

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

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
 ▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2017
Open to Public Inspection

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

Name of foundation MICHAEL MASON FOUNDATION		A Employer identification number 20-2677103	
Number and street (or P O box number if mail is not delivered to street address) 171 PIER AVENUE 160		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code SANTA MONICA, CA 90405		B Telephone number (see instructions)	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 255,486		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	7,973	7,973	7,973	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	18,959			
	b Gross sales price for all assets on line 6a 109,944				
	7 Capital gain net income (from Part IV, line 2)		18,959		
	8 Net short-term capital gain			134	
	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)					
12 Total. Add lines 1 through 11	26,932	26,932	8,107		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,590	795		795
	c Other professional fees (attach schedule)	2,644	1,322		1,322
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	382	191		191
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	15	8		7
	24 Total operating and administrative expenses. Add lines 13 through 23	4,631	2,316		2,315
	25 Contributions, gifts, grants paid	7,750			7,750
26 Total expenses and disbursements. Add lines 24 and 25	12,381	2,316		10,065	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	14,551				
b Net investment income (if negative, enter -0-)		24,616			
c Adjusted net income (if negative, enter -0-)			8,107		

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		6,970		
	2 Savings and temporary cash investments				
	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 (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)	178,307	184,825	211,275	
	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)	42,112	43,658	44,211	
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	1,714				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	222,133	235,453	255,486		
Liabilities	17 Accounts payable and accrued expenses	2,412	1,181		
	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)	2,412	1,181		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	219,721	234,272		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see instructions)	219,721	234,272			
31 Total liabilities and net assets/fund balances (see instructions) .	222,133	235,453			

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	219,721
2 Enter amount from Part I, line 27a	2	14,551
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	234,272
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	234,272

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 See Additional Data Table				
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 See Additional Data Table				
b				
c				
d				
e				
(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
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a See Additional Data Table				
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 18,959
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		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		3 134

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	11,318	220,814	0 05126
2015	12,882	237,521	0 05424
2014	9,915	247,152	0 04012
2013	10,179	227,749	0 04469
2012	10,643	208,351	0 05108
2 Total of line 1, column (d)			2 0 241384
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 048277
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 247,839
5 Multiply line 4 by line 3			5 11,965
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 246
7 Add lines 5 and 6			7 12,211
8 Enter qualifying distributions from Part XII, line 4			8 10,065

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

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

Table with 11 rows for excise tax calculations. Includes questions about exempt foundations, domestic foundations, and tax due. Total amount owed is 246, and amount overpaid is 246.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of JENNIFER WALTZER Telephone no
Located at 171 PIER AVENUE 160 SANTA MONICA CA ZIP+4 90405
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
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.
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?
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 20, 20, 20, 20
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)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	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. ▶		5b	No
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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	Title, and average hours per week (b) 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. ▶

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
NONE		

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

1	Expenses
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

1	Amount
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 ▶

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	245,376
b	Average of monthly cash balances.	1b	6,237
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	251,613
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	
3	Subtract line 2 from line 1d.	3	251,613
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,774
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	247,839
6	Minimum investment return. Enter 5% of line 5.	6	12,392

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	12,392
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	492
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	492
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	11,900
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	11,900
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	11,900

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	10,065
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	10,065
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	10,065

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				11,900
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			9,348	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>10,065</u>				
a Applied to 2016, but not more than line 2a			9,348	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				717
e Remaining amount distributed out of corpus				
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				
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				11,183
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				
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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

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

Part XV

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))
JEAN MASON

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

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

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

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

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	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 <i>Paid during the year</i> LOS ANGELES SCIENCE FANTASY SOCIETY 6012 TYRONE AVE VAN NUYS, CA 91401	NONE	PC	TO PROMOTE READING	2,250
A WINDOW BETWEEN WORLDS 710 4TH AVENUE SUITE 5 VENICE, CA 90291	NONE	PC	DOMESTIC VIOLENCE	2,250
SOS MENTOR 23622 CALABASAS ROAD 146 CALABASAS, CA 91302	NONE	PC	MOTIVATE YOUTH TO MAKE HEALTHY EATING CHOICES	2,250
SCIENCE FICTION OUTREACH PROJECT 7665 N SHERIDAN ROAD 1A CHICAGO, IL 60626	NONE	PC	PROMOTE READING OF SCIENCE FICTION	1,000
Total			▶ 3a	7,750
b <i>Approved for future payment</i>				
Total			▶ 3b	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
27 ENDURANCE SPECIALTY HOLDINGS LTD COM USD	P	2013-12-09	2017-03-29
183 983 FID INTERMEDIATE BOND FUND FTHR	P	2005-12-28	2017-07-26
615 205 FIDELITY HIGH INCOME, SPHIX	P	2013-12-11	2017-07-26
165 ALLIANZ SE ADR EACHREP 1/10 ORD SH AZSEY	P	2013-01-20	2017-12-13
17 APPLE INC	P	2013-12-06	2017-12-13
35 ESTEE LAUDER COMPANIES INC CL A EL	P	2013-12-10	2017-12-13
60 GROUP TELEVISA SA SPON ADR REP ORD TV	P	2013-12-17	2017-07-26
45 INTERNATIONAL HOTELS GROUP SPON ADRE E I	P	2014-05-12	2017-07-26
32 ISHARES IBOX INVESTMENT GRADE CORP LQD	P	2013-12-06	2017-07-26
11 MERCADOLIBRE INC MELI	P	2013-12-06	2017-07-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,511		1,684	827
2,007		1,896	111
5,543		5,764	-221
3,680		2,860	820
2,734		1,380	1,354
3,802		2,588	1,214
1,601		1,754	-153
2,556		2,286	270
3,867		3,633	234
3,102		1,178	1,924

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			827
			111
			-221
			820
			1,354
			1,214
			-153
			270
			234
			1,924

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
32 RYANAIR HOLDINGS PLCADR EACH REPR 5 ORD	P	2016-07-06	2017-07-26
60 SONY CORP SPON ADR EACH REPR I ORD SNE	P	2013-12-06	2017-07-26
14 TOYOTA MOTOR CORP SPADR REP2COM TM	P	2013-12-06	2017-07-26
27 VERIZON COMMUNICATIONS, VZ	P	2014-02-24	2017-07-26
245 BANCO SANTANDER SA ADR EACH 1 REPR 1 ORD	P	2015-05-11	2017-07-27
10 CHUBB LIMITED COM NPV ISIN #CH0044328745	P	2013-12-06	2017-07-27
40 JACOBS ENGR GROUP INC DEL COM JEC	P	2013-12-09	2017-07-27
65 MATERION CORP COM MTRN	P	2013-12-06	2017-07-27
55 51JOB INC SP ADR REPCOM JOBS	P	2016-07-13	2017-07-27
94 SUNPOWER CORP COM SPWR	P	2016-07-07	2017-08-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,689		2,211	1,478
2,428		1,095	1,333
1,541		1,733	-192
1,195		1,248	-53
1,634		2,109	-475
1,431		1,019	412
2,108		2,349	-241
2,526		1,837	689
2,600		1,773	827
874		1,374	-500

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,478
			1,333
			-192
			-53
			-475
			412
			-241
			689
			827
			-500

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
159 142 FIDELITY CONVERTIBLES SECURITIES FCVFX	P	2016-07-22	2017-12-13
40 ABBVIE INC COM USD0 001 ABBV	P	2016-07-11	2017-12-13
24 ADOBE SYS INC ADBE	P	2016-07-11	2017-12-13
2 ALPHABET INC CAP STKCL C GOOG	P	2016-07-07	2017-12-13
120 CIELO SA SPON ADR EACH REP 1 ORD SHS CIO	P	2016-07-06	2017-12-13
20 CITIGROUP INC COM NEW C	P	2016-07-13	2017-12-13
24 DISNEY WALT CO DIS	P	2016-07-06	2017-12-13
30 EXELON CORP EXC	P	2017-08-02	2017-12-13
21 933 FIDELITY CONVERTIBLES SECURITIES FCVFX	P	2017-07-31	2017-12-13
36 FIRSTENERGY CORP FE	P	2016-07-07	2017-12-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,537		4,945	-408
3,893		2,604	1,289
4,237		2,350	1,887
2,075		1,398	677
846		1,011	-165
1,509		872	637
2,577		2,373	204
1,234		1,157	77
625		615	10
1,171		1,281	-110

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-408
			1,289
			1,887
			677
			-165
			637
			204
			77
			10
			-110

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
24 ILLINOIS TOOL WORKS ITW	P	2016-07-12	2017-12-13
80 INTEL CORP INTC	P	2013-12-10	2017-12-13
75 ISHARES TR MTG REL ETF NEW REM	P	2013-12-06	2017-12-13
110 ISHARES TR S&P US PFD STK PFF	P	2013-12-10	2017-12-13
375 MITSUBISHI UF J FINL GROUP INC SPONSORED	P	2013-12-06	2017-12-13
30 MORGAN STANLEY MS	P	2016-07-11	2017-12-13
42 STARBUCKS CORP COM USDO 001 SBUX	P	2016-07-11	2017-12-13
136 SUBARU CO LTD UNSPONADR EACH REP 0 5 ORD	P	2016-07-06	2017-12-13
17 VANGUARD INDEX FDS VANGUARD REIT ETF FOR	P	2013-12-06	2017-12-13
30 VANGUARD INDEX FDS VANGUARD REIT ETF FOR	P	2017-07-28	2017-12-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,952		2,660	1,292
3,472		1,994	1,478
3,494		3,070	424
4,203		4,130	73
2,730		2,410	320
1,598		801	797
2,499		2,385	114
2,219		2,235	-16
1,438		1,058	380
2,538		2,520	18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,292
			1,478
			424
			73
			320
			797
			114
			-16
			380
			18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
135 VODACOM GROUP LTD-SPADR VDMCY	P	2016-07-06	2017-12-13
152 AVIVA SPON ADR EA REPR 2 ORD SHS AVVIY	P	2016-07-06	2017-12-14
75 TEVA PHARMACEUTICAL INDUSTRIES SPON ADR T	P	2013-12-06	2017-12-14
0 000 BANCO SANTANDER SA ADR EACH 1 REPR 1 ORD	P	2017-08-02	2017-08-02
50 CSX CORP CSX	P	2016-07-11	2017-12-13
0 000 FIDELITY FLOATING RATE HIGH INCOME	P	2017-07-01	2017-12-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,377		1,552	-175
2,071		1,443	628
1,296		3,007	-1,711
26			26
2,895		1,343	1,552
3			3

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-175
			628
			-1,711
			26
			1,552
			3

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JENNIFER WALTZER 171 PIER AVENUE 160 SANTA MONICA, CA 90405	Chair/PRESIDENT 0 00	0		
JEAN MASON 171 PIER AVENUE 160 SANTA MONICA, CA 90405	SCRTRY/TREASUR 0 00	0		
CONNIE SEIDMAN 171 PIER AVENUE 160 SANTA MONICA, CA 90405	Director 0 00	0		
TADAO TOMOMATSU 171 PIER AVENUE 160 SANTA MONICA, CA 90405	Director 0 00	0		
CHRISTIAN MCGUIRE 171 PIER AVENUE 160 SANTA MONICA, CA 90405	Director 0 00	0		

TY 2017 Accounting Fees Schedule**Name:** MICHAEL MASON FOUNDATION**EIN:** 20-2677103**Software ID:** 17005038**Software Version:** 2017v2.2**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,590	795	0	795

TY 2017 Investments Corporate Stock Schedule**Name:** MICHAEL MASON FOUNDATION**EIN:** 20-2677103**Software ID:** 17005038**Software Version:** 2017v2.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
23 ACCENTURE PLC CLS A USD (ACN)	1,757	3,521
24 CUBB LIMITED COMPANY	2,447	3,507
18 APPLE INC (AAPL)	1,461	3,046
50 BAKER HUGHES A GE CO CL A (BHGE)	2,718	1,582
145 BARCLAYS ADR-EACH CV (BCS)	2,541	1,581
60 CHICAGO BRIDGE & IRON CO NV (CBI)	3,114	968
240 LG DISPLAY CO LTD ADR EA REP (LPL)	2,827	3,302
5 ESTEE LAUDER COMPANYIES INC (EL)	370	636
26 LUXOTTICA GROUP ADR-EACH CNV (LUX)	1,315	1,597
8 MERCADOLIBRE INC (MELI)	857	2,517
38 POSCO ADR EACH REP 1/4 ORD (BNY)(PKX)	3,047	2,969
50 RIO TINTO ADR EACH REP 1 ORD (RIO)	2,719	2,647
25 SAP SE SPON ADR	2,067	2,809
60 SONY CORP ADR-EACH CNV INTO (SNE)	1,095	2,697
57 VODAFONE GROUP SPON ADR (VOD)	3,973	1,818
65 FUJITSU ADR-EACH CNV INTO 5 ORD NPV	2,097	2,316
208 CK HUTCHISON HOLDINGS LIMITED	2,308	2,611
80 AXA ADS-EACH REP 1 ORD EUR2.29	1,481	2,376
11 BAIDU INC SPON ADR REP A	1,784	2,576
27 CHINA MOBILE LTD SPON ADR REP 5 ORD	1,530	1,365
65 MAGNA INTL INC COM ISIN #CA5592224011	2,205	3,684
60 NOVO-NORDISK A S ADR	3,153	3,220
30 NXP SEMICONDUCTORS N V	2,298	3,513
25 ORIX CORPORATION SPON ADR EACH REP	1,582	2,120
36 SIEMENS A G SPONSORED ADR	1,779	2,510
80 SWISS RE LTD SPONSORED ADR	1,670	1,873
65 TAIWAN SEMICONDUCTOR MFG LTD	1,715	2,577
96 TORY INDS INC ADR AVERAGE PRICE	1,683	1,811
28 TOTAL S A SPONSORED ADR	1,328	1,548
28 VALERO ENERGY CORP	1,372	2,573

Name of Stock	End of Year Book Value	End of Year Fair Market Value
28 VISA INC	2,103	3,193
70 WAL-MART DE MEXICO SAB DE CV ADR	1,611	1,725
24 WPP PLC AMERICAN DEPOSITARY SHS	2,539	2,173
2 ALPHABET INC CAP STK CL C	1,398	2,093
38 DBS GROUP HLDGS LTD SPONSORED ADR	1,781	2,826
432 FIRST TR MLP & ENERGY INCOME COM	6,334	6,761
45 KAO CORP SPONSORED ADR	2,643	3,044
45 TRANSCANADA CORPORATION COM NPV	2,094	2,189
25 ANADARKO PETE CORP	1,413	1,341
6 BLACKROCK INC	2,100	3,082
50 C S X CORP	1,343	2,751
26 CVS HEALTH CORP COM	2,540	1,885
32 DANAHER CORP COM USD0.01	2,585	2,970
22 DIAGEO ADR EACH REPR 4 ORD	2,521	3,213
16 FEDEX CORP COM	2,533	3,993
13 MCKESSON CORP	2,532	2,027
50 MORGAN STANLEY	1,336	2,624
15 PPG INDUSTRIES	1,617	1,752
17 UNITEDHEALTH GROUP	2,411	3,748
45 WELLS FARGO & CO NEW	2,187	2,730
16 COSTCO WHOLESALE CORP	2,685	2,978
78 ROCHE HLDG LTD SPONSORED ADR	2,543	2,466
14 CHEVRON CORP NEW COM	1,510	1,753
30 CITIGROUP INC COM NEW	1,309	2,232
150 FLEX LTD COM USD0.01	1,913	2,699
100 INFOSYS LTD SPONSORED ADR	1,770	1,622
178 BANK RAKYAT INDONESIA UNSP ADR	1,959	2,388
34 ADIENT PLC COM USD0.001	2,287	2,676
10 EVERESTRE GROUP LTD COM	2,176	2,213
44 AERCAP HOLDINGS NV EURO0.001	2,302	2,315

Name of Stock	End of Year Book Value	End of Year Fair Market Value
20 ROYAL CARIBBEAN CRUISES COM	2,448	2,386
50 APPLIED MATERIALS INC	2,655	2,556
70 BP PLC SPONSORED ADR	2,440	2,942
65 BNP PARIBAS SPONSORED ADR	2,480	2,429
21 CELGENE CORP	2,277	2,192
34 COGNIZANT TECH SOLUTIONS CORP	2,424	2,415
44 COMCAST CORP NEW CL A	1,714	1,762
60 CTRIP.COM INTERNATIONAL LTD	3,225	2,646
26 EDISON INTL	1,822	1,644
65 GENERAL MTRS CO COM	2,324	2,664
58 GLAXOSMITHKLINE ADR EACH CNV INTO 2	2,070	2,057
32 HITACHI LTD ADR 10 COM	2,387	2,494
20 HONEYWELL INTL INC	3,076	3,067
40 INTL PAPER CO	2,231	2,318
26 JPMORGAN CHASE & CO	2,407	2,780
200 JULIUS BEAR GROUP LTD ADR	2,224	2,446
60 KONINKLIJKE PHILIPS N V NY REG SH NEW	2,282	2,268
138 NEW CORP NEW COM USD0.01 CL B	2,037	2,291
40 PACCAR INC	2,807	2,843
14 SHIRE PLC SPONSORED ADR	2,368	2,172
70 SMURFIT KAPPA GROUP PLC UNSP ADR EA	2,134	2,370
70 SUNCOR ENERGY COM NPV NEW	2,210	2,570
109 WEST JET AIRLINES VAR VTG&VTG SHS	2,091	2,293
168 ANNALY CAP MGMT INC FXD FLT 22	4,324	4,338

TY 2017 Investments - Other Schedule**Name:** MICHAEL MASON FOUNDATION**EIN:** 20-2677103**Software ID:** 17005038**Software Version:** 2017v2.2**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
25 VANGUARD INDEX FDS VANGUARD REIT ETF	AT COST	1,572	2,075
350.077 FIDELITY HIGH INCOME (SPHIX)	AT COST	3,250	3,137
652.620 RAYDEN EMERG MARKETS	AT COST	8,786	9,293
656.609 FIDELITY FLOATING RATE HIGHT INC	AT COST	6,461	6,317
27 VORNADO RLTY TR	AT COST	2,093	2,111
331.992 FIDELITY MORTGAGE SEDCURITIES	AT COST	3,748	3,708
344.813 AB HIGH INCOME ADVISOR	AT COST	3,082	3,045
6 ISHARES TR JP MOR EM MK ETF	AT COST	691	697
24 ISHARES TR MBS ETF	AT COST	2,565	2,558
242 POWERSHARES EXCH TRADED FD TST II VA	AT COST	6,270	6,210
100 SPDR SERIES TRUST BLMBRG BRC CNVRT	AT COST	5,140	5,060

TY 2017 Other Expenses Schedule**Name:** MICHAEL MASON FOUNDATION**EIN:** 20-2677103**Software ID:** 17005038**Software Version:** 2017v2.2**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
POSTAGE & MISC EXP	15	8		7

TY 2017 Other Professional Fees Schedule**Name:** MICHAEL MASON FOUNDATION**EIN:** 20-2677103**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISOR FEE	2,644	1,322	0	1,322

TY 2017 Taxes Schedule**Name:** MICHAEL MASON FOUNDATION**EIN:** 20-2677103**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	372	186		186
FTB FILING FEE	10	5		5