

For calendar year 2017, or tax year beginning 07-01-2017, and ending 06-30-2018

Name of foundation OCTOBER SAINTS FOUNDATION		A Employer identification number 68-6224342	
Number and street (or P O box number if mail is not delivered to street address) 1182 MARKET STREET NO 400		Room/suite	B Telephone number (see instructions) (415) 522-2490
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 941024922		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 8,610,349	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)				
	2 Check ☒ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,086	1,086		
	4 Dividends and interest from securities	171,875	171,875		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	212,889			
	b Gross sales price for all assets on line 6a _____				
		2,920,658			
	7 Capital gain net income (from Part IV, line 2)		212,889		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	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)	 63,388	0		
	12 Total. Add lines 1 through 11	449,238	385,850		
	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)	 486	243		243
	b Accounting fees (attach schedule)	 7,000	3,500		3,500
	c Other professional fees (attach schedule)	 18,835	16,835		2,000
	17 Interest	4,905	4,905		0
	18 Taxes (attach schedule) (see instructions)	 7,268	87		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 5,488	5,488		0
	24 Total operating and administrative expenses. Add lines 13 through 23	43,982	31,058		5,743
	25 Contributions, gifts, grants paid	388,577			388,577
	26 Total expenses and disbursements. Add lines 24 and 25	432,559	31,058		394,320
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	16,679			
	b Net investment income (if negative, enter -0-)		354,792		
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	63,025	143,879	143,879
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	6,148,467	6,303,747	8,466,006
	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)	201,918	0	0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	18,001	464	464	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,431,411	6,448,090	8,610,349	
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 ▶ _____)	75	75	
	23	Total liabilities (add lines 17 through 22)	75	75	
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	0	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	6,431,336	6,448,015	
	30	Total net assets or fund balances (see instructions)	6,431,336	6,448,015	
31	Total liabilities and net assets/fund balances (see instructions) .	6,431,411	6,448,090		

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	6,431,336
2	Enter amount from Part I, line 27a	2	16,679
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	6,448,015
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	6,448,015

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 	2	212,889
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	

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	366,075	7,556,064	0.048448
2015	361,938	7,310,267	0.049511
2014	367,450	7,625,774	0.048185
2013	335,500	7,681,335	0.043677
2012	329,494	6,829,576	0.048245

2 Total of line 1, column (d)	2	0.238066
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	0.047613
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	8,305,030
5 Multiply line 4 by line 3	5	395,427
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,548
7 Add lines 5 and 6	7	398,975
8 Enter qualifying distributions from Part XII, line 4	8	394,320

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	7,096
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	7,096
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	7,096
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	7,560
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	7,560
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
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	464
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 464 Refunded ☐	11	0

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)? 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	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 ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
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	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? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
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	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? If "Yes," complete Part II, col (c), and Part XV	7	Yes
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	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)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ WADE HUGHAN Telephone no ▶ (415) 522-2490			

Located at ▶ 1182 MARKET ST STE 400 SAN FRANCISCO CA ZIP+4 ▶ 94102

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐	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 ▶	16	Yes	No

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)		Yes	No
(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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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		No
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		No
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		No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		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			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
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	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
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, 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	Expense account, (e) other allowances
JOHN MURPHY 1182 MARKET ST STE 400 SAN FRANCISCO, CA 94102	TRUSTEE 10 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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
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".

(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. **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	
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. **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	8,296,306
b	Average of monthly cash balances.	1b	134,733
c	Fair market value of all other assets (see instructions).	1c	464
d	Total (add lines 1a, b, and c).	1d	8,431,503
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	8,431,503
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	126,473
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	8,305,030
6	Minimum investment return. Enter 5% of line 5.	6	415,252

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	415,252
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	7,096
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,096
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	408,156
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	408,156
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	408,156

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	394,320
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	394,320
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	394,320

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				408,156
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			334,468	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 394,320				
a Applied to 2016, but not more than line 2a			334,468	
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.				59,852
e Remaining amount distributed out of corpus	0			
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	0			
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				348,304
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).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
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)

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

Part XV Supplementary Information (Complete this part only if the 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	388,577
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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) of the Code (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.		
	*****	2018-10-30	*****
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
--

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	WADE C HUGHAN				P00167223
	Firm's name BARLOW & HUGHAN LLP				Firm's EIN 94-3105622
Firm's address 1182 MARKET STREET SUITE 400 SAN FRANCISCO, CA 941024922					Phone no (415) 522-2490

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
LONG-TERM CAPITAL DISTRIBUTIONS IN ACCT 081345	P		
36 57 SHS BLACKROCK GLOBAL L/S CREDIT I	P		
2,515 72 BOSTON PTN LG/SH RESEARCH INST	P		
64 07 SHS BROOKFIELD GLB LISTED REAL Y	P		
702 44 SHS DOUBLELINE TOTAL RETURN I	P		
2,711 57 SHS EATON VANCE GLB MCRO ABS RETI	P		
120 88 SHS HARBOR INTERNATIONAL INST	P		
12 23 SHS NATIXIS ASG GLOBAL ALTERNAT Y	P		
29 87 SHS PRINCIPAL GLB MULTI STRATEGY I	P		
52 51 SHS PRINCIPAL PREFERRED SEC INST	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
126,127			126,127
382		379	3
42,061		40,000	2,061
783		837	-54
7,361		7,478	-117
24,673		24,651	22
8,026		8,113	-87
133		138	-5
334		339	-5
538		547	-9

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			126,127
			3
			2,061
			-54
			-117
			22
			-87
			-5
			-5
			-9

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1,482 14 SHS T ROWE PRICE REAL ESTATE FD	P		
67 84 SHS T ROWE PRICE SHORT TERM BD FD	P		
6,284 06 SHS AQR MNGD FUTURES STRAT I	P		
3,142 48 SHS BLACKROCK GLOBAL L/S CREDIT I	P		
4,287 13 SHS BOSTON PTN LG/SH RESEARCH INST	P		
3,157 45 SHS BROOKFIELD GLB LISTED REAL Y	P		
19,615 70 SHS DOUBLELINE TOTAL RETURN I	P		
4,742 40 SHS EATON VANCE GLB MCRO ABS RETI	P		
1,914 39 SHS HARBOR INTERNATIONAL INST	P		
1,646 88 SHS NATIXIS ASG GLOBAL ALTERNAT Y	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
37,243		41,901	-4,658
317		319	-2
56,362		64,500	-8,138
32,802		32,229	573
71,677		65,000	6,677
38,578		40,604	-2,026
205,567		218,344	-12,777
43,152		44,093	-941
127,110		75,458	51,652
17,879		16,354	1,525

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			-4,658
			-2
			-8,138
			573
			6,677
			-2,026
			-12,777
			-941
			51,652
			1,525

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1,025 59 SHS PRINCIPAL GLB MULTI STRATEGY I	P		
1,979 47 SHS PRINCIPAL PREFERRED SEC INST	P		
1,211 99 SHS T ROWE PRICE REAL ESTATE FD	P		
7,855 63 SHS T ROWE PRICE SHORT TERM BD FD	P		
40 SHS HOME DEPOT INC	P		
50 SHS JPMORGAN CHASE & CO	P		
60 SHS MICROSOFT CORP	P		
40 SHS UNITEDHEALTH GP INC	P		
121 SHS 3M COMPANY	P		
100 SHS BAYER AG SPON ADR	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
11,470		11,251	219
20,264		17,241	3,023
30,455		33,875	-3,420
36,758		37,000	-242
6,885		2,917	3,968
5,393		2,415	2,978
5,521		1,812	3,709
8,558		2,727	5,831
23,489		27,897	-4,408
2,956		3,431	-475

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			219
			3,023
			-3,420
			-242
			3,968
			2,978
			3,709
			5,831
			-4,408
			-475

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
173 SHS CABOT OIL & GAS CORP A	P		
402 SHS CARDINAL HEALTH INC	P		
150 SHS COMCAST CORP (NEW) CLASS A	P		
179 SHS CUMMINS INC	P		
29 SHS CVS HEALTH CORP COM	P		
115 SHS DEERE & CO	P		
1,422 SHS FIRST TRUST EUROPE	P		
98 SHS INGERSOLL-RAND PLC SHS	P		
968 SHS ISHARES CORE MSCI EMERGING	P		
472 SHS ISHARES SP SMALLCAP 600 INDEX	P		

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
4,094		4,161	-67
21,129		26,929	-5,800
5,762		5,669	93
26,178		28,808	-2,630
1,965		2,024	-59
18,007		18,352	-345
54,752		55,341	-589
8,634		8,139	495
52,094		56,954	-4,860
35,187		34,884	303

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-67
			-5,800
			93
			-2,630
			-59
			-345
			-589
			495
			-4,860
			303

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
217 SHS JOHNSON & JOHNSON	P		
84 SHS MICRON TECH INC	P		
108 SHS PEPSICO INC NC	P		
35,243 78 SHS PIMCO SHORT ASSET INVEST P	P		
47 SHS PIONEER NATURAL RESOURCES CO	P		
35,208 45 SHS PUTNAM SHORT DURATION INCOME Y	P		
460 SHS QUALCOMM INC	P		
203 SHS SCHLUMBERGER LTD	P		
371 SHS STARBUCKS CORP WASHINGTON	P		
206 SHS TE CONNECTIVITY LTD NEW	P		

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
26,904		28,174	-1,270
5,121		4,114	1,007
11,847		11,932	-85
354,200		354,200	0
7,880		8,033	-153
354,197		354,197	0
27,633		28,987	-1,354
13,418		13,631	-213
18,693		20,686	-1,993
19,527		20,535	-1,008

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-1,270
			1,007
			-85
			0
			-153
			0
			-1,354
			-213
			-1,993
			-1,008

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
55 SHS TEXAS INSTRUMENTS	P		
25 SHS UNITED PARCEL SER INC CL-B	P		
1,072 SHS VODAFONE GROUP PLC	P		
66 SHS VULCAN MATERIALS CO	P		
523 SHS INTERNATIONAL PAPER CO	P		
296 SHS AMERICAN WATER WORKS CO	P		
160 SHS BAYER AG SPON ADR	P		
235 SHS COLGATE PALMOLIVE CO	P		
480 SHS COMCAST CORP (NEW) CLASS A	P		
170 SHS CVS HEALTH CORP COM	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,471		4,502	969
2,684		2,667	17
30,759		30,589	170
8,182		7,691	491
27,127		30,089	-2,962
22,803		12,476	10,327
4,730		4,134	596
16,391		15,447	944
18,438		8,432	10,006
11,527		14,557	-3,030

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			969
			17
			170
			491
			-2,962
			10,327
			596
			944
			10,006
			-3,030

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
68 SHS ECOLAB INC	P		
285 SHS ELI LILLY & CO	P		
97 SHS EQUIFAX INC	P		
60 SHS ESSEX PROPERTY TRUST INC	P		
200 SHS EXXON MOBIL CORP	P		
125 SHS GILEAD SCIENCE	P		
195 SHS HAIN CELESTIAL GROUP INC	P		
313 SHS MAGNA INTERNATIONAL INC	P		
890 SHS MANULIFE FINANCIAL CORP	P		
60 SHS MCKESSON CORP	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
8,682		7,960	722
21,315		23,764	-2,449
11,178		12,612	-1,434
13,500		13,860	-360
15,188		17,461	-2,273
9,801		13,689	-3,888
6,663		7,769	-1,106
16,677		9,958	6,719
17,704		12,569	5,135
8,957		12,125	-3,168

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			722
			-2,449
			-1,434
			-360
			-2,273
			-3,888
			-1,106
			6,719
			5,135
			-3,168

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
210 SHS MERCK & CO INC NEW COM	P		
240 SHS PG&E CORPORATION	P		
666 SHS PULTE GROUP INC	P		
425 SHS ROCHE HOLDINGS ADR	P		
1,585 SHS SPDR DJ WILSHIRE INTL REAL EST	P		
660 SHS SPDR DJ WILSHIRE REIT ETF	P		
500 SHS SUNCOR ENERGY INC	P		
125 SHS TARGET CORPORATION	P		
94 SHS TIME WARNER INC NEW	P		
95 SHS TJX COS INC NEW	P		

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
11,536		11,564	-28
9,212		14,399	-5,187
19,054		11,930	7,124
12,269		14,102	-1,833
61,563		62,958	-1,395
54,794		61,289	-6,495
16,690		12,995	3,695
8,921		7,659	1,262
8,733		8,276	457
7,164		7,170	-6

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-28
			-5,187
			7,124
			-1,833
			-1,395
			-6,495
			3,695
			1,262
			457
			-6

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
317 SHS U S BANCORP COM NEW	P		
80 SHS UNITED PARCEL SER INC CL-B	P		
1,304 SHS VANGUARD REAL ESTATE ETF	P		
2,366 845 SHS WF ULTR SHORT-TRMINCOME-1#3104	P		
1,426 243 SHS ARTISAN SMALL CAP FUND-INS #2452	P		
589 656 SHS ARTISAN SMALL CAP FUND-INS #2452	P		
433 295 SHS BLACKROCK FDS II STRATEGIC	P		
11,376 286 SHS BLACKROCK FDS II STRATEGIC	P		
200 SHS LOWES COS INC	P		
ALKEON GROWTH PARTNERS, LP CLASS F	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
16,859		13,897	2,962
8,590		8,490	100
95,584		79,985	15,599
20,071		20,047	24
46,538		44,185	2,353
19,240		17,530	1,710
4,294		4,291	3
112,852		116,705	-3,853
15,302		9,627	5,675
		10,719	-10,719

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			2,962
			100
			15,599
			24
			2,353
			1,710
			3
			-3,853
			5,675
			-10,719

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

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
33,539			33,539

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			33,539

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>				
UNIVERSITY OF DETROIT HIGH SCHOOL 8400 SOUTH CAMBRIDGE STREET DETROIT, MI 482211699	NONE	RELIGIOUS	CHARITABLE PURPOSES	39,029
CHRIST THE KING JESUIT COLLEGE PREPARATORY 5088 WEST JACKSON BOULEVARD CHICAGO, IL 60644	NONE	RELIGIOUS	CHARITABLE PURPOSES	39,029
ABBAY OF THE GENESEE 3258 RIVER ROAD PIFFARD, NY 145330900	NONE	RELIGIOUS	CHARITABLE PURPOSES	39,029
Total ► 3a				388,577

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>				
ARUPE COLLEGE LOYOLA UNIVERSITY 820 N MICHIGAN AVE CHICAGO, IL 60611	NONE	RELIGIOUS	CHARITABLE PURPOSES	50,000
ABBEY OF NEW CLAIRVAUX 26240 7TH ST VINA, CA 96092	NONE	RELIGIOUS	CHARITABLE PURPOSES	31,338
HOLY FAMILY HOSPITAL FOUNDATION 2000 P STREET NW SUITE 310 WASHINGTON, DC 20036	NONE	RELIGIOUS	CHARITABLE PURPOSES	10,000
Total ▶ 3a				388,577

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>				
CHRIST THE KING PRIORY1123 RD I SCHUYLER, NE 68661	NONE	RELIGIOUS	CHARITABLE PURPOSES	10,000
WALK FOR LIFEPO BOX 225044 SAN FRANCISCO, CA 94122	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	10,000
COVENANT HOUSE5 PENN PLAZA NEW YORK, NY 10001	NONE	RELIGIOUS	CHARITABLE PURPOSES	25,000
Total ▶ 3a				388,577

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>				
CATHOLIC CHARITIES USA 2050 BALLENGER AVE SUITE 400 ALEXANDRIA, VA 22314	NONE	RELIGIOUS	CHARITABLE PURPOSES	25,000
JESUIT RELIEF SERVICES 1016 16TH ST NW SUITE 500 WASHINGTON, DC 20036	NONE	RELIGIOUS	CHARITABLE PURPOSES	25,087
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY, AL 36104	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	10,034
Total ▶ 3a				388,577

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>				
PAX CHRISTI USA 415 MICHIGAN AVE NE 240 WASHINGTON, DC 20017	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	20,000
CATHOLIC MEDICAL MISSION BOARD 10 WEST 17TH STREET NEW YORK, NY 10011	NONE	RELIGIOUS	CHARITABLE PURPOSES	15,031
COMUNIDAD SAN DIMAS INC ONE PETER YORKE WAY SAN FRANCISCO, CA 941096601	NONE	RELIGIOUS	CHARITABLE PURPOSES	15,000
Total ▶ 3a				388,577

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>				
KINO BORDER INITIATIVEPO BOX 159 NOGALES, AZ 856280159	NONE	RELIGIOUS	CHARITABLE PURPOSES	15,000
THE SMILE TRAINPO BOX 96231 WASHINGTON, DC 200906231	NONE	RELIGIOUS	CHARITABLE PURPOSES	10,000
Total 3a				388,577

TY 2017 Accounting Fees Schedule**Name:** OCTOBER SAINTS FOUNDATION**EIN:** 68-6224342**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX RETURN PREPARATION AND ACCOUNTING	7,000	3,500		3,500

TY 2017 Investments Corporate Stock Schedule**Name:** OCTOBER SAINTS FOUNDATION**EIN:** 68-6224342

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PUBLICLY TRADED SECURITIES IN MANAGED ACCT 081345	5,029,655	7,153,675
PUBLICLY TRADED SECURITIES IN MANAGED ACCT 084809	1,274,092	1,312,331

TY 2017 Legal Fees Schedule**Name:** OCTOBER SAINTS FOUNDATION**EIN:** 68-6224342

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	486	243		243

TY 2017 Other Assets Schedule**Name:** OCTOBER SAINTS FOUNDATION**EIN:** 68-6224342**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID FEDERAL INVESTMENT TAX	4,001	464	464
PREPAID ACCOUNTING FEES	14,000	0	0

TY 2017 Other Expenses Schedule**Name:** OCTOBER SAINTS FOUNDATION**EIN:** 68-6224342**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LOSS ALLOCATED FROM PARTNERSHIP INVESTMENT	5,488	5,488		0

TY 2017 Other Income Schedule**Name:** OCTOBER SAINTS FOUNDATION**EIN:** 68-6224342**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
UNREALIZED GAIN ON SECURITIES DONATED TO CHARITIES	63,388	0	63,388

TY 2017 Other Liabilities Schedule**Name:** OCTOBER SAINTS FOUNDATION**EIN:** 68-6224342

Description	Beginning of Year - Book Value	End of Year - Book Value
CA ATTORNEY'S GENERAL REGISTRATION FEE	75	75

TY 2017 Other Professional Fees Schedule

Name: OCTOBER SAINTS FOUNDATION

EIN: 68-6224342

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	14,835	14,835		0
ADVISOR FEES	4,000	2,000		2,000

TY 2017 Taxes Schedule**Name:** OCTOBER SAINTS FOUNDATION**EIN:** 68-6224342

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	87	87		0
CA ATTORNEY'S GENERAL REGISTRATION FEE	75	0		0
FEDERAL EXCISE TAX 2017	7,096	0		0
CA FRANCHISE TAX	10	0		0