

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation**

- Do not enter social security numbers on this form as it may be made public.
► Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, and ending

JE FOUNDATION
2020 MAIN STREET, SUITE 960
IRVINE, CA 92614

A Employer identification number
20-5655738

B Telephone number (see instructions)
949-500-3558

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
► \$ 32,004,089.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	614,976.	614,976.	614,976.	
	4 Dividends and interest from securities	3,480.	3,480.	3,480.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-145.			
	b Gross sales price for all assets on line 6a	156,009.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,000,000. 1,618,311.	601,487. 1,219,943.	601,487. 1,219,943.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 2	1,685.			1,685.
	b Accounting fees (attach sch) SEE ST 3	10,000.			10,000.
	c Other professional fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 4	33,323.	33,088.		235.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	4,211. 49,219.	4,211. 37,299.		11,920.
25 Contributions, gifts, grants paid PART XV	1,208,000.			1,208,000.	
26 Total expenses and disbursements. Add lines 24 and 25	1,257,219.	37,299.	0.	1,219,920.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	361,092.				
b Net Investment Income (if negative, enter -0)		1,182,644.			
c Adjusted net income (if negative, enter -0)			1,219,943.		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		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	6,510,555.	3,637,910.	3,637,910.
	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 sch) ▶ 8,449,891.	STATEMENT 6		
	Less: allowance for doubtful accounts ▶	5,060,000.	8,449,891.	8,449,891.
	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 ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) STATEMENT 7	783,805.	627,651.	155,749.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ SEE STATEMENT 8)	19,760,539.	19,760,539.	19,760,539.
	16 Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	32,114,899.	32,475,991.	32,004,089.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, & 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.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	32,114,899.	32,475,991.	
	30 Total net assets or fund balances (see instructions)	32,114,899.	32,475,991.	
	31 Total liabilities and net assets/fund balances (see instructions)	32,114,899.	32,475,991.	

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	32,114,899.
2 Enter amount from Part I, line 27a	2	361,092.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	32,475,991.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	32,475,991.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a	4000 TBT	P	11/21/16	2/16/18
b	.814 SDRL	P	1/12/16	7/06/18
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 155,992.		155,609.	383.
b 17.		545.	-528.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			383.
b			-528.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>		2	-145.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	<div> <div>If gain, also enter in Part I, line 8, column (c). See instructions.</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>		3	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

N/A

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☐ No

If 'Yes,' the foundation doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017			
2016			
2015			
2014			
2013			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b		1	23,653.
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	23,653.
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	23,653.
6 Credits/Payments			
a 2018 estimated tax pmts and 2017 overpayment credited to 2018		6a	16,800.
b Exempt foreign organizations – tax withheld at source		6b	
c Tax paid with application for extension of time to file (Form 8868)		6c	7,200.
d Backup withholding erroneously withheld		6d	
7 Total credits and payments. Add lines 6a through 6d		7	24,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	45.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	302.
11 Enter the amount of line 10 to be Credited to 2019 estimated tax 302. Refunded		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the 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.		X
c Did the foundation file Form 1120-POL for this year?		X
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		X
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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
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?		X
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	X	
8 a Enter the states to which the foundation reports or with which it is registered. See instructions CA DE		
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	X	
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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule. See instructions	SEE ST 12	X
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	SEE ST 9	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address <u>N/A</u>		
14 The books are in care of <u>LEE HARRIS CPA</u> Telephone no. <u>949-500-3558</u>		
Located at <u>2020 MAIN STREET, SUITE 960 IRVINE CA</u> ZIP + 4 <u>92614</u>		
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		
N/A <u>15</u> N/A		
16 At any time during calendar year 2018, 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?	Yes	No
	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country <u></u>		

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/>	N/A
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 2018?		X
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes,' list the years <u>20 __ , 20 __ , 20 __ , 20 __</u>		
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)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
<u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2018 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 2018)		N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
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 2018?		X

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

5 a During the year, did the foundation pay or incur any amount to:			Yes	No
(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		5 b	N/A	
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>			
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? If 'Yes,' attach the statement required by Regulations section 53.4945–5(d)	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No			
6 a 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? If 'Yes' to 6b, file Form 8870		6 b		X
7 a 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?	N/A	7 b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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	1 a	176,612.
b Average of monthly cash balances	1 b	4,437,073.
c Fair market value of all other assets (see instructions)	1 c	27,387,867.
d Total (add lines 1a, b, and c)	1 d	32,001,552.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	32,001,552.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	480,023.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,521,529.
6 Minimum investment return. Enter 5% of line 5	6	1,576,076.

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	1,576,076.
2a Tax on investment income for 2018 from Part VI, line 5	2 a	23,653.	
b Income tax for 2018 (This does not include the tax from Part VI.)	2 b		
c Add lines 2a and 2b		2 c	23,653.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	1,552,423.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	1,552,423.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,552,423.

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	1 a	1,219,920.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,219,920.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,219,920.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,552,423.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			1,207,622.	
b Total for prior years. 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 1,219,920.				
a Applied to 2017, but not more than line 2a			1,207,622.	
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 2018 distributable amount				12,298.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (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 2017. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				1,540,125.
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 2013 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

BAA

Form 990-PF (2018)

N/A

1

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

1 Information Regarding Foundation Managers:

NONE

NONE

a The name, address, and telephone number or email address of the person to whom applications should be addressed.

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 STATEMENT 11				
Total			▶ 3 a	1,208,000.
b <i>Approved for future payment</i>				
Total			▶ 3 b	

Part XVI-A	Analysis of Income-Producing Activities
-------------------	--

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					614,976.
4	Dividends and interest from securities					3,480.
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					-145.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	EFTFTB, LLC					1,000,000.
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)					1,618,311.
13	Total. Add line 12, columns (b), (d), and (e)					1,618,311.

(See worksheet in line 13 instructions to verify calculations)

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

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
EFTFTB, LLC	\$ 1,000,000.	\$ 601,487.	\$ 601,487.
TOTAL	<u>\$ 1,000,000.</u>	<u>\$ 601,487.</u>	<u>\$ 601,487.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CALIFORNIA FILING FEE; 2016-18	\$ 75.			\$ 75.
CORPORATE ADMINISTRATION	456.			456.
CORPORATE DOCUMENTATION	1,026.			1,026.
DELAWARE REGISTRATION FEE; 2016&2017	128.			128.
TOTAL	<u>\$ 1,685.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 1,685.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEES FOR AUDIT OF 2017 FINANCIALS	\$ 10,000.			\$ 10,000.
TOTAL	<u>\$ 10,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 10,000.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CA ATTN Y GEN'L FORM RRF-1; 2017	\$ 225.			\$ 225.
FRANCHISE TAX BOARD; FORM 199; 2017	10.			10.
U.S. TREASURY; 2017	16,288.	\$ 16,288.		
U.S. TREASURY; 2018	16,800.	16,800.		
TOTAL	<u>\$ 33,323.</u>	<u>\$ 33,088.</u>	<u>\$ 0.</u>	<u>\$ 235.</u>

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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	\$ 365.	\$ 365.		
TRUST DEED SERVICING FEES	3,846.	3,846.		
TOTAL	\$ 4,211.	\$ 4,211.	\$ 0.	\$ 0.

STATEMENT 6
FORM 990-PF, PART II, LINE 7
OTHER NOTES AND LOANS RECEIVABLE

NOTES AND LOANS REPORTED SEPARATELY	BOOK VALUE	FAIR MARKET VALUE	DOUBTFUL ACCOUNTS ALLOWANCE
BORROWER'S NAME: ALTA VISTA, LLC BORROWER'S TITLE: 34.78% NOTE OWNERSHIP DATE OF NOTE: 11/07/2016 MATURITY DATE: 4/01/2018 REPAYMENT TERMS: MONTHLY INTEREST INTEREST RATE: 10.00% SECURITY PROVIDED: SINGLE FAMILY RESIDENCE PURPOSE OF LOAN: REMODEL BORROWER RELATIONSHIP: NONE CONSIDERATION: 1ST TRUST DEED SECURITY CONSIDERATION FMV: \$ 1,339,030. ORIGINAL AMOUNT: \$ 800,000. BALANCE DUE: \$ 0. DOUBTFUL ACCT. ALLOW.: \$ 0.			
BORROWER'S NAME: FIRST COASTAL TRUST BORROWER'S TITLE: 25% NOTE OWNERSHIP DATE OF NOTE: 3/16/2017 MATURITY DATE: 4/01/2020 REPAYMENT TERMS: MONTHLY INTEREST INTEREST RATE: 9.00% SECURITY PROVIDED: SINGLE FAMILY RESIDENCE PURPOSE OF LOAN: RE-FINANCE PROPERTY BORROWER RELATIONSHIP: NONE CONSIDERATION: 1ST TRUST DEED SECURITY CONSIDERATION FMV: \$ 362,476. ORIGINAL AMOUNT: \$ 250,000. BALANCE DUE: 250,000. DOUBTFUL ACCT. ALLOW.: 0.	250,000.	250,000.	0.
BORROWER'S NAME: BEVERLY GLEN, LLC BORROWER'S TITLE: 10% NOTE OWNERSHIP DATE OF NOTE: 4/05/2017 MATURITY DATE: 3/01/2018 REPAYMENT TERMS: MONTHLY INTEREST INTEREST RATE: 10.00% SECURITY PROVIDED: SINGLE FAMILY RESIDENCE PURPOSE OF LOAN: RE-FINANCE & REMODEL BORROWER RELATIONSHIP: NONE CONSIDERATION: 1ST TRUST DEED SECURITY			

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART II, LINE 7
OTHER NOTES AND LOANS RECEIVABLE

CONSIDERATION FMV:	\$ 580,046.			
ORIGINAL AMOUNT:	\$ 250,000.			
BALANCE DUE:		\$	0.	\$ 0.
DOUBTFUL ACCT. ALLOW.:				\$ 0.

BORROWER'S NAME:	LA FIXERS, INC.			
BORROWER'S TITLE:	12.5% NOTE OWNERSHIP			
DATE OF NOTE:	8/03/2017			
MATURITY DATE:	10/18/2018			
REPAYMENT TERMS:	MONTHLY INTEREST			
INTEREST RATE:	10.00%			
SECURITY PROVIDED:	SINGLE FAMILY RESIDENCE			
PURPOSE OF LOAN:	REMODEL			
BORROWER RELATIONSHIP:	NONE			
CONSIDERATION:	1ST TRUST DEED SECURITY			
CONSIDERATION FMV:	\$ 531,350.			
ORIGINAL AMOUNT:	\$ 250,000.			
BALANCE DUE:			0.	\$ 0.
DOUBTFUL ACCT. ALLOW.:				\$ 0.

BORROWER'S NAME:	MARK & ZAHER AWAD			
BORROWER'S TITLE:	14.925% NOTE OWNERSHIP			
DATE OF NOTE:	8/10/2017			
MATURITY DATE:	3/01/2019			
REPAYMENT TERMS:	MONTHLY INTEREST			
INTEREST RATE:	8.00%			
SECURITY PROVIDED:	SINGLE FAMILY RESIDENCE			
PURPOSE OF LOAN:	RE-FINANCE & REMODEL			
BORROWER RELATIONSHIP:	NONE			
CONSIDERATION:	1ST TRUST DEED SECURITY			
CONSIDERATION FMV:	\$ 1,119,319.			
ORIGINAL AMOUNT:	\$ 500,000.			
BALANCE DUE:		500,000.	500,000.	
DOUBTFUL ACCT. ALLOW.:				0.

BORROWER'S NAME:	FARNAD FAKOOR			
BORROWER'S TITLE:	100% NOTE OWNERSHIP			
DATE OF NOTE:	12/13/2017			
MATURITY DATE:	4/19/2018			
REPAYMENT TERMS:	MONTHLY INTEREST			
INTEREST RATE:	8.25%			
SECURITY PROVIDED:	SINGLE FAMILY RESIDENCE			
PURPOSE OF LOAN:	RE-FINANCE			
BORROWER RELATIONSHIP:	NONE			
CONSIDERATION:	1ST TRUST DEED SECURITY			
CONSIDERATION FMV:	\$ 3,400,000.			
ORIGINAL AMOUNT:	\$ 1,850,000.			
BALANCE DUE:		0.	0.	
DOUBTFUL ACCT. ALLOW.:				0.

BORROWER'S NAME:	SOUTH FORK DEVELOPMENT LLC
BORROWER'S TITLE:	20% NOTE OWNERSHIP
DATE OF NOTE:	12/28/2017
MATURITY DATE:	1/01/2020
REPAYMENT TERMS:	MONTHLY INTEREST & PRINCIPAL
INTEREST RATE:	10.99%
SECURITY PROVIDED:	SINGLE FAMILY RESIDENCE
PURPOSE OF LOAN:	RE-FINANCE

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART II, LINE 7
OTHER NOTES AND LOANS RECEIVABLE

BORROWER RELATIONSHIP: NONE
 CONSIDERATION: 1ST TRUST DEED SECURITY
 CONSIDERATION FMV: \$ 350,000.
 ORIGINAL AMOUNT: \$ 200,000.
 BALANCE DUE: \$ 199,891. \$ 199,891.
 DOUBTFUL ACCT. ALLOW.: \$ 0.

BORROWER'S NAME: HANDS TOGETHER
 BORROWER'S TITLE: SECONDARY PURCHASE OF NOTE
 DATE OF NOTE: 1/01/2014
 MATURITY DATE: 10/31/2018
 REPAYMENT TERMS: MONTHLY INTEREST
 INTEREST RATE: 10.00%
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: ASSIST WITH CA FUNDING DELAYS
 BORROWER RELATIONSHIP: NONE
 CONSIDERATION:
 CONSIDERATION FMV:
 ORIGINAL AMOUNT: \$ 100,000.
 BALANCE DUE: 0. 0.
 DOUBTFUL ACCT. ALLOW.: 0.

BORROWER'S NAME: BARNES
 BORROWER'S TITLE: 30% NOTE OWNERSHIP
 DATE OF NOTE: 7/30/2015
 MATURITY DATE: 8/01/2018
 REPAYMENT TERMS: MONTHLY INTEREST
 INTEREST RATE: 10.00%
 SECURITY PROVIDED: SINGLE FAMILY RESIDENCE
 PURPOSE OF LOAN: RE-FINANCE PROPERTY
 BORROWER RELATIONSHIP: NONE
 CONSIDERATION: 2ND TRUST DEED SECURITY
 CONSIDERATION FMV: \$ 381,356.
 ORIGINAL AMOUNT: \$ 225,000.
 BALANCE DUE: 0. 0.
 DOUBTFUL ACCT. ALLOW.: 0.

BORROWER'S NAME: TSI INVESTMENT GROUP, LLC
 BORROWER'S TITLE: 64.2857% NOTE OWNERSHIP
 DATE OF NOTE: 6/01/2016
 MATURITY DATE: 11/01/2018
 REPAYMENT TERMS: MONTHLY INTEREST
 INTEREST RATE: 9.00%
 SECURITY PROVIDED: SINGLE FAMILY RESIDENCE
 PURPOSE OF LOAN: PURCHASE OF PROPERTY
 BORROWER RELATIONSHIP: NONE
 CONSIDERATION: 1ST TRUST DEED SECURITY
 CONSIDERATION FMV: \$ 1,137,857.
 ORIGINAL AMOUNT: \$ 675,000.
 BALANCE DUE: 0. 0.
 DOUBTFUL ACCT. ALLOW.: 0.

BORROWER'S NAME: ALTA VISTA, LLC
 BORROWER'S TITLE: 100% NOTE OWNERSHIP
 DATE OF NOTE: 8/21/2018
 MATURITY DATE: 9/01/2019
 REPAYMENT TERMS: MONTHLY INTEREST
 INTEREST RATE: 8.75%

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART II, LINE 7
OTHER NOTES AND LOANS RECEIVABLE

SECURITY PROVIDED:	SINGLE FAMILY RESIDENCE			
PURPOSE OF LOAN:	PROPERTY RENOVATION			
BORROWER RELATIONSHIP:	NONE			
CONSIDERATION:	1ST TRUST DEED SECURITY			
CONSIDERATION FMV:	\$ 5,100,000.			
ORIGINAL AMOUNT:	\$ 3,350,000.			
BALANCE DUE:		\$ 3,350,000.	\$ 3,350,000.	
DOUBTFUL ACCT. ALLOW.:			\$	0.

BORROWER'S NAME:	AB CAPITAL, LLC			
BORROWER'S TITLE:	31.82% NOTE OWNERSHIP			
DATE OF NOTE:	9/14/2018			
MATURITY DATE:	11/01/2019			
REPAYMENT TERMS:	MONTHLY INTEREST			
INTEREST RATE:	9.00%			
SECURITY PROVIDED:	SINGLE FAMILY RESIDENCE			
PURPOSE OF LOAN:	CONSTRUCTION			
BORROWER RELATIONSHIP:	NONE			
CONSIDERATION:	1ST TRUST DEED; COLLTRL ASSIGN			
CONSIDERATION FMV:	\$ 1,177,262.			
ORIGINAL AMOUNT:	\$ 700,000.			
BALANCE DUE:		700,000.	700,000.	
DOUBTFUL ACCT. ALLOW.:				0.

BORROWER'S NAME:	CAL PAC MORTGAGE FUND, LLC			
BORROWER'S TITLE:	100% NOTE OWNERSHIP			
DATE OF NOTE:	9/20/2018			
MATURITY DATE:	10/01/2019			
REPAYMENT TERMS:	MONTHLY INTEREST			
INTEREST RATE:	8.75%			
SECURITY PROVIDED:	SINGLE FAMILY RESIDENCE			
PURPOSE OF LOAN:	CONSTRUCTION			
BORROWER RELATIONSHIP:	NONE			
CONSIDERATION:	1ST TRUST DEED SECURITY			
CONSIDERATION FMV:	\$ 3,500,000.			
ORIGINAL AMOUNT:	\$ 2,450,000.			
BALANCE DUE:		2,450,000.	2,450,000.	
DOUBTFUL ACCT. ALLOW.:				0.

BORROWER'S NAME:	AB CAPITAL, LLC			
BORROWER'S TITLE:	18.73% NOTE OWNERSHIP			
DATE OF NOTE:	10/03/2018			
MATURITY DATE:	10/01/2021			
REPAYMENT TERMS:	MONTHLY INTEREST			
INTEREST RATE:	8.75%			
SECURITY PROVIDED:	SINGLE FAMILY RESIDENCE			
PURPOSE OF LOAN:	PURCHASE			
BORROWER RELATIONSHIP:	NONE			
CONSIDERATION:	1ST TRUST DEED SECURITY			
CONSIDERATION FMV:	\$ 1,666,667.			
ORIGINAL AMOUNT:	\$ 1,000,000.			
BALANCE DUE:		1,000,000.	1,000,000.	
DOUBTFUL ACCT. ALLOW.:				0.

TOTAL \$ 8,449,891. \$ 8,449,891.

ALLOWANCE FOR DOUBTFUL ACCOUNTS \$ 0.

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART II, LINE 7
OTHER NOTES AND LOANS RECEIVABLE

NET OTHER NOTES/LOANS REC. - BOOK VALUE \$ 8,449,891.

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER PUBLICLY TRADED SECURITIES</u>			
STOCKS & ETF'S	COST	\$ 627,651.	\$ 155,749.
	TOTAL	<u>\$ 627,651.</u>	<u>\$ 155,749.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
50% MEMBER INTEREST IN AN LLC	\$ 19,760,539.	\$ 19,760,539.
TOTAL	<u>\$ 19,760,539.</u>	<u>\$ 19,760,539.</u>

STATEMENT 9
FORM 990-PF, PART VII-A, LINE 12
EXPLANATION OF DISTRIBUTION TO DONOR ADVISED FUND

QUALIFYING DISTRIBUTION STATEMENT:

SECTION 170(C) (2) (B) EXPLANATION:

THE FOUNDATION MADE A DISTRIBUTION TO A DONOR-ADVISED FUND (DAF) SPONSORING ORGANIZATION THAT WAS TREATED AS A QUALIFYING DISTRIBUTION. THE DAF SPONSORING ORGANIZATION IS A 501(C) (3) TAX-EXEMPT ENTITY BY REASON OF 509(A) (1) THAT, PURSUANT TO ITS ORGANIZING DOCUMENTS, IS ORGANIZED AND OPERATED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES. AS REQUIRED BY ITS ORGANIZING AND GOVERNING DOCUMENTS, ALL CONTRIBUTIONS TO THE DAF SPONSORING ORGANIZATION THAT ARE PART OF ITS DONOR-ADVISED FUND PROGRAM ARE USED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES. AS A CONSEQUENCE, ALL DISTRIBUTIONS BY THE FOUNDATION TO THE DAF SPONSORING ORGANIZATION ARE USED TO ACCOMPLISH A PURPOSE DESCRIBED IN SECTION 170(C) (2) (B). UPON MAKING THE DISTRIBUTION TO THE DAF SPONSORING ORGANIZATION, THE FOUNDATION RELINQUISHED ALL LEGALLY ENFORCEABLE RIGHTS WITH RESPECT TO THE DISTRIBUTED ASSETS. BECAUSE THE DAF SPONSORING ORGANIZATION IS ORGANIZED AND OPERATED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES, AND BECAUSE THE FOUNDATION HAS NO LEGALLY ENFORCEABLE RIGHTS WITH RESPECT TO THE DISTRIBUTED ASSETS, THE DISTRIBUTION IS A QUALIFYING DISTRIBUTION.

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STATEMENT 10
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
LEE HARRIS 2020 MAIN ST., SUITE 960 IRVINE, CA 92614	DIRECTOR 0.50	\$ 0.	\$ 0.	\$ 0.
LEE HARRIS 2020 MAIN ST. SUITE 960 IRVINE, CA 92614	PRESIDENT 7.50	0.	0.	0.
GARY GREENE 2020 MAIN ST., SUITE 960 IRVINE, CA 92614	DIRECTOR 0.25	0.	0.	0.
JASON STEWART 2020 MAIN ST. SUITE 960 IRVINE, CA 92614	DIRECTOR 0.25	0.	0.	0.
JASON STEWART 2020 MAIN ST. SUITE 960 IRVINE, CA 92614	VICE PRESIDENT 0.25	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CHILDREN'S HOSPITAL OF ORANGE CNTY: CHOC 1201 WEST LA VETA AVENUE ORANGE CA 92868	NONE	PC	ASSIST PEDIATRIC HOSPITAL FACILITIES WITH RESEARCH GRANTS.	\$ 160,000.
ORANGE COUNTY SCHOOL OF THE ARTS 1010 N. MAIN STREET SANTA ANA CA 92701	NONE	PC	ASSIST A HIGH SCHOOL OF THE ARTS WITH THE ARTS CONSERVATORY PROGRAM.	80,000.
FAMILIES FORWARD 8 THOMAS IRVINE CA 92618	NONE	PC	ASSIST HOMELESS AND VERY LOW-INCOME FAMILIES WITH HOUSING, FOOD & EDUCATION.	50,000.

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
COURT APPNTD. SPECIAL ADVOCATES OF O.CTY 1505 E. 17TH STREET, SUITE 214 SANTA ANA CA 92705	NONE	PC	ASSIST THE PLACEMENT OF ABUSED AND NEGLECTED FOSTER CARE CHILDREN WITH PERMANENT FAMILIES.	\$ 20,000.
SHARE OUR SELVES 1550 SUPERIOR AVENUE COSTA MESA CA 92627	NONE	PC	ASSIST THE HOMELESS, POOR & UNINSURED WITH MEDICAL CARE, FOOD AND HOUSING.	50,000.
DARKNESS TO LIGHT 1064 GARDNER ROAD, SUITE 210 CHARLESTON SC 29407	NONE	PC	ASSISTANCE WITH THE PREVENTION OF CHILD SEXUAL ABUSE.	20,000.
INSTITUTE FOR JUSTICE 901 N. GLEBE ROAD, SUITE 900 ARLINGTON VA 22203	NONE	PC	ASSIST WITH THE CONTINUATION OF THE RULE OF LAW UNDER WHICH INDIVIDUALS CAN CONTROL THEIR DESTINIES AS FREE AND RESPONSIBLE MEMBERS OF SOCIETY.	1,000.
CORAL REEF ALLIANCE 1330 BROADWAY, SUITE 1602 OAKLAND CA 94612	NONE	PC	ASSIST WITH THE PRESERVATION AND PROTECTION OF THE OCEANS CORAL REEFS.	20,000.
ART & CREATIVITY FOR HEALING 23011 MOULTON PARKWAY, SUITE I-5 LAGUNA HILLS CA 92653	NONE	PC	PROVIDE SUPPORT TO ECONOMICALLY DISADVANTAGED CHILDREN & THEIR FAMILIES THROUGH ARTS PROGRAMS.	10,000.
ALZHEIMER'S DISEASE RESEARCH FOUNDATION 34 WASHINGTON STREET, SUITE 200 WELLESLEY HILLS MA 02481	NONE	PC	RESEARCH SUPPORT TO FIND A CURE TO ALZHEIMER'S DISEASE.	80,000.

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
HANDS TOGETHER; A CENTER FOR CHILDREN 201 CIVIC CENTER DRIVE EAST SANTA ANA CA 92701	NONE	PC	SUPPORT PROGRAM TO STOP MULTI-GENERATION AL ILLITERACY, AND SUPPORT ADVANCED EARLY EDUCATION PROGRAM FOR ECONOMICALLY DISADVANTAGED CHILDREN.	\$ 55,000.
NAVY-MARINE CORPS RELIEF SOCIETY 875 N. RANDOLPH STREET, SUITE 225 ARLINGTON VA 22203	NONE	PC	SUPPORT EMERGENCY FINANCIAL ASSISTANCE AND MEDICAL PROGRAMS FOR US NAVY & MARINE PERSONNEL AND THEIR FAMILIES.	50,000.
OCSPCA PO BOX 6507 HUNTINGTON BEACH CA 92615	NONE	PC	SUPPORT PROGRAMS OF THE ORANGE COUNTY SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS.	10,000.
PEDIATRIC CANCER RESEARCH FOUNDATION 9272 JERONIMO RD. SUITE 122 IRVINE CA 92618	NONE	PC	SUPPORT RESEARCH PROGRAMS ACCROSS THE U.S. TO FIND A CURE TO CHILDHOOD CANCER.	10,000.
CUSTOM CANINES SERVICE DOG ACADEMY, INC PO BOX 105 SUN PRAIRIE WI 53590	NONE	PC	ASSIST IN TRAINING OF SERVICE DOGS FOR MILITARY VETERANS, THE BLIND AND DISABLED PERSONS.	18,000.

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
NEPAL YOUTH FOUNDATION 3030 BRIDGEWAY, SUITE 202 SAUSALITO CA 94965	NONE	PC	ASSIST IN PROVIDING HOUSING, MEDICAL CARE AND EDUCATION TO IMPOVERISHED YOUTH IN NEPAL.	\$ 10,000.
DRAGON KIM FOUNDATION 13217 JAMBOREE ROAD #158 TUSTIN CA 92782	NONE	PC	TO ASSIST PROGRAMS AND FUNDING TO HELP STUDENTS FIND AND EXPLORE THEIR PASSIONS...ENTRE PRENUERIAL, MUSICAL AND COLLEGE.	20,000.
FOLDS OF HONOR FOUNDATION 8551 NORTH 125TH EAST AVE, STE 100 OWASSO OK 74055	NONE	PC	TO ASSIST WITH THE EDUCATION OF CHILDREN & SPOUSES OF MILITARY SERVICE MEN & WOMEN FALLEN OR DISABLED SERVING THE UNITED STATES OF AMERICA.	10,000.
JUDICIAL WATCH 425 THIRD STREET SW, SUITE 800 WASHINGTON DC DC 20024	NONE	PC	TO ASSIST IN THE FIGHT AGAINST GOVERNMENT CORRUPTION.	1,000.
ORANGE COUNTY COASTKEEPER 3151 AIRWAY AVE. SUITE F-110 COSTA MESA CA 92626	NONE	PC	TO ASSIST IN THE ACHIEVEMENT OF HEALTHY, ACCESSIBLE, AND SUSTAINABLE CLEAN WATER RESOURCES.	10,000.
CHURCH OF THE MESSIAH 614 NORTH BUSH STREET SANTA ANA CA 92701	NONE	PC	DONATION TO A CHURCH WITHIN THE "PROTESTANT EPISCOPAL CHURCH IN THE USA" NETWORK. EIN 31-1629166.	38,000.

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
TRAGEDY ASSISTANCE PRGM FOR SURVIVORS 3033 WILSON BLVD, SUITE 300 ARLINGTON VA 22201	NONE	PC	TO ASSIST SURVIVORS COPING WITH THE DEATH OF A LOVED ONE WHO WAS SERVING IN THE MILITARY OR IN SUPPORT OF A MILITARY MISSION.	\$ 10,000.
DONORS TRUST INC. 1800 DIAGONAL ROAD, SUITE 280 ALEXANDRIA VA 22314	NONE	PC	TO ASSIST IN THE SUPPORT OF LIBERTY THROUGH LIMITED GOVERNMENT, PERSONAL RESPONSIBILITY AND FREE ENTERPRISE.	475,000.
TOTAL				<u>\$ 1,208,000.</u>

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STATEMENT 12
FORM 990-PF, PART VII-A, LINE 11
NOT A CONTROLLED ENTITY UNDER SECTION 512(B) (3)

THE FOUNDATION OWNS A 50% MEMBER INTEREST IN EFTFTB, LLC (EFTFTB) THAT WAS GIFTED TO THE FOUNDATION FROM THE JANET R. ELERDING TRUST. EFTFTB OWNS RESIDENTIAL REAL ESTATE PROPERTIES (APARTMENTS) THAT GENERATE PASSIVE INCOME FROM REAL PROPERTY RENTS ONLY. THE PROPERTIES OWNED BY EFTFTB ARE NOT DEBT-FINANCED, AND THEREFORE THE NET PASSIVE RENTS FROM EFTFTB ARE EXCLUDED IN COMPUTING UNRELATED BUSINESS TAXABLE INCOME. EFTFTB IS NOT CONSIDERED A CONTROLLED ENTITY UNDER SECTION 512(B) (3) NOR A BUSINESS ENTERPRISE ON LINE 3A OF PART VII-B.

JE FOUNDATION

20-5655738

AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES
FORM 990-PF, PART X, LINE 1A

SECURITY	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER
	236,138	177,760	171,263	167,917	171,068	169,224	167,962	166,790	168,973	177,083	178,958	166,205
AVERAGES	<u>236,138</u>	<u>177,760</u>	<u>171,263</u>	<u>167,917</u>	<u>171,068</u>	<u>169,224</u>	<u>167,962</u>	<u>166,790</u>	<u>168,973</u>	<u>177,083</u>	<u>178,958</u>	<u>166,205</u>

TOTALS 2,119,341 NUMBER OF MONTHS 12AVERAGE MONTHLY FAIR MARKET VALUE 176,612

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ELERDING FAMILY FOUNDATION" FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "JE FOUNDATION", ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 2018, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "JE FOUNDATION", IS THE LAST KNOWN TITLE OF RECORD OF THE AFORESAID CORPORATION.



4226941 8321
SR# 20190147088

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202080880
Date: 01-15-19



I hereby certify that the foregoing
transcript of 2 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

FEB 01 2019

Date:

Alex Padilla

ALEX PADILLA, Secretary of State

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ELERDING FAMILY FOUNDATION
(a Corporation without Capital Stock)

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:00 AM 11/15/2018
FILED 11:00 AM 11/15/2018
SR 20187687008 - File Number 4226941

The corporation, ELERDING FAMILY FOUNDATION, a corporation without capital stock, organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

1. That by unanimous written consent of the members of the governing body (the Board of Directors), a vote was taken proposing to amend the Certificate of Incorporation, said Amendment being as follows:

Article FIRST of the Certificate of Incorporation is hereby amended and restated to read as follows:

FIRST: The name of the corporation (hereinafter called the "corporation") is "JE Foundation".

2. That the foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law.

IN WITNESS WHEREOF, this Certificate of Amendment of Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 31st day of October, 2018.

By: 
Lee Harris, President

State of California
Secretary of State

NAME CHANGE
CERTIFICATE OF QUALIFICATION

C2939508

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify that on the **22nd day of January 2019**, there was filed in this office an Amended Statement and Designation by Foreign Corporation whereby the corporate name of **ELERDING FAMILY FOUNDATION**, a corporation organized and existing under the laws of **Delaware**, was changed to **JE FOUNDATION**. This corporation complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California and is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
January 30, 2019.



ALEX PADILLA
Secretary of State

bac

NCTO

A0823725



Secretary of State

ASDC

Amended Statement by Foreign Corporation

(Name Change ONLY)

IMPORTANT — Read Instructions before completing this form.**Additional Requirements:**

- **Certificate Showing the Name Change:** If the legal name of the foreign corporation has changed in the state, foreign country or place of formation, this form **must be submitted** with a current certificate issued by the government agency where the foreign corporation was formed that certifies the change of name and includes both the old and new corporate name (California Corporations Code section 2107.) **Note:** A certified copy of the name change amendment does not meet California statutory requirements
- **Certificate of Name Approval (Insurers ONLY):** If the foreign corporation is subject to the Insurance Code as an insurer, this form also **must be submitted** with a Certificate of Name Approval issued by the California Insurance Commissioner (California Corporations Code section 2106 5)

Filing Fee — \$30.00

Copy Fees — First page \$1 00; each attachment page \$0.50;
 Certification Fee - \$5 00 plus copy fees

FILED
 Secretary of State
 State of California
 JAN 22 2019

This Space For Office Use Only

1. **Corporate Name** (Enter the exact name of the foreign corporation as it is recorded with the California Secretary of State)

ELERDING FAMILY FOUNDATION

2. **New Corporate Name**

(Enter the new name of the foreign corporation. **Note:** The certificate from the government agency where the corporation was formed, as noted in the "Additional Requirements" section above, is not required if legal corporate name has not changed and you are merely filing this form to delete or change a "doing business as" name.)

JE Foundation

3. **Jurisdiction**

(Enter the state, foreign country or place where this corporation is formed — must match the jurisdiction on the records of the California Secretary of State.)

Delaware

4. **7-Digit Secretary of State File Number**

C2939508

5. **Read and Sign Below** (See Instructions. Office or title not required. Do not use a computer generated signature.)

I am a corporate officer and am authorized to sign on behalf of the foreign corporation

Signature

Lee Harris, President

Type or Print Name