

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

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

OMB No 1545-0052
2017
Open to Public Inspection

For calendar year 2017, or tax year beginning 12-01-2017, and ending 11-30-2018

Name of foundation Lakeshore Foundation dated April 5 2011		A Employer identification number 30-6284987
Number and street (or P O box number if mail is not delivered to street address) c/o Mary C Buletza CPA PO Box 730	Room/suite	B Telephone number (see instructions) (732) 295-1000
City or town, state or province, country, and ZIP or foreign postal code Point Pleasant, NJ 087420730		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 385,659,508	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)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,868,035	1,868,035		
4	Dividends and interest from securities	4,080,109	4,025,682		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	166,548,229			
b	Gross sales price for all assets on line 6a				
	277,331,272				
7	Capital gain net income (from Part IV, line 2)		276,447,349		
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)	163,621	-5,415		
12	Total. Add lines 1 through 11	172,659,994	282,335,651		
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)	71,000	30,500		10,000
c	Other professional fees (attach schedule)	7,700	0		7,700
17	Interest	29,781	17,133		0
18	Taxes (attach schedule) (see instructions)	2,935,060	14,841		0
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	653,859	541,652		300
24	Total operating and administrative expenses. Add lines 13 through 23	3,697,400	604,126		18,000
25	Contributions, gifts, grants paid	15,215,066			15,215,066
26	Total expenses and disbursements. Add lines 24 and 25	18,912,466	604,126		15,233,066
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	153,747,528			
b	Net investment income (if negative, enter -0-)		281,731,525		
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	533,638	95,818	95,818
	2 Savings and temporary cash investments		223,705,396	223,705,396
	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)			
	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)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	183,344,368	113,736,973	161,858,294	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	183,878,006	337,538,187	385,659,508	
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	183,878,006	337,538,187		
30 Total net assets or fund balances (see instructions)	183,878,006	337,538,187		
31 Total liabilities and net assets/fund balances (see instructions) .	183,878,006	337,538,187		

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	183,878,006
2 Enter amount from Part I, line 27a	2	153,747,528
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	337,625,534
5 Decreases not included in line 2 (itemize) ▶ _____	5	87,347
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	337,538,187

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)	2	276,447,349
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	3,087,766	202,599,027	0 015241
2015	25,271	44,387,493	0 000569
2014	2,793,319	44,445,162	0 062849
2013	2,989,032	46,528,035	0 064242
2012	1,225,022	40,775,158	0 030043
2 Total of line 1, column (d)			0 172944
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			0 034589
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			326,263,747
5 Multiply line 4 by line 3			11,285,137
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,817,315
7 Add lines 5 and 6			14,102,452
8 Enter qualifying distributions from Part XII, line 4			15,233,066

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 fields for exempt foundations, domestic foundations, tax under section 511, subtitle A tax, and credits/payments. Total tax due is 1,685 and overpayment is 185.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-13 regarding controlled entities, donor advised funds, and public inspection requirements.

14 The books are in care of Hadley G Williams Telephone no (510) 612-1207

Located at PO BOX 11064 Oakland CA ZIP+4 94611

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15

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
				No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Hadley G Williams PO Box 11064 Oakland, CA 94611	Trustee 1 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
The Gagnon Group LLC 230 Congress Street Boston, MA 02110	Accounting and tax services	71,000

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	254,965,294
b	Average of monthly cash balances.	1b	76,266,936
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	331,232,230
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	331,232,230
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,968,483
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	326,263,747
6	Minimum investment return. Enter 5% of line 5.	6	16,313,187

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	16,313,187
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	2,817,315
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	42,243
c	Add lines 2a and 2b.	2c	2,859,558
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	13,453,629
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	13,453,629
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	13,453,629

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	15,233,066
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	15,233,066
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	2,817,315
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	12,415,751

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				13,453,629
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			6,385,750	
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 ▶ \$ <u>15,233,066</u>				
a Applied to 2016, but not more than line 2a			6,385,750	
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.				8,847,316
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				4,606,313
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)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

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

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

Hadley G Williams Trustee
 PO Box 11064
 Oakland, CA 94611
 (510) 612-1207
 thelakeshorefoundation@gmail.com

b The form in which applications should be submitted and information and materials they should include

No formal procedures have been established at this time

c Any submission deadlines

No deadlines have been established at this time

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Grants are limited to IRC Section 501(c)(3) defined purposes and charities

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				15,215,066
b <i>Approved for future payment</i>				
Total ▶ 3b				0

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.)
Common Stock-Asurion	D	2016-12-19	2018-08-06
K-1 STCG	P	2017-12-01	2018-11-30
K-1 LTCG	P	2017-11-30	2018-11-30
K-1 Sec 1231	P	2017-11-30	2018-11-30
K-1 STCG UBI	P	2017-12-01	2018-11-30
K-1 LTCG UBI	P	2017-11-30	2018-11-30
K-1 Sec 1231 UBI	P	2017-11-30	2018-11-30
K-1 Sec 1256 - 40%	P	2017-12-01	2018-11-30
K-1 Sec 1256 - 60%	P	2017-11-30	2018-11-30

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)
273,655,275			273,655,275
		145,041	-145,041
3,144,410			3,144,410
180,707			180,707
1,966		1,966	0
53,977		53,977	0
294,937		294,937	0
		155,201	-155,201
		232,801	-232,801

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	
			273,655,275
			-145,041
			3,144,410
			180,707
			0
			0
			0
			-155,201
			-232,801

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>				
Asian Immigration Women Advocates 310 8th Street 301 Oakland, CA 94607	N/A	Public Charities	General	90,000
Brennan Center for Justice 120 Broadway Ste 1750 New York, NY 10271	N/A	Public Charities	General	1,700,000
Center for Global Development 2055 L Street NW Washington, DC 20036	N/A	Public Charities	General	600,000
Total 				15,215,066
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
East Peace Development Fund PO Box 40250 San Francisco, CA 941400250	N/A	Public Charities	General	20,000
EcoLogic Development Fund 25 Mt Auburn Street Suite 203 Cambridge, MA 02138	N/A	Public Charities	General	100,000
EcoRise4900 Gonzales Street Austin, TX 78702	N/A	Public Charities	General	20,000
Total ▶ 3a				15,215,066

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>				
Energy Foundation 301 Battery Street 5th Floor San Francisco, CA 94111	N/A	Public Charities	General	400,000
Florence Immigrant & Refugee Rights Project PO Box 654 Florence, AZ 85132	N/A	Public Charities	General	600,000
Georgia Innocence Project 2645 N Decatur Rd Decatur, GA 30033	N/A	Public Charities	General	300,000
Total ▶ 3a				15,215,066

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>				
Hesperian Foundation 1919 Addison Street Suite 304 Berkeley, CA 94704	N/A	Public Charities	General	400,000
Immigrant Justice Corps 17 Battery Place Ste 236 New York, NY 10004	N/A	Public Charities	General	800,000
Innocence Project Northwest 4333 Brooklyn Ave NE Box 359505 Seattle, WA 98195	N/A	Public Charities	General	500,000
Total 3a				15,215,066

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>				
Innocence Project NY 40 Worth Street Suite 701 New York, NY 10013	N/A	Public Charities	General	1,000,000
Innocence Project of Minnesota 1536 Hewitt Ave St Paul, MN 55104	N/A	Public Charities	General	500,000
Innocent Project New Orleans 4051 Ulloa Street New Orleans, LA 70119	N/A	Public Charities	General	120,000
Total ▶				15,215,066
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Innocent Project of Florida Inc 1100 East Park Avenue Tallahassee, FL 32301	N/A	Public Charities	General	80,000
Juvenile Law Center 1315 Walnut Street 4th Floor Philadelphia, PA 19107	N/A	Public Charities	General	400,000
K-1 allocation 655 Knight Way Stanford, CA 943057216	N/A	Public Charities	General	66
Total ▶ 3a				15,215,066

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>				
Mujeres Unidas y Accivas 2783 12th Street Suite 201 Oakland, CA 94601	N/A	Public Charities	General	90,000
National Center for Youth Law 405 14th St 15th FL Oakland, CA 94612	N/A	Public Charities	General	500,000
New England Innocence Project 120 Tremont St 735 Boston, MA 02108	N/A	Public Charities	General	500,000
Total ▶ 3a				15,215,066

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>				
Northern California Innocent Project 900 Lafayette Street Suite 105 Santa Clara, CA 95050	N/A	Public Charities	General	250,000
Occidental Arts and Ecology Center 15290 Coleman Valley Road Occidental, CA 95465	N/A	Public Charities	General	100,000
Oxfam America 226 Causeway Street 5th Floor Boston, MA 021142206	N/A	Public Charities	General	2,000,000
Total ▶				15,215,066
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Rocky Mountain Innocence Center 358 South 700 East B235 Salt Lake City, UT 84102	N/A	Public Charities	General	40,000
Southern Coalition for Social Justice 1415 W North Carolina 54 Ste 101 Durham, NC 27707	N/A	Public Charities	General	300,000
Southern Poverty Law Center 400 Washington Avenue Montgomery, AL 36104	N/A	Public Charities	General	1,200,000
Total ▶				15,215,066
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Texas Civil Rights Project 1405 Montopolis Drive Austin, TX 78741	N/A	Public Charities	General	300,000
The Leadership Conference Education Fund 1620 L St NW 1100 Washington, DC 20036	N/A	Public Charities	General	1,600,000
The Pollination Project 1569 Solano Avenue 643 Berkeley, CA 94707	N/A	Public Charities	General	100,000
Total 3a				15,215,066

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>				
Tides Center PO Box 29198 San Francisco, CA 94129	N/A	Public Charities	General	500,000
University of Wisconsin 329 Union South 1308 W Dayton Street Madison, WI 537151149	N/A	Public Charities	General	105,000
Total ▶ 3a				15,215,066

TY 2017 Accounting Fees Schedule**Name:** Lakeshore Foundation

dated April 5 2011

EIN: 30-6284987**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting and tax fees	71,000	30,500		10,000

TY 2017 General Explanation Attachment**Name:** Lakeshore Foundation

dated April 5 2011

EIN: 30-6284987**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		Form 8886	TWO FORMS 8886 REPORTABLE TRANSACTION DISCLOSURE STATEMENTS WERE FILED FOR CURRENT YEAR LOSS TRANSACTIONS GREATER THAN \$2 MILLION DOLLARS EACH AND TRANSACTIONS WITH CUMULATIVE LOSSES GREATER THAN \$4 MILLION EACH AS REQUIRED BY REG SEC 1.6011-4 THE PARTNER'S SHARE OF EACH TRANSACTION LOSS WAS LESS THAN \$2 MILLION FOR THE CURRENT YEAR, AND LESS THAN \$4 MILLION CUMULATIVELY UNLESS OTHERWISE NOTED THIS IS BELOW THE MINIMUM THRESHOLD FOR FILING OF FORM 8886 BY THE PARTNER

TY 2017 Other Assets Schedule

Name: Lakeshore Foundation
dated April 5 2011

EIN: 30-6284987

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Investment in diversified investment partnerships	41,594,368	82,236,973	86,478,294
Investment in Private company common stock	141,750,000	31,500,000	75,380,000

TY 2017 Other Decreases Schedule**Name:** Lakeshore Foundation

dated April 5 2011

EIN: 30-6284987

Description	Amount
Adj for 2006 French Taxes Pd	87,347

TY 2017 Other Expenses Schedule**Name:** Lakeshore Foundation

dated April 5 2011

EIN: 30-6284987**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
California filing fees	300	0		300
K-1 allocation non-ded exp	105,403	0		0
K-1 allocation deductions - portfolio (2% floor)	125,755	124,251		0
K-1 allocation deductions - portfolio (other)	15,954	10,954		0
Inv Int Exp	7,529	7,529		0
Expenses - Trade	398,918	398,918		0

TY 2017 Other Income Schedule**Name:** Lakeshore Foundation

dated April 5 2011

EIN: 30-6284987**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Pship Portfolio income	9,106	9,106	9,106
K-1 Pship Portfolio income UBI	-9	0	-9
K-1 Pship Ordinary income	-2,317	-2,317	-2,317
K-1 Pship Ordinary income UBI	198,701	0	198,701
K-1 Pship Net Rental RE income	-12,204	-12,204	-12,204
K-1 Pship Net Rental RE income-UBI	-35,285	0	-35,285
K-1 Pship Other Income-state refunds	930	0	930
Other Income-state refunds	3,817	0	3,817
Other Income-federal refunds	882	0	882

TY 2017 Other Professional Fees Schedule

Name: Lakeshore Foundation
dated April 5 2011

EIN: 30-6284987

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Auditing fees	7,700	0		7,700

TY 2017 Taxes Schedule

Name: Lakeshore Foundation
dated April 5 2011

EIN: 30-6284987

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal 990 PF tax payments	2,815,000	0		0
Federal 990 T tax payments	45,000	0		0
Foreign tax withheld	46,627	14,841		0
State tax expense	28,433	0		0