

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 Winifred Johnson Clive Foundation		A Employer identification number 25-6277031
Number and street (or P O box number if mail is not delivered to street address) 1660 Bush Street	Room/suite	B Telephone number (see instructions) (415) 561-6540
City or town, state or province, country, and ZIP or foreign postal code San Francisco, CA 94109		C If exemption application is pending, check here <input type="checkbox"/>
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 19,435,305	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>Modified Cash</u> (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	151,529	151,529		
	4 Dividends and interest from securities	278,520	278,520		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	757,374			
	b Gross sales price for all assets on line 6a	2,824,855			
	7 Capital gain net income (from Part IV, line 2)		754,558		
	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)	10,092	2,137			
12 Total. Add lines 1 through 11	1,197,515	1,186,744			
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)	6,895			6,895
	c Other professional fees (attach schedule)	159,867	78,745		81,122
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	18,500			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	53,513			53,513
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,060			1,060
	24 Total operating and administrative expenses. Add lines 13 through 23	239,835	78,745		142,590
	25 Contributions, gifts, grants paid	650,418			650,418
26 Total expenses and disbursements. Add lines 24 and 25	890,253	78,745		793,008	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	307,262				
b Net investment income (if negative, enter -0-)		1,107,999			
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	145,647	229,524	229,524
	2 Savings and temporary cash investments	792,964	536,641	536,641
	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	2,081	1,933	1,933
	10a Investments—U S and state government obligations (attach schedule)	695,844	1,140,641	1,140,641
	b Investments—corporate stock (attach schedule)	11,198,134	11,885,208	11,885,208
	c Investments—corporate bonds (attach schedule)	4,240,808	4,680,213	4,680,213
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,036,408	798,495	798,495
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	162,650	162,650	162,650	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	18,274,536	19,435,305	19,435,305	
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	
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	18,274,536	19,435,305	
	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)	18,274,536	19,435,305		
31 Total liabilities and net assets/fund balances (see instructions) .	18,274,536	19,435,305		

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	18,274,536
2 Enter amount from Part I, line 27a	2	307,262
3 Other increases not included in line 2 (itemize) ▶ _____	3	853,507
4 Add lines 1, 2, and 3	4	19,435,305
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	19,435,305

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)
1 a Sale of Publicly Traded Securities		P	2000-01-01	2017-12-31
b Sale of Partnership Interests		D	2000-01-01	2017-01-01
c Sale of Psp Interests Reported on 990-T		D	2000-01-01	2017-01-01
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 2,822,039		2,067,481	754,558	
b 2,816			2,816	
c		2,816	-2,816	
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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a			754,558	
b			2,816	
c			-2,816	
d				
e				
2 Capital gain net income or (net capital loss)			2	754,558
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				

Part V Qualification Under Section 4940(e) for 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	164,500	26,549,876	0 00620
2015	1,069,663	17,846,175	0 05994
2014	973,360	17,919,011	0 05432
2013	986,212	18,084,060	0 05454
2012	789,942	16,940,598	0 04663
2 Total of line 1, column (d)			2 0 221619
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 044324
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 18,544,351
5 Multiply line 4 by line 3			5 821,960
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 11,080
7 Add lines 5 and 6			7 833,040
8 Enter qualifying distributions from Part XII, line 4			8 793,008

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	22,160
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	22,160
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	22,160
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	25,852
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	38,352
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> 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	16,192
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 16,192 Refunded ▶	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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA, FL _____		
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? <i>If "No," attach explanation</i> .	8b	Yes
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 taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	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 http://www.wjclivefoundation.org
14 The books are in care of Pacific Foundation Svcs LLC Telephone no (415) 561-6540
Located at 1660 Bush Street Ste 300 San Francisco CA ZIP+4 941095308
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

	Expenses
1	
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	
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	17,730,036
b	Average of monthly cash balances.	1b	1,065,716
c	Fair market value of all other assets (see instructions).	1c	31,000
d	Total (add lines 1a, b, and c).	1d	18,826,752
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	18,826,752
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	282,401
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	18,544,351
6	Minimum investment return. Enter 5% of line 5.	6	927,218

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	927,218
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	22,160
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	22,160
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	905,058
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	905,058
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	905,058

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	793,008
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	793,008
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	793,008

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				905,058
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
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.			18,635	
e From 2016.			53,015	
f Total of lines 3a through e.	71,650			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>793,008</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).	0			
d Applied to 2017 distributable amount.				793,008
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))	71,650			71,650
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				40,400
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

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

1 Information Regarding Foundation Managers:

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

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> See Additional Data Table				
Total ▶ 3a				650,418
b <i>Approved for future payment</i>				
Total ▶ 3b				

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
Grace J Perkins 1660 Bush St Ste 300 San Francisco, CA 941095308	Trustee 5 00	0		
Lisa J Lunday 1660 Bush St Ste 300 San Francisco, CA 941095308	Sec'y/Trustee 5 00	0		
Winifred J Sharp 1660 Bush St Ste 300 San Francisco, CA 941095308	Trustee 5 00	0		
Stephanie P Johnson 1660 Bush St Ste 300 San Francisco, CA 941095308	Trustee 5 00	0		
Elizabeth Stewart 1660 Bush St Ste 300 San Francisco, CA 941095308	Trustee 5 00	0		
Jonathan C Perkins 1660 Bush St Ste 300 San Francisco, CA 941095308	Tres/Trustee 5 00	0		
Steger Johnson 1660 Bush St Ste 300 San Francisco, CA 941095308	Chair 5 00	0		
Jennifer Thielhelm 1660 Bush St Ste 300 San Francisco, CA 941095308	Trustee 5 00	0		
Ashley Johnson 1660 Bush St Ste 300 San Francisco, CA 941095308	Associate Ttee 5 00	0		

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Orlando Museum of Art Inc 2416 N Mills Avenue Orlando, FL 32803	N/A	PC	Arts Education Programming	13,500
Central Christian Church 250 SW Ivanhoe Blvd Orlando, FL 32804	N/A	PC	Arts Outreach and Marketing	31,768
Ctr fr Orangutan Chimpanzee Consvrt PO Box 488 Wauchula, FL 33873	N/A	PC	Chimpanzee Nighthouse & Aerial Trailway Connecting Chutes	12,500
Total			▶	650,418
3a				

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

Recipient	If recipient is an individual, 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>				
A Gift for Teaching Inc 6501 Magic Way Bldg 400 C Orlando, FL 32908	N/A	PC	School SmARTS and A Gift For Music after-school program	15,000
Rollins College1000 Holt Avenue - 2765 Winter Park, FL 32789	N/A	PC	Cornell Fine Arts Museum Outreach Program to Underserved Central Florida Middle and High Schools	16,000
Medicine Horse CenterPO Box 1074 Mancos, CO 81328	N/A	PC	AWARE & AWARE on the Move!	35,000
Total ▶ 3a				650,418

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Bach Festival Sociey of Winter Park 1000 Holt Ave 2763 Winter Park, FL 32789	N/A	PC	Building New Audiences Expanded Programs for the 82nd Annual Bach Festival	12,000
Medicine Horse CenterPO Box 1074 Mancos, CO 81328	N/A	PC	AWARE & Marketing/Advertising	7,500
Oakland Nature PreservePO Box 841 Oakland, FL 34760	N/A	PC	Environmental Education Programs at Oakland Nature Preserve	20,000
Total ▶ 3a				650,418

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Dr Phillips Center for Performing A 155 E Anderson Street Orlando, FL 32801	N/A	PC	Capital Campaign	50,000
WildCare76 Albert Park Lane San Rafael, CA 94939	N/A	PC	Capital Campaign	25,000
Central Florida Community Arts Inc PO Box 720517 Orlando, FL 32872	N/A	PC	CFCArts Youth Arts Education	25,000
Total ▶ 3a				650,418

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Corporation of the Fine Arts Museum 50 Hagiwara Tea Garden Drive San Francisco, CA 94118	N/A	PC	Past and Present Building Museum Literacy at the Legion of Honor	15,000
Peer Health Exchange 55 Exchange Place 405 New York, NY 10005	N/A	PC	Sustaining School Based Health Center Tours	15,000
Reading Partners 499 Seventh Ave 20th Floor New York, NY 10018	N/A	PC	Launch of TRS (The Registration System)	15,000
Total 3a				650,418

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Slide Ranch 2025 Shoreline Highway Muir Beach, CA 94965	N/A	PC	MVP Deepening Impact of Slide Ranch Nature Education Through Multi-Visit Programming and Expanded Curriculum	12,500
Edgewood Center For Children Famili 957 Industrial Rd San Carlos, CA 94070	N/A	PC	Expressive Arts Program	10,000
Feelosopher's Path 128 13th Ave San Mateo, CA 94402	N/A	PC	Enrichment Program kids ages 8-13	1,800
Total 3a				650,418

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
San Francisco SPCA201 Alabama Street San Francisco, CA 94103	N/A	PC	AAT@Home (formerly Peer to Peer)	12,000
The Hub on Canal Inc132 Canal St New Smyrna Beach, FL 32168	N/A	PC	The Hub for Kids	18,550
Winter Park Day Nursery 741 S Pennsylvania Ave Winter Park, FL 32789	N/A	PC	Expand & Integrate Stem-Learning into Preschool Curriculum	14,000
Total ▶				650,418
3a				

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

Recipient	If recipient is an individual, 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>				
Atlantic Center for the Arts 1414 Art Center Ave New Smyrna Beach, FL 32168	N/A	PC	ACA Arts and Wellness Program	12,500
Peninsula Bridge Program PO Box 963 Menlo Park, CA 94026	N/A	PC	Social Emotional Learning Skill (SEL) Development	10,000
Reading Partners 499 Seventh Ave 20th Floor Rohnert Park, CA 94928	N/A	PC	Tutor Engagement Project	10,000
Total 3a				650,418

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Root Division 1131 Mission St San Francisco, CA 94103	N/A	PC	Youth Education Program	10,000
Sunrise Horse Rescue PO Box 143 St Helena, CA 94574	N/A	PC	Emergency Funding	40,000
Willowtail Springs Nature Preserve PO Box 89 Mancos, CO 81328	N/A	PC	Residencies Integrating the Arts and Natural Sciences	13,800
Total 3a				650,418

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Heart to Heart 3586 Aloma Ave Suite 10 Winte Park, FL 32792	N/A	PC	Heart to Heart Assistance	30,000
Orlando Ballet Inc 3751 Maguire Blvd Suite 11 Orlando, FL 32803	N/A	PC	Live Music Family Magic at the Ballet	15,000
San Francisco SPCA 201 Alabama Street San Francisco, CA 94103	N/A	PC	MESCAAT	4,000
Total ▶				650,418
3a				

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

Recipient	If recipient is an individual, 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>				
A Gift for Teaching Inc 6501 Magic Way Bldg 400 C Orlando, FL 32908	N/A	PC	School SmARTS and A Gift For Music after-school program	11,500
Huckleberry Youth Programs Inc 3310 Geary Blvd San Francisco, CA 94118	N/A	PC	Project READY (Reconnecting, Educating, Achieving Dreams for Youth)	23,000
Giving Alt Learners Uplifting Opp I 540 President Street 3rd FL Brooklyn, NY 11215	N/A	PC	Therapeutic Riding Fee Waivers for Children with Disabilities from Low-Income Families	25,000
Total ▶ 3a				650,418

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Heart to Heart 3586 Aloma Ave Suite 10 Winte Park, FL 32792	N/A	PC	Heart to Heart Assistance	5,000
Randall Museum Friends 199 Museum Way San Francisco, CA 94114	N/A	PC	Interactive Study Station	12,500
Muttville PO Box 410207 San Francisco, CA 94141	N/A	PC	Seniors for Seniors	24,000
Total ▶ 3a				650,418

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
San Francisco SPCA201 Alabama Street San Francisco, CA 94103	N/A	PC	MESCAAT	4,000
World Tang Soo Do Association 110 Athletes Row 140 Apopka, FL 32703	N/A	PC	CFTSD Opportunity Assistance	15,000
Opera Orlando IncPO Box 33974 Orlando, FL 34787	N/A	PC	Amahl and the Night Visitors performances for Children	8,000
Total ▶				650,418
3a				

TY 2017 Accounting Fees Schedule**Name:** Winifred Johnson Clive Foundation**EIN:** 25-6277031**Software ID:** 17005038**Software Version:** 2017v2.2**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	6,895	0	0	6,895

TY 2017 Investments Corporate Bonds Schedule

Name: Winifred Johnson Clive Foundation

EIN: 25-6277031

Software ID: 17005038

Software Version: 2017v2.2

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Berkshire Hathaway 1.55% Due 02/09/18	249,944	249,944
Accrued Interest Income	40,402	40,402
John Deere 1.95% Due 03/04/19	393,756	393,756
Philip Morris 1.875% Due 01/15/19	498,890	498,890
Union Pacific Co 2.25% Due 02/15/19	400,642	400,642
Wells Fargo 5.75% Due 02/01/18	105,314	105,314
Amazon Com Inc. 2.6% Due 12/05/19	202,050	202,050
Amgen Incorporate 4.5% Due 03/15/20	260,964	260,964
Conoco Phillips 2.875% Due 11/15/21	136,013	136,013
CR Bard Inc 4.4% Due 01/15/21	260,408	260,408
Pepsico Inc 3.125% Due 11/01/20	256,032	256,032
Wells Fargo 2.15% Due 01/30/20	199,559	199,559
BP Capital Mkt P 4.5% Due 10/01/20	211,309	211,309
BP Capital Mkt 4.742% Due 3/11/21	107,035	107,035
Starbucks Corp 2% Due 12/05/18	100,006	100,006
Coca Cola Co 2.45% Due 11/01/20	251,640	251,640
VF Corporation 3.5% Due 9/1/21	77,223	77,223
Apple Inc 2.5% Due 02/09/22	190,184	190,184
Gilead Sciences 1.95% Due 03/01/22	244,162	244,162
Apple Inc 2.4% Due 05/03/23	494,680	494,680

TY 2017 Investments Corporate Stock Schedule**Name:** Winifred Johnson Clive Foundation**EIN:** 25-6277031**Software ID:** 17005038**Software Version:** 2017v2.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Bristol-Myers Squibb, 7,000 Sh	428,960	428,960
Abbott Laboratories, 8,800 Sh	502,216	502,216
Verizon Communications, 8,750 Sh	463,138	463,138
Reliance Stl & Aluminum, 3,750 Sh	321,712	321,712
Fiserv Inc, 3,375 Sh	442,564	442,564
Simpson Manufacturing Co, 9,700 Sh	556,877	556,877
Amgen Inc, 1,575 Sh	273,892	273,892
Aptargroup Inc, 6,120 Sh	528,034	528,034
Blair Strip Steel, 5 Sh	31,000	31,000
ConocoPhillips 3,600 Sh	197,604	197,604
Kimberly-Clark Corp 4,100 Sh	494,706	494,706
Microsoft Corp, 7,000 Sh	598,780	598,780
Thermo Fisher Scientific, 2,785 Sh	528,816	528,816
Validus Holdings Ltd, 9,105 Sh	427,207	427,207
Johnson & Johnson, 3,230 Sh	451,296	451,296
Pepsico Inc, 4,000 Sh	479,680	479,680
Abbvie Inc, 4,125 Sh	398,929	398,929
Occidental Petrol Corp, 3,800 Sh	279,908	279,908
Schlumberger Ltd, 5,100 Sh	343,689	343,689
Trimble Navigation LTD, 10,550 Sh	428,752	428,752
Accrued Dividend Income	18,435	18,435
Stamps.com, 2,400 Sh	451,200	451,200
Visa Inc, 4,465 Sh	509,099	509,099
Alphabet Inc, 355 Sh	373,957	373,957
Fedex Corp, 2,375 Sh	592,658	592,658
Walt Disney Co, 4,950 Sh	532,175	532,175
Arthur J Gallagher & Co, 7,825 Sh	495,166	495,166
Carnival Corp, 5,400 Sh	358,397	358,397
Invesco Ltd, 10,300 Sh	376,361	376,361

TY 2017 Investments Government Obligations Schedule**Name:** Winifred Johnson Clive Foundation**EIN:** 25-6277031**Software ID:** 17005038**Software Version:** 2017v2.2**US Government Securities - End
of Year Book Value:**

1,140,641

**US Government Securities - End
of Year Fair Market Value:**

1,140,641

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2017 Investments - Other Schedule**Name:** Winifred Johnson Clive Foundation**EIN:** 25-6277031**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
HCP Inc REIT, 13,750 Sh	FMV	358,600	358,600
Wisdomtree Emerging Markets, 9,700 Sh	FMV	439,895	439,895

TY 2017 Other Assets Schedule**Name:** Winifred Johnson Clive Foundation**EIN:** 25-6277031**Software ID:** 17005038**Software Version:** 2017v2.2**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Art Work on Loan	162,650	162,650	162,650

TY 2017 Other Expenses Schedule**Name:** Winifred Johnson Clive Foundation**EIN:** 25-6277031**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
Dues & Subscriptions	950			950
Filing Fees	110			110

TY 2017 Other Income Schedule**Name:** Winifred Johnson Clive Foundation**EIN:** 25-6277031**Software ID:** 17005038**Software Version:** 2017v2.2**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	2,049	2,049	
Partnership Income	8,043	88	

TY 2017 Other Professional Fees Schedule**Name:** Winifred Johnson Clive Foundation**EIN:** 25-6277031**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Grant Administration	81,122	0	0	81,122
Investment Fees	78,745	78,745	0	0

TY 2017 Taxes Schedule**Name:** Winifred Johnson Clive Foundation**EIN:** 25-6277031**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax	18,500			