	<u>22,544.</u>

ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST	147,767.	131,076.
TOTALS	<u>147,767.</u>	<u>131,076.</u>

ATTACHMENT 8

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAXES	1,800,000.	
FOREIGN TAXES	593,618.	593,618.
CA TAX (SHOO THE FLU LLC)	800.	
CA FEE	10.	10.
TOTALS	<u>2,394,428.</u>	<u>593,628.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RRF-1 FEE	300.		300.
BANK FEES	367.	367.	
BANK FEES (SHOO THE FLU LLC)	273.		273.
INSURANCE	28,666.		28,666.
OFFICE EXPENSES (SHOO THE FLU)	795.		795.
PROGRAM EXP (SHOO THE FLU LLC)	737,207.		737,207.
FEES & LICENSES (SHOO THE FLU)	400.		400.
OTHER EXPENSES	505,796.	505,796.	
ROYALTY	204.	204.	
OTHER EXPENSES - SEC 59E(2)	4,641.	4,641.	
NONDEDUCTIBLE EXP - K-1S	4,282.		
CHARITABLE CONTRIBUTIONS	2.		2.
TOTALS	<u>1,282,933.</u>	<u>511,008.</u>	<u>767,643.</u>

ATTACHMENT 9

ATTACHMENT 10FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALPHABET INC. -MS	643,284,283.	619,350,173.	907,042,207.
ALPHABET INC. -CS	448,808,202.	448,808,202.	1,060,760,166.
TOTALS	<u>1,092,092,485.</u>	<u>1,068,158,375.</u>	<u>1,967,802,373.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 11

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SSB MY2761	60,686,567.	93,209,601.	92,134,196.
SSB MY2762	146,260,980.	183,116,951.	217,639,281.
SSB MY2763	8,627,758.	8,966,812.	11,025,327.
SSB MY2764	13,271,056.	13,684,009.	16,613,082.
SSB MY2765	15,482,681.	16,374,866.	16,309,971.
SSB MY2767	3,459,752.	9,360,815.	9,713,074.
BNY 10740002	96,338,116.	122,575,089.	152,050,171.
GS 4868	10,206,932.	10,313,763.	11,461,279.
8VC CO-INVEST FUND I, LP		1,804,194.	2,066,658.
ABRAAJ GROWTH MARKETS HEALTH	4,058,864.	3,799,229.	3,697,600.
AEOLUS PROPERTY - J18		11,523,300.	11,597,111.
AEOLUS PROPERTY - J16	10,000,000.	5,492,138.	273,767.
AEOLUS PROPERTY - J17	4,679,786.	4,679,786.	9,234,190.
AEOLUS PROPERTY - MY16	4,000,000.	4,000,000.	461,511.
AEOLUS PROPERTY - MY17		2,184,187.	4,197,968.
AH PARALLEL V-Q, LP		230,988.	230,779.
AH V-Q LP		777,855.	834,575.
ALKEON GROWTH OFFSHORE FUND	10,000,000.	10,000,000.	13,086,040.
ANCHOR BOLT OFFSHORE FUND LTD	5,000,000.	5,000,000.	5,277,702.
ANCHORAGE CAPITAL PARTNERS	12,000,000.	12,000,000.	13,271,039.
ANDURAND COMMODITIES FUND	9,018,611.	9,018,611.	9,016,168.
ANRP (DE AIV-L II) LP	116,860.	187,428.	254,574.
ANRP II (AIV L-DEE III C) LP		220,620.	299,657.
ANRP II (AIV L-RTE C) LP		13,248.	17,994.
ANRP II (AIV L-ZED C) LP		244,237.	331,735.
ANRP II (AIV TW) LP		120,000.	162,990.
ANRP II 892/TE (AIV-A) LP		532,979.	723,919.
ANRP II 892/TE (CONDUIT AIV P-		157,844.	214,392.
ANRP II DE HOLDINGS LP	88,544.	-63,629.	-86,424.
ANRP II TE (APP CONDUIT AIV)	206,847.	65,536.	89,014.
ANRP II TE (CONDUIT AIV III)	57,005.		
ANRP II TE (CONDUIT AIV III-R)	335,790.		
ANRP II TE (CONDUIT AIV PA-L C	85,872.		
		89,934.	122,153.
		24,509.	33,289.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 11 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ANRP II TE (RESOURCE ENERGY CO	102,878.	99,896.	135,684.
APOLLO NATURAL RESOURCES	302,073.	187,099.	254,127.
ARES PRIVATE CREDIT SOLUTIONS		1,651,130.	1,698,560.
ASHBRIDGE TRANSFORMATIONAL SEC	73,948.	369,815.	533,067.
ASTENBECK OFFSHORE COMMODITIES	11,000,000.		
BAIN CAPITAL DISTRESSED AND SP			
BLUERUNVENTURES VI, LP		942,477.	918,593.
BOSTWICK COMPOUND OFFSHORE LTD		12,000,000.	12,143,537.
BRIDGE DEBT STRATEGIES FUND II		8,594,336.	8,806,925.
BRIDGE SENIORS HOUSING & MED		1,227,176.	1,055,267.
BRIGADE CREDIT OFFSHORE FUND	5,500,000.	5,500,000.	6,455,801.
CANVAS VENTURES 2	721,601.	1,582,362.	1,576,078.
CARLYLE ENERGY MEZZANINE OPP		2,758,514.	2,629,772.
CARLYLE STRUCTURED CREDIT FUND	4,536,346.	558,023.	544,022.
CASPIAN INEFFICIENT MARKETS	851,243.	646,251.	1,547,033.
CIP VI INSTITUTIONAL FEEDER LP	3,763,645.	3,408,544.	4,109,533.
CO-INVESTMENT FUND IV LP	10,291,099.	3,541,861.	3,558,908.
CVRF (CAYMAN) LTD.	7,000,000.	10,291,099.	12,598,405.
DOUBLE BLACK DIAMOND LTD.		12,000,000.	12,085,860.
EMPYREAN CAPITAL OVERSEAS	365,461.	10,000,000.	10,618,548.
EMR CAPITAL RESOURCES FUND II	13,534,468.	134,196.	37,759.
FARALLON CAPITAL INSTITUTIONAL	9,000,000.	14,708,146.	14,920,476.
GLENHILL CAPITAL OVERSEAS	1,683,664.		
H.I.G. BAYSIDE LOAN FUND IV		2,362,900.	2,160,850.
H.I.G. WHITEHORSE OFFSHORE		1,145,956.	1,205,678.
HG VORA OPPORTUNITY FUND	10,000,000.	10,000,000.	12,320,443.
IVA GLOBAL FUND (DELAWARE) LP	14,545,919.	14,815,581.	17,437,171.
KABOUTER INT'L OPPORTUNITIES	7,000,000.	10,000,000.	13,195,271.
KKR LENDING PARTNERS EUROPE	2,310,809.	4,932,838.	4,720,681.
LOGAN CIRCLE PARTNERS EMERGING	10,868,883.	12,099,311.	12,127,839.
MAVERICK FUND LTD	10,000,000.	10,000,000.	8,922,985.
MILLENIUM INTERNATIONAL LTD	10,000,000.	10,000,000.	11,329,452.
ORBIMED PARTNERS LTD	9,000,000.	14,000,000.	15,030,030.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 11 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ORCHARD LANDMARK LIMITED		12,000,000.	12,651,334.
OZ OVERSEAS FUND II, LTD.	12,000,000.		
PALMER SQUARE CREDIT FUND LLC	10,166,491.	12,139,179.	12,762,792.
PALO ALTO HEALTHCARE OFFSHORE	8,000,000.	8,000,000.	10,082,070.
PASSPORT OFFSHORE LTD	10,000,000.		
PETERSHILL II OFFSHORE LP	2,051,986.	3,908,777.	4,023,726.
RIEF STRATEGIC PARTNERS FUND	10,082,267.	10,674,753.	12,735,764.
SCHRODERS COMMODITY PORTFOLIO	2,121,949.		
SILVER POINT CAPITAL OFFSHORE	6,000,000.	5,999,389.	7,335,008.
SKY HARBOR SD HY PARTNERS LP	6,643,111.		
SOMA OFFSHORE LTD.	10,197,822.	10,197,822.	12,825,240.
STARWOOD INT'L OPPORTUNITY	829,552.	556,556.	924,640.
STARWOOD US OPPORTUNITY	2,621,531.	2,284,894.	3,216,350.
STEADFAST INTERNATIONAL LTD	12,000,000.	12,000,000.	13,497,965.
STRATEGIC VALUE RESTRUCTURING	8,000,000.	13,000,000.	14,032,935.
THE KILTEARN GLOBAL EQUITY	25,511,106.	27,874,825.	31,399,615.
TIGER PACIFIC OFFSHORE FUND	9,000,000.	9,000,000.	10,657,084.
TUDOR BVI GLOBAL FUND LTD	10,000,000.	10,000,000.	10,050,540.
TWIN TREE CAPITAL OFFSHORE	10,000,000.	12,500,000.	12,670,720.
TYBOURNE EQUITY (OFFSHORE)	10,000,000.	12,000,000.	13,971,692.
VALUEACT CAPITAL INTERNATIONAL	13,295,331.	12,196,063.	12,939,262.
VISTRIA FUND II (FT) LP		739,197.	737,635.
VISTRIA FUND II, LP		638,963.	534,458.
WELLINGTON TRUST COMPANY, NA		24,976,075.	29,508,149.
YORK EUROPEAN OPPORTUNITIES UN		12,000,000.	14,076,091.
EMR CAPITAL RF II GOLDEN GROVE		1,790,979.	4,813,074.
8VC CO-INVEST FUND I (AIV) LLC		1,168,366.	1,318,283.
H.I.G BAYSIDE LOAN FUND IV		42,931.	39,260.
STARWOOD OPPT FUND XI US SAR		-5,421.	13,996.
STARWOOD OPPT FUND XI US MAR		-22,151.	35,075.
INSIGHT VENTURE PARTNERS X LP		-21,426.	-89,338.
KKR HEALTH CARE (SAIL) LP		-103,567.	-103,567.
KKR HEALTH CARE STRATEGIC LP		-187,063.	-187,063.

TOTALS

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 11 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
	<u>746,955,204.</u>	<u>924,611,552.</u>	<u>1,043,505,927.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 12

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDEND RECEIVABLE	569,535.	686,953.	686,953.
ACCOUNT RECEIVABLE - YORK INV	5,948,619.		
ACCOUNT RECEIVABLE - OZ OVERSE		662,461.	662,461.
ACCOUNT RECEIVABLE - PASSPORT		378,740.	378,740.
ACCOUNT RECEIVABLE - GLENHILL		219,372.	219,372.
TOTALS	<u>6,518,154.</u>	<u>1,947,526.</u>	<u>1,947,526.</u>

ATTACHMENT 13FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN ON STOCK GIFTED TO DAF	55,818,008.
TOTAL	<u>55,818,008.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

2012-2016 NONDIVIDEND DISTRIBUTIONS

777,651.

TOTAL

777,651.

ATTACHMENT 15FORM 990PF, PART VII-A, LINE 11A-TRANSFERS TO CONTROLLED ENTITY STATEMENT

TOTAL AMOUNT

800,000.

CONTROLLED ENTITY'S NAME: SHOO THE FLU LLC
CONTROLLED ENTITY'S ADDRESS: 2200 GENG RD, SUITE 100
CITY, STATE & ZIP: PALO ALTO, CA 94303
EIN: 80-0955562
TRANSFER AMOUNT: 800,000.
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:
CAPITAL CONTRIBUTION

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR QUALIFYING DISTRIBUTION

NATIONAL PHILANTHROPIC TRUST

THE CARL VICTOR PAGE MEMORIAL FOUNDATION MADE A NON-CASH DISTRIBUTION OF \$80,001,884 (78,414 SHARES OF ALPHABET, INC. VALUED AT HIGH LOW PRICES ON 12/06/2017 THAT HAD A BOOK VALUE OF \$24,183,876) AND A CASH DISTRIBUTION OF \$20,000,000 ON 12/15/2017 TO A DONOR ADVISED FUND AT NATIONAL PHILANTHROPIC TRUST OVER WHICH DISQUALIFIED PERSONS HAVE ADVISORY PRIVILEGES. THESE AMOUNTS HAVE BEEN TREATED BY THE FOUNDATION AS QUALIFYING DISTRIBUTIONS.

ON 2/28/2017, THE CARL VICTOR PAGE MEMORIAL FOUNDATION MADE A CASH DISTRIBUTION OF \$814,202 TO A DONOR ADVISED FUND AT NATIONAL PHILANTHROPIC TRUST OVER WHICH NO DISQUALIFIED PERSONS HAS ADVISORY PRIVILEGES. THIS AMOUNT HAS BEEN TREATED BY THE FOUNDATION AS QUALIFYING DISTRIBUTIONS.

SCHWAB CHARITABLE FUND

ON 12/06/2017, THE CARL VICTOR PAGE MEMORIAL FOUNDATION MADE A CASH DISTRIBUTION OF \$80,000,000 TO A DONOR ADVISED FUND AT SCHWAB CHARITABLE FUND OVER WHICH DISQUALIFIED PERSONS HAVE ADVISORY PRIVILEGES. THIS AMOUNT HAS BEEN TREATED BY THE FOUNDATION AS A QUALIFYING DISTRIBUTION.

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR SECTION 170 C 2B

NATIONAL PHILANTHROPIC TRUST

NATIONAL PHILANTHROPIC TRUST IS A 501(C)(3) AND 509(A)(1) PUBLIC CHARITY ORGANIZED AND OPERATED TO MAKE DONATIONS EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES. THE DISQUALIFIED PERSONS HAVE ONLY ADVISORY PRIVILEGES AND DO NOT HAVE LEGAL OWNERSHIP OF THE DONOR-ADVISED FUND ASSETS. ANY GRANTS RECOMMENDED BY A DISQUALIFIED PERSON OF THE CARL VICTOR PAGE MEMORIAL FOUNDATION FROM THE DONOR-ADVISED FUND WILL BE MADE ONLY UPON APPROVAL BY NATIONAL PHILANTHROPIC TRUST AND THEN ONLY TO QUALIFIED NON-PROFITS WHICH ARE ALSO 501(C)(3) OR 509(A)(1) OR (2) PUBLIC CHARITIES. THE DISTRIBUTION TO NATIONAL PHILANTHROPIC TRUST WILL ACCOMPLISH THE PURPOSES DESCRIBED IN INTERNAL REVENUE CODE SECTION 170(C)(2)(B).

SCHWAB CHARITABLE FUND

SCHWAB CHARITABLE FUND IS A 501(C)(3) AND 509(A)(1) PUBLIC CHARITY ORGANIZED AND OPERATED TO MAKE DONATIONS EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES. THE DISQUALIFIED PERSONS HAVE ONLY ADVISORY PRIVILEGES AND DO NOT HAVE LEGAL OWNERSHIP OF THE DONOR-ADVISED FUND ASSETS. ANY GRANTS RECOMMENDED BY A DISQUALIFIED PERSON OF THE CARL VICTOR PAGE MEMORIAL FOUNDATION FROM THE DONOR-ADVISED FUND WILL BE MADE ONLY UPON APPROVAL BY SCHWAB CHARITABLE FUND AND THEN ONLY TO QUALIFIED NON-PROFITS WHICH ARE ALSO 501(C)(3) OR 509(A)(1) OR (2) PUBLIC CHARITIES. THE DISTRIBUTION TO SCHWAB CHARITABLE FUND WILL ACCOMPLISH THE PURPOSES DESCRIBED IN INTERNAL REVENUE CODE SECTION 170(C)(2)(B).

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
LAWRENCE PAGE 2200 GENG ROAD, SUITE 100 PALO ALTO, CA 94303	DIRECTOR, CHAIRMAN & PRESIDENT .25	0.	0.	0.
LUCINDA SOUTHWORTH 2200 GENG ROAD, SUITE 100 PALO ALTO, CA 94303	DIRECTOR & CFO .25	0.	0.	0.
P.WAYNE OSBORNE 2200 GENG ROAD, SUITE 100 PALO ALTO, CA 94303	SECRETARY .50	0.	0.	0.
JAMES GREER 2200 GENG ROAD, SUITE 100 PALO ALTO, CA 94303	AUDIT COMMITTEE .50	0.	0.	0.
GRAND TOTALS		0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 19

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
CTC MYCFO, LLC 2200 GENG ROAD, SUITE 100 PALO ALTO, CA 94303	TAX, ACCTG & INV MGT	473,886.
RIVER ROAD ASSET MANAGEMENT LLC 462 SOUTH FOURTH STREET SUITE 1600 LOUISVILLE, KY 40202	INVESTMENT MGMT	111,948.
VULCAN VALUE PARTNERS, LLC 3500 BLUE LAKE DRIVE, SUITE 400 BIRMINGHAM, AL 35243	INVESTMENT MGMT	149,500.
STATE STREET P.O. BOX 710 SOUTH WINDSOR, CT 06074-0710	INVESTMENT MGMT	222,531.
APERIO GROUP, LLC 3 HARBOR DR. #315 SAUSALITO, CA 94965	INVESTMENT MGMT	323,796.
TOTAL COMPENSATION		<u>1,281,661.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 20

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SCHWAB CHARITABLE FUND 211 MAIN STREET, FLOOR 10 SAN FRANCISCO, CA 94105	PC		GENERAL CHARITABLE PURPOSE	80,000,000.
NATIONAL PHILANTHROPIC TRUST 165 TOWNSHIP LINE ROAD SUITE 1200 JENKINTOWN, PA 19046	PC		GENERAL CHARITABLE PURPOSE	80,001,894.
AMERICAN CANCER SOCIETY 3333 WILSHIRE BLVD. #900 LOS ANGELES, CA 90010-4120	PC		GENERAL CHARITABLE PURPOSE	1,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW SUITE 300 WASHINGTON, DC 20036	PC		GENERAL CHARITABLE PURPOSE	97,896.
NATIONAL PHILANTHROPIC TRUST 165 TOWNSHIP LINE ROAD SUITE 1200 JENKINTOWN, PA 19046	PC		GENERAL CHARITABLE PURPOSE	20,814,202.
TOTAL CONTRIBUTIONS PAID				180,914,982.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 21

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER LOSS	900099		19	-72,669.	
FOREIGN EXCHANGE	900099		18	-4,524.	
SUBPART F INCOME	900099		19	757,693.	
SECTION 988 GAIN/LOSS	900099		18	76,452.	
PFIC INCOME	900099		19	75,300.	
ORDINARY INCOME	900099	-71,358.	19	272,178.	
ROYALTIES	900099		15	1,810.	
STATE TAX REFUND	900099		01	17,670.	
FEDERAL INCOME TAX REFUND	900099		01	47,454.	
TAX EXEMPT INCOME	900099		14	4,479.	

TOTALS

-71,358.1,175,843.