

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

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

OMB No 1545-0052

2017

Open to Public Inspection

▶ 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.

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

| | | | |
|--|--|---|--|
| Name of foundation THE UPLANDS FOUNDATION | | A Employer identification number 95-4442329 | |
| Number and street (or P O box number if mail is not delivered to street address) 321 SOUTH BEVERLY DRIVE NO K | | Room/suite | |
| B Telephone number (see instructions) (310) 553-0289 | | C If exemption application is pending, check here <input type="checkbox"/> | |
| City or town, state or province, country, and ZIP or foreign postal code BEVERLY HILLS, CA 90212 | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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 | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> | |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,919,437 | | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis) | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | 450,000 | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 88,936 | 35,633 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | -18,542 | | | |
| | b Gross sales price for all assets on line 6a 454,819 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0 | | |
| | 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) | | | | | |
| 12 Total. Add lines 1 through 11 | 520,394 | 35,633 | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0 | 0 | | 0 |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | 3,000 | 1,500 | | 1,500 |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | 4,085 | 0 | | 85 |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 62,825 | 1,994 | | 60,831 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 69,910 | 3,494 | | 62,416 |
| | 25 Contributions, gifts, grants paid | 151,550 | | | 151,550 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 221,460 | 3,494 | | 213,966 | |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | 298,934 | | | | |
| b Net investment income (if negative, enter -0-) | | 32,139 | | | |
| 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 | | | |
| | 2 Savings and temporary cash investments | 728,740 | 552,063 | 552,063 |
| | 3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | |
| | 4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments—U S and state government obligations (attach schedule) | 929,709 | 599,690 | 576,096 |
| | b Investments—corporate stock (attach schedule) | 0 | 798,136 | 783,784 |
| | c Investments—corporate bonds (attach schedule) | | | |
| | 11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | |
| | 12 Investments—mortgage loans | | | |
| | 13 Investments—other (attach schedule) | 0 | 28 | 28 |
| | 14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | |
| 15 Other assets (describe ▶ _____) | 0 | 7,466 | 7,466 | |
| 16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 1,658,449 | 1,957,383 | 1,919,437 | |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable. | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule). | | | |
| | 22 Other liabilities (describe ▶ _____) | | | |
| | 23 Total liabilities (add lines 17 through 22) | 0 | 0 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | 0 | 0 | |
| | 28 Paid-in or capital surplus, or land, bldg, and equipment fund | 0 | 0 | |
| 29 Retained earnings, accumulated income, endowment, or other funds | 1,658,449 | 1,957,383 | | |
| 30 Total net assets or fund balances (see instructions) | 1,658,449 | 1,957,383 | | |
| 31 Total liabilities and net assets/fund balances (see instructions) . | 1,658,449 | 1,957,383 | | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | |
|---|----------|-----------|
| 1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 1,658,449 |
| 2 Enter amount from Part I, line 27a | 2 | 298,934 |
| 3 Other increases not included in line 2 (itemize) ▶ _____ | 3 | 0 |
| 4 Add lines 1, 2, and 3 | 4 | 1,957,383 |
| 5 Decreases not included in line 2 (itemize) ▶ _____ | 5 | 0 |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . | 6 | 1,957,383 |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo , day, yr) | (d) Date sold (mo , day, yr) |
|---|---|---|-------------------------------------|
| 1a | | | |
| | | | |
| | | | |
| | | | |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|--|---|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | |
|--|---|--|
| 2 Capital gain net income or (net capital loss) | 2 | |
| { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | 3 | |
| { 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 | 495,878 | 1,875,035 | 0.264463 |
| 2015 | 368,241 | 2,178,708 | 0.169018 |
| 2014 | 686,627 | 2,655,053 | 0.258611 |
| 2013 | 269,750 | 2,944,574 | 0.091609 |
| 2012 | 385,215 | 3,057,770 | 0.125979 |

| | | |
|---|---|-----------|
| 2 Total of line 1, column (d) | 2 | 0.909680 |
| 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 | 0.181936 |
| 4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 | 4 | 1,647,326 |
| 5 Multiply line 4 by line 3 | 5 | 299,708 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 321 |
| 7 Add lines 5 and 6 | 7 | 300,029 |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 213,966 |

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

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax due'. Total amount owed is 1,357.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

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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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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 |
| 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 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 |
| 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 |

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).

Table with 5 columns: (a) Name and address, (b) Title and average hours per week, (c) Compensation, (d) Contributions to employee benefit plans, (e) Expense account. Includes entries for LYNN FEINTECH and ANTHONY F BERNHARDT.

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

Table with 5 columns: (a) Name and address of each employee paid more than \$50,000, (b) Title and average hours per week, (c) Compensation, (d) Contributions to employee benefit plans, (e) Expense account. All entries are NONE.

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

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. All entries are NONE.

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

Table with 2 columns: Description of activities (lines 1-4) and Expenses.

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

Table with 2 columns: Description of investments (lines 1-3) and Amount.

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 | 1,216,229 |
| b | Average of monthly cash balances. | 1b | 456,183 |
| c | Fair market value of all other assets (see instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 1,672,412 |
| 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 | 1,672,412 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 25,086 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,647,326 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 82,366 |

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 | 82,366 |
| 2a | Tax on investment income for 2017 from Part VI, line 5. | 2a | 643 |
| b | Income tax for 2017 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 643 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1. | 3 | 81,723 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | 0 |
| 5 | Add lines 3 and 4. | 5 | 81,723 |
| 6 | Deduction from distributable amount (see instructions). | 6 | 0 |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. | 7 | 81,723 |

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 | 213,966 |
| b | Program-related investments—total from Part IX-B. | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | |
| b | Cash distribution test (attach the required schedule). | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 213,966 |
| 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 | 213,966 |

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 | | | | 81,723 |
| 2 Undistributed income, if any, as of the end of 2017 | | | | |
| a Enter amount for 2016 only. | | | 0 | |
| b Total for prior years 20___, 20___, 20___ | | 0 | | |
| 3 Excess distributions carryover, if any, to 2017 | | | | |
| a From 2012. | 232,396 | | | |
| b From 2013. | 122,635 | | | |
| c From 2014. | 554,194 | | | |
| d From 2015. | 259,490 | | | |
| e From 2016. | 406,122 | | | |
| f Total of lines 3a through e. | 1,574,837 | | | |
| 4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>213,966</u> | | | | |
| 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. | | | | 81,723 |
| e Remaining amount distributed out of corpus | 132,243 | | | |
| 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 | 1,707,080 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0 | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | 0 | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions | | 0 | | |
| e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see 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). | 0 | | | |
| 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). | 232,396 | | | |
| 9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a | 1,474,684 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2013. | 122,635 | | | |
| b Excess from 2014. | 554,194 | | | |
| c Excess from 2015. | 259,490 | | | |
| d Excess from 2016. | 406,122 | | | |
| e Excess from 2017. | 132,243 | | | |

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))
See Additional Data Table

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 | | | | 151,550 |
| b <i>Approved for future payment</i> | | | | |
| Total ▶ 3b | | | | 0 |

Form 990PF Part XV Line 1a - 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).

LYNN FEINTECH

ANTHONY F BERNHARDT

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> | | | | |
| ALTERNATIVES IN ACTION 3666 GRAND AVE OAKLAND, CA 94610 | NONE | PUBLIC CHARITY | EDUCATION | 2,500 |
| ASYLUM ACCESS 1611 TELEGRAPH AVE OAKLAND, CA 94612 | NONE | PUBLIC CHARITY | LEGAL AID FOR REFUGEES | 48,000 |
| DESTINY ARTS CENTER 970 GRACE AVE OAKLAND, CA 94608 | NONE | PUBLIC CHARITY | TO SUPPORT ART EDUCATION | 48,000 |
| EAST BAY COLLEGE FUND 2030 FRANKLIN ST STE 210 OAKLAND, CA 94612 | NONE | PUBLIC CHARITY | SUPPORT EDUCATION | 2,500 |
| FIRST PLACE FOR YOUTH 426 17TH STREET 400 OAKLAND, CA 94612 | NONE | PUBLIC CHARITY | SOCIAL SERVICES | 2,500 |
| Total 3a | | | | 151,550 |

| 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> | | | | |
| RESTAURANT OPPORTUNITIES CENTER UNITED 275 7TH AVE ROOM 1703 NEW YORK, NY 10001 | NONE | PUBLIC CHARITY | TO SUPPORT CIVIL RIGHTS | 48,050 |
| Total | | | | 151,550 |
| 3a | | | | |

TY 2017 Accounting Fees Schedule**Name:** THE UPLANDS FOUNDATION**EIN:** 95-4442329**Accounting Fees Schedule**

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|---------------|----------------------------------|--------------------------------|--|
| NSBN LLP | 3,000 | 1,500 | | 1,500 |

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Gain/Loss from Sale of Other Assets Schedule

Name: THE UPLANDS FOUNDATION

EIN: 95-4442329

| Name | Date Acquired | How Acquired | Date Sold | Purchaser Name | Gross Sales Price | Basis | Basis Method | Sales Expenses | Total (net) | Accumulated Depreciation |
|---|---------------|--------------|-----------|----------------|-------------------|---------|--------------|----------------|-------------|--------------------------|
| 250,000 PV SAN DIEGO CA 6 37% | 2012-09 | PURCHASED | 2017-10 | | 250,000 | 264,412 | | 0 | -14,412 | |
| 25,000 PV SAN JOSE CA 5 1% | 2013-10 | PURCHASED | 2017-08 | | 25,000 | 25,250 | | 0 | -250 | |
| 35,000 PV WHITTIER CA B 5 5% | 2009-11 | PURCHASED | 2017-11 | | 35,000 | 40,357 | | 0 | -5,357 | |
| 455 SH AMERICAN CAPITAL SR FLOATING LTD COM | 2017-02 | PURCHASED | | | 5,922 | 5,736 | | 0 | 186 | |
| 2280 SH ANWORTH MTG ASSET CORP | | PURCHASED | | | 13,529 | 12,440 | | 0 | 1,089 | |
| 391 SH ANWORTH MTG ASSET 8 625% PFD | 2017-02 | PURCHASED | 2017-04 | | 10,179 | 10,047 | | 0 | 132 | |
| 622 SH APOLLO COMERCIAL RL ESTATE FIN INC | | PURCHASED | | | 16,087 | 16,021 | | 0 | 66 | |
| 514 SH ARES COML REAL ESTATE CORP COM | 2017-02 | PURCHASED | | | 6,718 | 6,978 | | 0 | -260 | |
| 255 SH ARES DYNAMIC CR ALLOCATION FD INC | 2017-02 | PURCHASED | 2017-06 | | 4,121 | 4,064 | | 0 | 57 | |
| 1281 SH BLACKROCK DEFINED OPPRTY CR TR | 2017-02 | PURCHASED | 2017-08 | | 11,234 | 17,711 | | 0 | -6,477 | |
| 164 SH BLACKSTONE MORTGAGE TRUST CL A | 2017-03 | PURCHASED | 2017-09 | | 5,111 | 4,942 | | 0 | 169 | |
| 310 SH COLONY NORTHSTAR INC CL A | 2017-02 | PURCHASED | 2017-05 | | 4,051 | 4,353 | | 0 | -302 | |
| 269 SH COLONY NORTHSTAR INC PFD B 8 25% | 2017-02 | PURCHASED | | | 6,725 | 6,763 | | 0 | -38 | |
| 313 SH COLONY NORTHSTAR INC PFD SER F 8 5% | 2017-02 | PURCHASED | 2017-06 | | 7,825 | 7,980 | | 0 | -155 | |
| 384 SH GRANITE PT MTG TR INC | 2017-11 | PURCHASED | 2017-11 | | 7 | 7 | | 0 | | |
| 1276 SH MFA FINL INC COM | | PURCHASED | | | 11,217 | 10,283 | | 0 | 934 | |
| 866 SH MONMOUTH REAL ESTATE INVT CORP PFD CUM | | PURCHASED | 2017-06 | | 21,650 | 22,001 | | 0 | -351 | |
| 305 SH WELLS FARGO CO NEW DEP SHS SER J | 2017-02 | PURCHASED | 2017-10 | | 7,792 | 8,003 | | 0 | -211 | |
| 214 SH WILLIAMS COS INC | | PURCHASED | 2017-02 | | 6,015 | 6,013 | | 0 | 2 | |
| BLACKROCK DEFINED OPPORTUNITY CR TR - LIQUIDATING DISTRIBUTIONS | | PURCHASED | | | 6,629 | | | 0 | 6,629 | |
| BHL LIQUIDATING TRUST | | PURCHASED | | | 7 | | | 0 | 7 | |

TY 2017 Investments Corporate Stock Schedule**Name:** THE UPLANDS FOUNDATION**EIN:** 95-4442329

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--|-------------------------------|--------------------------------------|
| \$185,000 PV JPMORGAN CHASE & CO | 190,647 | 187,313 |
| \$185000 PV BANK OF AMERICA CORP | 191,156 | 188,700 |
| 1,536 SH AMERICAN CAP SR FLOATING LTD COM | 18,152 | 16,166 |
| 788 SH MFA FINL SR NT 8% PFD | 20,016 | 20,772 |
| 320 SH ANNALY CAP MGMT INC PFD SER E | 7,990 | 8,080 |
| 1,291 SH ARES CAPITAL CORP COM STK | 22,565 | 20,295 |
| 459 SH ARES COML REAL ESTATE CORP COM | 12,978 | 12,371 |
| 208 SH COLONY NORTHSTAR INC PFD B | 5,229 | 5,288 |
| 544 SH EAGLE POINT CR CO INC NT 20 | 13,999 | 13,683 |
| 300 SH EAGLE POINT CR CO LLC COM | 5,294 | 5,643 |
| 1,464 SH PENNANTPARK FLOATING RATE CAP LTD COM | 19,896 | 20,086 |
| 356 SH TORTOISE POWER & ENERGY | 7,952 | 7,333 |
| 209 SH WILLIAMS COS INC | 5,844 | 6,372 |
| 969 SH MFA FINANCIAL INC COM | 7,792 | 7,674 |
| 852 SH NUVEEN MORTGAGE OPPORTUNITY TRM FD 2 | 20,064 | 20,226 |
| 2,812 SH PENNANTPARK INVESTMENT CORP | 22,579 | 19,431 |
| 1,416 SH LADDER CAPITAL CORP CL A | 19,714 | 19,300 |
| 312 SH SPECIAL OPPORTUNITIES FD INC. PFD | 7,983 | 8,065 |
| 248 SH ARES DYNAMIC CR ALLOCATION FD INC | 3,952 | 4,072 |
| 1,383 SH ANWORTH MTG ASSET CORP | 7,473 | 7,524 |
| 1,108 SH COLONY NORTHSTAR INC CL A COM | 15,215 | 12,642 |
| 651 SH TWO HBRS INVESTMENT CORP COM NEW | 12,126 | 10,585 |
| 3,704 SH TCW STRATEGIC INCOME FUND INC COM | 20,053 | 21,742 |
| 559 SH TWO HBRS INVESTMENT CORP PFD SER A | 14,141 | 15,238 |
| 819 SH CHIMERA INVESTMENT CORP 8% PFD | 20,839 | 21,130 |
| 1,453 SH BLACKROCK FLOATING RATE INCOME | 20,550 | 20,037 |
| 6 SH WELLS FARGO CO NEW PERP PFD CONV A | 7,623 | 7,860 |
| 579 SH ANWORTH MORTGAGE ASSET CP PFD SER C | 14,424 | 14,568 |
| 322 SH INVESCO MORTGAGE 7.75% PFD | 8,197 | 8,055 |
| 634 SH OAKTREE STRATEGIC INCOME CORP COM | 5,174 | 5,326 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|------------------------|-------------------------------|
| 323 SH INVESCO MORTGAGE CAPITAL PFD | 8,237 | 8,320 |
| 304 SH EQUITY COMMONWEALTH USD | 9,394 | 9,275 |
| 257 SH TCP CAP CORP COM | 4,159 | 3,927 |
| 220 SH COLONY NORTHSTAR INC PFD SER D | 5,674 | 5,623 |
| 168 SH GDL FD CUMMULATIVE 7% PFD | 8,481 | 8,449 |
| 711 SH GRANITE POINT MORTGAGE TRUST INC | 12,574 | 12,613 |

TY 2017 Investments Government Obligations Schedule**Name:** THE UPLANDS FOUNDATION**EIN:** 95-4442329**US Government Securities - End
of Year Book Value:**

0

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

0

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

599,690

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

576,096

TY 2017 Investments - Other Schedule**Name:** THE UPLANDS FOUNDATION**EIN:** 95-4442329**Investments Other Schedule 2**

| Category/ Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|----------------------------------|------------------------------|-------------------|--------------------------------------|
| 1,281 UNITS BHL LIQUIDTING TRUST | AT COST | 28 | 28 |

TY 2017 Other Assets Schedule**Name:** THE UPLANDS FOUNDATION**EIN:** 95-4442329**Other Assets Schedule**

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|----------------------------|-----------------------------------|-----------------------------|------------------------------------|
| ACCRUED INTEREST PURCHASED | | 7,466 | 7,466 |

TY 2017 Other Expenses Schedule**Name:** THE UPLANDS FOUNDATION**EIN:** 95-4442329**Other Expenses Schedule**

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--|--------------------------------|-----------------------|---------------------|---------------------------------------|
| INVESTMENT FEE | 1,994 | 1,994 | | 0 |
| HIRSCH & ASSOCIATES - PHILANTHROPIC ADVISORS- SABBATICAL PROGRAM | 60,831 | 0 | | 60,831 |

TY 2017 Taxes Schedule**Name:** THE UPLANDS FOUNDATION**EIN:** 95-4442329

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---------------|----------------------------------|--------------------------------|--|
| FRANCHISE TAX BOARD - FILING FEE | 10 | 0 | | 10 |
| FEDERAL EXCISE TAX ON INVESTMENT INCOME | 4,000 | 0 | | 0 |
| CA ATTORNEY GENERAL FEES | 75 | 0 | | 75 |

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

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990

OMB No 1545-0047
2017

Name of the organization
THE UPLANDS FOUNDATION

Employer identification number
95-4442329

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year ▶ \$ _____

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

| | |
|---|---|
| Name of organization THE UPLANDS FOUNDATION | Employer identification number 95-4442329 |
|---|---|

Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--|----------------------------|--|
| 1 | EVELYN AND NORMAN FEINTECH TRUST A 321 SOUTH BEVERLY DR | \$ 250,000 | Person <input checked="" type="checkbox"/> |
| | BEVERLY HILLS, CA90212 | | Payroll <input type="checkbox"/> |
| | (Complete Part II for noncash contributions) | | Noncash <input type="checkbox"/> |
| 2 | EVELYN AND NORMAN FEINTECH TRUST A 321 SOUTH BEVERLY DR | \$ 200,000 | Person <input checked="" type="checkbox"/> |
| | BEVERLY HILLS, CA90212 | | Payroll <input type="checkbox"/> |
| | (Complete Part II for noncash contributions) | | Noncash <input type="checkbox"/> |
| | | \$ | Person <input type="checkbox"/> |
| | | | Payroll <input type="checkbox"/> |
| | (Complete Part II for noncash contributions) | | Noncash <input type="checkbox"/> |
| | | \$ | Person <input type="checkbox"/> |
| | | | Payroll <input type="checkbox"/> |
| | (Complete Part II for noncash contributions) | | Noncash <input type="checkbox"/> |
| | | \$ | Person <input type="checkbox"/> |
| | | | Payroll <input type="checkbox"/> |
| | (Complete Part II for noncash contributions) | | Noncash <input type="checkbox"/> |
| | | \$ | Person <input type="checkbox"/> |
| | | | Payroll <input type="checkbox"/> |
| | (Complete Part II for noncash contributions) | | Noncash <input type="checkbox"/> |

| | |
|---|---|
| Name of organization THE UPLANDS FOUNDATION | Employer identification number 95-4442329 |
|---|---|

| |
|---|
| Part II Noncash Property (See instructions) Use duplicate copies of Part II if additional space is needed |
|---|

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
|------------------------|--|--|----------------------|
| | _____ _____ _____ | _____ \$ _____ | _____ |
| | _____ _____ _____ | _____ \$ _____ | _____ |
| | _____ _____ _____ | _____ \$ _____ | _____ |
| | _____ _____ _____ | _____ \$ _____ | _____ |
| | _____ _____ _____ | _____ \$ _____ | _____ |
| | _____ _____ _____ | _____ \$ _____ | _____ |
| | _____ _____ _____ | _____ \$ _____ | _____ |
| | _____ _____ _____ | _____ \$ _____ | _____ |
| | _____ _____ _____ | _____ \$ _____ | _____ |

| | |
|---|---|
| Name of organization THE UPLANDS FOUNDATION | Employer identification number 95-4442329 |
|---|---|

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

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
| | _____ _____ | _____ _____ | _____ _____ |

| | |
|---|--|
| (e) Transfer of gift Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ _____ | _____ _____ |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
| | _____ _____ | _____ _____ | _____ _____ |

| | |
|---|--|
| (e) Transfer of gift Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ _____ | _____ _____ |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
| | _____ _____ | _____ _____ | _____ _____ |

| | |
|---|--|
| (e) Transfer of gift Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ _____ | _____ _____ |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
| | _____ _____ | _____ _____ | _____ _____ |

| | |
|---|--|
| (e) Transfer of gift Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ _____ | _____ _____ |