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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.
▶ Go to *www.irs.gov/Form990PF* for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

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

Name of foundation: Penney Family Fund

A Employer identification number: 94-3314431

Number and street (or P O box number if mail is not delivered to street address): 127 University Avenue — Room/suite:

B Telephone number (see instructions): (510)841-4193

City or town state or province, country, and ZIP or foreign postal code: Berkeley CA 94710

C If exemption application is pending, check here ▶ ☐

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G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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 ▶ ☐

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

03/04 04

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 7,488,080.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) (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 ▶ ☐

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)	0.			
2	Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
3	Interest on savings and temporary cash investments	25.	25.		
4	Dividends and interest from securities	98,624.	98,624.		
5a	Gross rents	0.			
b	Net rental income or (loss) 0.				
6a	Net gain or (loss) from sale of assets not on line 10	451,142			
b	Gross sales price for all assets on line 6a 2,874,986.		L-6a Stmt		
7	Capital gain net income (from Part IV, line 2)		451,143.		
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) See Stmt	0.	17,321.		
12	**Total.** Add lines 1 through 11	549,791.	567,113.		
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) L-16b Stmt	6,676.	1,669.		5,007.
c	Other professional fees (attach schedule) L-16c Stmt	133,226.	98,760.		56,230.
17	Interest				
18	Taxes (attach schedule) (see instructions) See Stmt	4,098.	3,580.		0.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	11,815.			11,815.
22	Printing and publications	229.			229.
23	Other expenses (attach schedule) See Stmt	4,347.			4,347.
24	**Total operating and administrative expenses.** Add lines 13 through 23	160,391.	104,009.		77,628.
25	Contributions, gifts, grants paid	272,000.			272,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	432,391.	104,009.		349,628.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	117,400.			
b	**Net investment income** (if negative, enter -0-)		463,104.		
c	**Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		30,838.	30,838.
	2	Savings and temporary cash investments	247,349.	189,058.	189,058.
	3	Accounts receivable ▶ 6,937.			
		Less: allowance for doubtful accounts ▶		6,937.	6,937.
	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		8,813.	8,813.
	10a	Investments—U.S. and state government obligations (attach schedule)	147,677.	362,426.	362,426.
	b	Investments—corporate stock (attach schedule)	4,984,946.	5,738,198.	5,738,198.
	c	Investments—corporate bonds (attach schedule)	784,276.	747,512.	747,512.
	11	Investments—land, buildings, and equipment, basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	469,313.	404,298.	404,298.
	14	Land, buildings, and equipment basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	6,633,561.	7,488,080.	7,488,080.
Liabilities	17	Accounts payable and accrued expenses	0.	0.	
	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	0.		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	6,633,561.	7,488,080.	
	30	**Total net assets or fund balances** (see instructions)	6,633,561.	7,488,080.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,633,561.	7,488,080.	

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	6,633,561.
2	Enter amount from Part I, line 27a	2	117,400.
3	Other increases not included in line 2 (itemize) ▶ Unrealized Gain on Publicly Traded Securities	3	728,971.
4	Add lines 1, 2, and 3	4	7,479,932.
5	Decreases not included in line 2 (itemize) ▶ Unrealized Loss on Partnerships	5	-8,148.
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,488,080.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	Sale of Public Held Securities	P	various	various
b	Mutual Fund Distributions-LT Capital Gains	P	various	various
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	2,845,599.		2,423,844.	421,755.
b	29,388.		0.	29,388.
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	0.	0.	0.	421,755.
b	0.	0.	0.	29,388.
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	451,143.
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	334,339.	6,579,392.	0.050816
2015	375,008.	7,027,568.	0.053362
2014	372,363.	7,115,349.	0.052332
2013	379,379.	6,969,599.	0.054433
2012	378,508.	6,764,162.	0.055958

2	**Total** of line 1, column (d)	2	0.266901
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	0.053380
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	7,093,714.
5	Multiply line 4 by line 3	5	378,662.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,631.
7	Add lines 5 and 6	7	383,293.
8	Enter qualifying distributions from Part XII, line 4	8	349,628.

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)		N/A
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	9,262.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	0.
3	Add lines 1 and 2	3	9,262.
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	9,262.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 8,377.		
b	Exempt foreign organizations—tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 10,000.		
d	Backup withholding erroneously withheld — 6d: 0.		
7	Total credits and payments. Add lines 6a through 6d	7	18,377.
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	9,115.
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 9,115. **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		×
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		×
	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?	1c		×
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? If "Yes," attach a detailed description of the activities.	2		×
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	3		×
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		×
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T.*	5		×
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	×	
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	7	×	
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	8b	×	
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	9		×
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		×

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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	11		×
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	12		×
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	×	

Website address ▶ N/A

14 The books are in care of ▶ Leventhal Kline Management, Inc. Telephone no. ▶ (510)841-4123
Located at ▶ 127 University Avenue Berkeley CA ZIP+4 ▶ 94710

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 |

			Yes	No
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		×
	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		×
	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		×
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 ▶ 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.)	2b		
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? ☐ 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		×
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		×

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

			Yes	No
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	**5b**		
	Organizations 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?	**6b**		X
	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?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation. 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
Sarah Malachowsky 127 University Avenue Berkeley CA 94710	President 2.00	0.	0.	0.
Jordan Keny-Guyer 127 University Avenue Berkeley CA 94710	Secretary 2.00	0.	0.	0.
Diana Trump 127 University Avenue Berkeley CA 94710	Treasuer 2.00	0.	0.	0.
See Statement	6.00	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
n/a				

Total number of other employees paid over $50,000 ▶ 0

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
Leventhal Kline Management Inc. 127 University Avenue Berkeley CA 94710	Management & Operational Services	59,583.
Total number of others receiving over $50,000 for professional services ▶		0

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 N/A	0.
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 N/A	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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	6,954,528.
b	Average of monthly cash balances		1b	238,399.
c	Fair market value of all other assets (see instructions)		1c	8,813.
d	**Total** (add lines 1a, b, and c)		1d	7,201,740.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	7,201,740.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)		4	108,026.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	7,093,714.
6	**Minimum investment return.** Enter 5% of line 5		6	354,686.

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	354,686.
2a	Tax on investment income for 2017 from Part VI, line 5	2a 9,262.		
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	9,262.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	345,424.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	345,424.
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	345,424.

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	349,628.
b	Program-related investments—total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	349,628.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	349,628.

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				345,424.
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 — 42,501.				
b	From 2013 — 41,826.				
c	From 2014 — 28,496.				
d	From 2015 — 26,635.				
e	From 2016 — 5,887.				
f	**Total** of lines 3a through e	145,345.			
4	Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 349,628.				
a	Applied to 2016, but not more than line 2a			0.	
b	Applied to undistributed income of prior years (Election required—see instructions)		0.		
c	Treated as distributions out of corpus (Election required—see instructions)	0.			
d	Applied to 2017 distributable amount				345,424.
e	Remaining amount distributed out of corpus	4,204.			
5	Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	149,549.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions		0.		
e	Undistributed income for 2016 Subtract line 4a from line 2a. Taxable amount—see instructions			0.	
f	Undistributed income for 2017 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8	Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	42,501.			
9	**Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	107,048.			
10	Analysis of line 9:				
a	Excess from 2013 — 41,826.				
b	Excess from 2014 — 28,496.				
c	Excess from 2015 — 26,635.				
d	Excess from 2016 — 5,887.				
e	Excess from 2017 — 4,204.				

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

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			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
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).)

None

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

None

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*				
Please See Attached CA 9		.	.	272,000.
Total ▶ **3a**				272,000.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	25.	
4 Dividends and interest from securities			14	98,624.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	451,143.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a Partnership Income			18	12,116.	
b Unrelated Business					
c Income-Partnership	990009	5,205.			
d					
e					
12 Subtotal Add columns (b), (d), and (e)		5,205.		561,908.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 567,113.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Brian C. Tange — 11/10/18 — Treasurer

Signature of officer or trustee — Date — Title

May the IRS discuss this return with the preparer shown below? See instructions ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Dion L Griffin, CPA		11/10/18		P01882984

Firm's name ▶ Leventhal/Kline Management Inc. — Firm's EIN ▶ 94-3292172

Firm's address ▶ 127 University Avenue, Berkeley CA 94710 — Phone no (510) 841-4123

Form 990-PF: Return of Private Foundation

Part VIII: Information about Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors — Continuation Statement

Name and address	Title, and average hours per week devoted to position	Compensation	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
Alissa Keny-Guyer 127 University Avenue127 University Avenue Berkeley, CA 94710	Director 1.00	0.	0.	0.
Alissa Huntington 127 University Avenue127 University Avenue Berkeley, CA 94710	Director 1.00	0.	0.	0.
Leigh Guyer 127 University Avenue127 University Avenue Berkeley, CA 94710	Director 1.00	0.	0.	0.
Tom Huntington 127 University Avenue127 University Avenue Berkeley, CA 94710	Director 1.00	0.	0.	0.
Jeff Malachowsky 127 University Avenue127 University Avenue Berkeley, CA 94710	Director 1.00	0.	0.	0.
Luisa Guyer 127 University Avenue127 University Avenue Berkeley, CA 94710	Director 1.00	0.	0.	0.
		0.	**0.**	**0.**

Additional information from your Form 990-PF: Return of Private Foundation

Form 990-PF: Return of Private Foundation

Other Income

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income
Partnership Income	0.	12,116.	
Unrealated Business Partnership Income	0.	5,205.	
Total	0.	17,321.	

Form 990-PF: Return of Private Foundation

Taxes

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Foreign & Investment Taxes	3,580.	3,580.		0.
Excise Taxes	518.			0.
Total	4,098.	3,580.		0.

Form 990-PF: Return of Private Foundation

Other Expenses

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Dues & Memberships	3,000.			3,000.
Postage & Delivery	317.			317.
Insurance	869.			869.
Taxes & Filing Fees	161.			161.
Total	4,347.			4,347.

Form 990-PF **Net Gain or Loss From Sale of Assets** **2017**
Part I, Line 6a

Name	Employer Identification No
Penney Family Fund	94-3314431

Asset Information:

Description of Property . . . Publicly Traded Securities
Business Code Exclusion Code . . . 18
Date Acquired . various How Acquired . Purchased
Date Sold . various Name of Buyer .
Check Box, if Buyer is a Business . . . ☐
Sales Price . 2,845,598. Cost or other basis (do not reduce by depreciation).
Sales Expense . 2,423,844. Valuation Method . . .
Total Gain (Loss) . . 421,754. Accumulated Depreciation . . . .

Description of Property . LT Capital Gain
Business Code Exclusion Code . . 18
Date Acquired . various How Acquired . Purchased
Date Sold . various Name of Buyer .
Check Box, if Buyer is a Business . . ☐
Sales Price. . 29,388. Cost or other basis (do not reduce by depreciation)
Sales Expense . 0. Valuation Method .
Total Gain (Loss) . . 29,388. Accumulated Depreciation . . .

Description of Property . .
Business Code Exclusion Code .
Date Acquired How Acquired .
Date Sold . . Name of Buyer .
Check Box, if Buyer is a Business ☐
Sales Price. . . Cost or other basis (do not reduce by depreciation)
Sales Expense . Valuation Method .
Total Gain (Loss) . . . Accumulated Depreciation . . . .

Description of Property . . .
Business Code Exclusion Code . . .
Date Acquired How Acquired .
Date Sold . Name of Buyer .
Check Box, if Buyer is a Business . . . ☐
Sales Price. Cost or other basis (do not reduce by depreciation) .
Sales Expense . Valuation Method . . .
Total Gain (Loss) . . . Accumulated Depreciation . . . .

Description of Property . . .
Business Code Exclusion Code . . .
Date Acquired How Acquired .
Date Sold . . Name of Buyer .
Check Box, if Buyer is a Business . ☐
Sales Price. . Cost or other basis (do not reduce by depreciation). .
Sales Expense . Valuation Method . .
Total Gain (Loss) . . Accumulated Depreciation . . . .

Totals:

Total Gain (Loss) of all assets . . . 451,142.
Gross Sales Price of all assets . . . 2,874,986.
Unrelated Business Income . . . Business Code .
Excluded by section 512, 513, 514 451,142. Exclusion Code . 18
Related/Exempt Function Income . .

QuickZoom here to Form 990-PF, Page 1 . . . . . . ►
QuickZoom here to Form 990-PF, Page 12 . . . . . . ►

Form 990-PF
Part I, Lines 16a - 16c

Legal and Professional Fees

2017

Name	Employer Identification No
Penney Family Fund	94-3314431

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total to Form 990-PF, Part I, Line 16a					

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DZH Phillips	Accounting Ser	6,676.	1,669.		5,007.
Total to Form 990-PF, Part I, Line 16b		6,676.	1,669.		5,007.

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Royal Bank of	Investment Man	58,254.	58,254.		0.
Common Counse	Management & A	15,389.	3,847.		11,542.
Leventhal Kli	Management & A	59,583.	14,895.		44,688.
Partnership E	Investment Man	0.	21,764.		0.
Total to Form 990-PF, Part I, Line 16c		133,226.	98,760.		56,230.

Penney Family Fund
Schedule of Grants Paid
January-December 2017

Penney Family Fund

2017 Form 990PF, Part XV, Line 3a

Date	Name	Memo	Debit
06/21/2017	APANO Communities United Fund 2788 SE 82nd Avenue, Suite 203 Portland, OR 97266	ALLY Program	15 000 00
06/21/2017	Asian Pacific Environmental Network 426 17th Street, Suite 500 Oakland, CA 94612	General Support	12 500 00
12/13/2017	Asian Pacific Environmental Network 426 17th Street, Suite 500 Oakland, CA 94612	General Support	10,000 00
12/13/2017	Beyond Toxics PO Box 1106 Eugene, OR 97440	General Support	15,000 00
06/21/2017	Black Organizing Project 1035 W Grand Avenue Oakland, CA 94607	Youth Leadership Programs	12 500 00
06/21/2017	Californians for Justice 520 3rd Street, #209 Oakland, CA 94607	Youth Leadership Programs	12 500 00
06/21/2017	Causa Justa Just Cause P O Box 3596 Oakland, CA 94609	Youth in Power Program	5 000 00
06/21/2017	CAUSE 2021 Sperry Avenue, Suite 9 Ventura, CA 93003	Youth Organizing Project	12 500 00
06/21/2017	Center for Reproductive Rights 199 Water Street New York, NY 10038	General Support	2 000 00
06/21/2017	Children First for Oregon P O Box 14914 Portland, OR 97923	Oregon Foster Youth Connection	15 000 00
12/13/2017	Coalition of Communities of Color 221 NW 2nd Ave #303 Portland, OR 97209	General Support	15 000 00
02/10/2017	Common Counsel Foundation 1624 Franklin Street, Suite 1022 Oakland, CA 94612	Luke Newton bonus to Still We Rise	1 000 00
12/13/2017	Community Water Center 900 W Oak Avenue Visalia, CA 93291	General Support	15 000 00
12/13/2017	Ecotrust 721 NW 9th Street, Suite 200 Portland, OR 97209	Green Workforce Collaborative	5 000 00
12/13/2017	Environmental Health Coalition 2727 Hoover Avenue, Suite 202 National City, CA 91950	Climate& Transportation Justice	10,000 00
12/13/2017	Environmental Health Coalition/CEJA 1904 Franklin Street, Suite 600 Oakland, CA 94612	To Support CEJA	15,000 00
06/21/2017	Khmer Girls in Action 1355 Redondo Avenue, Suite 9 Long Beach, CA 90804	General Support	12,500 00
12/13/2017	Lomakatsi Restoration Project P O Box 3084 Ashland, OR 97520	General Support	10,000 00
12/13/2017	Los Angeles Alliance for a New Economy 464 Lucas Avenue Los Angeles, CA 90017	Support Power LA	10 000 00
06/21/2017	Mexican American Legal Defense & Educatio California Immigrant Youth Justice 634 S Spring Street, Suite 1206 Los Angeles, CA 90014	General Support	12 500 00
12/13/2017	Mid Klamath Watershed Council P O Box 409 Orleans, CA 95556	Tribal Ecosystem Restoration Program	10 000 00
06/21/2017	Momentum Alliance 1631 NE Broadway, #453 Portland, OR 97232	General Support	15 000 00
06/21/2017	Oregon Rural Action P O Box 1231 La Grande, OR 97850	Matching Grant - 2017	15 000 00
12/13/2017	SisterSong Inc 1237 Ralph D Abernathy Blvd SW Atlanta, GA 30310	General Support	4,000 00
12/13/2017	Tides Center PODER 474 Valencia Street, Suite 125 San Francisco, CA 94103	For PODER General Support	10,000 00
			272,000 00