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 01-01-2018 , and ending 12-31-2018

Name of foundation
HENRY T NICHOLAS III FOUNDATION

A Employer identification number
20-7201390

Number and street (or P O box number if mail is not delivered to street address)
15 ENTERPRISE NO 550

Room/suite

B Telephone number (see instructions)
(949) 448-4300

City or town, state or province, country, and ZIP or foreign postal code
ALISO VIEJO, CA 92656

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), *line 16)* ▶$ 54,416,424

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)	26,425,789			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,013	2,013		
	4	Dividends and interest from securities	304,714	304,714		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	209,218			
	b	Gross sales price for all assets on line 6a 3,055,661				
	7	Capital gain net income (from Part IV, line 2)		1,287,461		
	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	26,941,734	1,594,188		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	23,300	11,650		11,650
	c	Other professional fees (attach schedule)	861	861		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	481,714	0		513
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	2,153	2,153		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	508,028	14,664		12,163
	25	Contributions, gifts, grants paid	4,209,895			4,209,895
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,717,923	14,664		4,222,058
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	22,223,811			
	b	**Net investment income** (if negative, enter -0-)		1,579,524		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,409,661	507,689	507,689
	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	3,438	16,426	16,426
	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)	31,618,540	53,883,699	53,883,699
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	7,628	8,610	8,610
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	33,039,267	54,416,424	54,416,424
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 ▶)	454,190	909,539	
	23	**Total liabilities**(add lines 17 through 22)	454,190	909,539	
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	15,882,010	15,882,010	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	16,703,067	37,624,875	
	30	**Total net assets or fund balances** (see instructions)	32,585,077	53,506,885	
	31	**Total liabilities and net assets/fund balances** (see instructions)	33,039,267	54,416,424	

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	32,585,077
2	Enter amount from Part I, line 27a	2	22,223,811
3	Other increases not included in line 2 (itemize) ▶	3	3,150
4	Add lines 1, 2, and 3	4	54,812,038
5	Decreases not included in line 2 (itemize) ▶	5	1,305,153
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	53,506,885

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)
1 a	NORTHERN TRUST #26-90549	P	2018-01-01	2018-12-31
b	PUBLICLY TRADED SECURITIES	D	2018-01-01	2018-12-31
c	RCP FUND IV, LP	P	2018-01-01	2018-12-31
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	12			12
b	3,033,530		1,768,200	1,265,330
c	22,119			22,119
d				
e				

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				12
b				1,265,330
c				22,119
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	1,287,461
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))
2017	3,278,125	24,209,064	0 135409
2016	3,113,141	15,950,515	0 195175
2015	2,432,529	13,086,808	0 185876
2014	2,678,609	9,781,698	0 273839
2013	2,458,340	3,983,953	0 617060

2	**Total** of line 1, column (d)	2	1 407359
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 281472
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	34,006,936
5	Multiply line 4 by line 3	5	9,572,000
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,795
7	Add lines 5 and 6	7	9,587,795
8	Enter qualifying distributions from Part XII, line 4 , ...	8	4,222,058

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	31,590
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	31,590
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	31,590
6	Credits/Payments				
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	11,875		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	95,000		
d	Backup withholding erroneously withheld	6d	0		
7	Total credits and payments Add lines 6a through 6d.			7	106,875
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	75,285
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 75,285 **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).	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?.	1c		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 2018 or the taxable year beginning in 2018? See the 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?	**13**	**Yes**	

Website address ▶N/A

14 The books are in care of ▶GOSHA ZANDT Telephone no ▶(949) 448-4300

Located at ▶15 ENTERPRISE SUITE 550 ALISO VIEJO CA ZIP+4 ▶92656

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

			Yes	**No**
16	At any time during calendar year 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?	**16**		**No**
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☑ **Yes** ☐ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	**1b**		**No**
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?.	**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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?. ☐ **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 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).*	**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 2018?	**4b**		**No**

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☑ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?.	☐ Yes ☑ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☑ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? See instructions.	☑ Yes ☐ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?.	☐ Yes ☑ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions		**5b**	**No**
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?.	☑ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?.	☐ Yes ☑ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	**No**
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☑ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	
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 during the year?	☐ Yes ☑ 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	**(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
HENRY T NICHOLAS III 15 ENTERPRISE SUITE 550 ALISO VIEJO, CA 92656	TRUSTEE - HRS DEVOTED AS N 0 00	0	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
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	33,118,507
b	Average of monthly cash balances			1b	1,295,943
c	Fair market value of all other assets (see instructions)			1c	110,358
d	**Total** (add lines 1a, b, and c)			1d	34,524,808
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	34,524,808
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	517,872
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	34,006,936
6	**Minimum investment return.** Enter 5% of line 5			6	1,700,347

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	1,700,347
2a	Tax on investment income for 2018 from Part VI, line 5	2a	31,590		
b	Income tax for 2018 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	31,590
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,668,757
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	1,668,757
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	1,668,757

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	4,222,058
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	4,222,058
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	4,222,058

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					1,668,757
2 Undistributed income, if any, as of the end of 2018					
a Enter amount for 2017 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2018					
a From 2013.	2,259,142				
b From 2014.	2,378,232				
c From 2015.	1,783,859				
d From 2016.	2,328,264				
e From 2017.	2,073,050				
f **Total** of lines 3a through e.		10,822,547			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 4,222,058					
a Applied to 2017, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2018 distributable amount.					1,668,757
e Remaining amount distributed out of corpus		2,553,301			
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		13,375,848			
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					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		0			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions) . . .		2,259,142			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a		11,116,706			
10 Analysis of line 9					
a Excess from 2014. . . .	2,378,232				
b Excess from 2015. . . .	1,783,859				
c Excess from 2016. . . .	2,328,264				
d Excess from 2017. . . .	2,073,050				
e Excess from 2018. . . .	2,553,301				

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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

HENRY T NICHOLAS III

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 to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HENRY T NICHOLAS EDUCATIONAL FOUNDATION 412 W 4TH STREET 1ST FLOOR SANTA ANA, CA 92701	NONE	POF	YOUTH EDUCATION PROGRAMS ADVANCING STUDENT ACADEMICS	4,209,895
Total . . . . ▶ **3a**				
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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)** Exclusion 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			14	2,013	
4 Dividends and interest from securities. . . .			14	304,714	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	209,218	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue **a**					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		515,945	0

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 515,945

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	**1a(1)**		**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) (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

******	2019-11-15	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name ALEXANDER ARONSOHN	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN P02017240
Firm's name ▶ ANDERSEN TAX LLC				Firm's EIN ▶33-1197384
Firm's address ▶ 400 SOUTH HOPE STREET SUITE 1000 LOS ANGELES, CA 90071				Phone no (213) 593-2300

TY 2018 Accounting Fees Schedule

Name: HENRY T NICHOLAS III FOUNDATION

EIN: 20-7201390

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX COMPLIANCE FEES	11,500	5,750		5,750
AUDIT FEES	11,800	5,900		5,900

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

TY 2018 Expenditure Responsibility Statement

Name: HENRY T NICHOLAS III FOUNDATION

EIN: 20-7201390

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
HENRY T NICHOLAS EDUCATION FOUNDATION INC	412 W 4TH STREET SANTA ANA, CA 92701	2017-12-31	3,273,199	(A) WORK STUDY AWARDS FOR STUDENTS(B) TO ASSIST STUDENTS TO DEVELOP THE NECESSARY ACADEMIC SKILLS THAT INCREASE THE QUALITY OF THEIR ACADEMIC PERFORMANCE WITH THE NICHOLAS ACADEMIC CENTER I AND NICHOLAS ACADEMIC CENTER II	3,273,199	NONE	10/24/18		
HENRY T NICHOLAS EDUCATION FOUNDATION INC	412 W 4TH STREET SANTA ANA, CA 92701	2018-12-31	4,209,895	(A) WORK STUDY AWARDS FOR STUDENTS(B) TO ASSIST STUDENTS TO DEVELOP THE NECESSARY ACADEMIC SKILLS THAT INCREASE THE QUALITY OF THEIR ACADEMIC PERFORMANCE WITH THE NICHOLAS ACADEMIC CENTER I AND NICHOLAS ACADEMIC CENTER II	3,760,935	NONE	10/30/19		

TY 2018 General Explanation Attachment

Name: HENRY T NICHOLAS III FOUNDATION

EIN: 20-7201390

General Explanation Attachment

Identifier	Return Reference	Explanation	
1		FORM 990-PF PART VII-B, QUESTIONS 1A(3)	PURSUANT TO I R C SECTION 4941(D)(2)(C) THE FURNISHING OF GOODS, SERVICES, OR FACILITIES BY A DISQUALIFIED PERSON TO A PRIVATE FOUNDATION IS NOT AN ACT OF SELF-DEALING SINCE THE FURNISHING IS WITHOUT CHARGE AND THE GOODS, SERVICES, OR FACILITIES SO FURNISHED ARE USED BY THE FOUNDATION EXCLUSIVELY FOR PURPOSES SPECIFIED IN SECTION 501(C)(3)

TY 2018 Investments - Other Schedule

Name: HENRY T NICHOLAS III FOUNDATION

EIN: 20-7201390

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GS MEZZANINE PARTNERS 2006	FMV	2,295	2,295
RCP FUND IV, L.P.	FMV	108,063	108,063
WELLS FARGO #4757	FMV	42,889,986	42,889,986
HTN III FNDN - 2690549	FMV	10,883,355	10,883,355

TY 2018 Other Assets Schedule

Name: HENRY T NICHOLAS III FOUNDATION

EIN: 20-7201390

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INTEREST RECEIVABLE	7,628	8,610	8,610

TY 2018 Other Decreases Schedule

Name: HENRY T NICHOLAS III FOUNDATION

EIN: 20-7201390

Description	Amount
UNREALIZED LOSSES	1,305,153

TY 2018 Other Expenses Schedule

Name: HENRY T NICHOLAS III FOUNDATION

EIN: 20-7201390

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT CUSTODY FEES	1,500	1,500		0
BANK CHARGES	502	502		0
LOSS FROM ALTERNATIVE INVESTMENTS	151	151		0

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TY 2018 Other Increases Schedule

Name: HENRY T NICHOLAS III FOUNDATION

EIN: 20-7201390

Description	Amount
BOOK TO TAX DIFFERENCE	3,150

TY 2018 Other Liabilities Schedule

Name: HENRY T NICHOLAS III FOUNDATION

EIN: 20-7201390

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAX PAYABLE	454,190	909,539

TY 2018 Other Professional Fees Schedule

Name: HENRY T NICHOLAS III FOUNDATION

EIN: 20-7201390

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISC PROF FEES FROM K-1 (RCP FUND IV, LP)	861	861		0

TY 2018 Taxes Schedule

Name: HENRY T NICHOLAS III FOUNDATION

EIN: 20-7201390

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROVISION FOR FEDERAL EXCISE TAX	26,952	0		0
PROVISION FOR STATE INCOME TAX	513	0		513
DEFERRED FEDERAL EXCISE TAX	454,249	0		0

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Go to *www irs gov/Form990* for the latest information

OMB No 1545-0047

2018

Name of the organization	**Employer identification number**
HENRY T NICHOLAS III FOUNDATION	20-7201390

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization
HENRY T NICHOLAS III FOUNDATION

Employer identification number
20-7201390

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HENRY T NICHOLAS III 15 ENTERPRISE STE 550 ALISO VIEJO, CA 92656	$ 26,425,789	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	**Employer identification number**
HENRY T NICHOLAS III FOUNDATION	20-7201390

Part II **Noncash Property** (See Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	See Additional Data Table	$	

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

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

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

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

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

Name of organization
HENRY T NICHOLAS III FOUNDATION

Employer identification number
20-7201390

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 20-7201390
Name: HENRY T NICHOLAS III FOUNDATION

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	30,500 SHARES OF BROADCOM INC (AVGO)	$ 7,527,857	2018-12-21
1	12,300 SHARES OF BROADCOM INC (AVGO)	$ 3,034,225	2018-12-27
1	1,870 SHARES OF 58 COM INC-ADR (WUBA)	$ 101,719	2018-12-28
1	1,026 SHARES OF ABBOTT LABORATORIES (ABT)	$ 73,025	2018-12-28
1	1,026 SHARES OF ABBVIE INC (ABBV)	$ 93,787	2018-12-28
1	3,045 SHARES OF AMGEN INC (AMGN)	$ 585,630	2018-12-28
1	723 SHARES OF APERGY CORP (APY)	$ 19,756	2018-12-28
1	2,010 SHARES OF ARTHUR J GALLAGHER (AJG)	$ 146,187	2018-12-28
1	704 SHARES OF AUTOZONE INC (AZO)	$ 595,345	2018-12-28
1	389 SHARES OF AVANOS MED INC (AVNS)	$ 16,812	2018-12-28

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	5,499 SHARES OF BANK OF HAWAII CORP (BOH)	$ 366,811	2018-12-28
1	2,791 SHARES OF BAXTER INTERNATIONAL (BAX)	$ 182,769	2018-12-28
1	4,927 SHARES OF BB&T CORP (BBT)	$ 212,107	2018-12-28
1	1,162 SHARES OF BROADCOM INC (AVGO)	$ 295,857	2018-12-28
1	8,215 SHARES OF CADENCE DESIGN SYSTEMS INC (CDNS)	$ 355,709	2018-12-28
1	6,300 SHARES OF CAMPBELL SOUP COMPANY (CPB)	$ 212,404	2018-12-28
1	5,286 SHARES OF CAPITAL ONE FINANCIAL (COF)	$ 397,031	2018-12-28
1	408 SHARES OF CASEYS GENL STORES (CASY)	$ 51,818	2018-12-28
1	357 SHARES OF CHEMOURS CO (CC)	$ 9,985	2018-12-28
1	52 SHARES OF CIGNA CORP NEW (CI)	$ 9,956	2018-12-28

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	3,747 SHARES OF CONOCOPHILLIPS (COP)	$ 232,351	2018-12-28
1	2,000 SHARES OF DANAHER CORP (DHR)	$ 204,420	2018-12-28
1	5,200 SHARES OF DISCOVER FINANCIAL (DFS)	$ 306,436	2018-12-28
1	1,446 SHARES OF DOVER CORP COMMON (DOV)	$ 101,371	2018-12-28
1	4,511 SHARES OF EBAY INC (EBAY)	$ 127,774	2018-12-28
1	1,163 SHARES OF ELECTRONIC ARTS INC (EA)	$ 92,220	2018-12-28
1	713 SHARES OF ELI LILLY & CO (LLY)	$ 81,168	2018-12-28
1	1,840 SHARES OF ENVESTNET INC (ENV)	$ 90,657	2018-12-28
1	1,414 SHARES OF EQUIFAX INC (EFX)	$ 132,280	2018-12-28
1	11,190 SHARES OF EXPEDIA INC (EXPE)	$ 1,272,862	2018-12-28

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	460 SHARES OF FACEBOOK INC CLASS A (FB)	$ 61,667	2018-12-28
1	3,065 SHARES OF FORTIVE CORP (FTV)	$ 204,252	2018-12-28
1	8,994 SHARES OF FRANKLIN RESOURCES (BEN)	$ 263,119	2018-12-28
1	15,799 SHARES OF GENERAL ELECTRIC COM (GE)	$ 117,228	2018-12-28
1	1,940 SHARES OF GENL DYNAMICS CORP (GD)	$ 302,281	2018-12-28
1	1,841 SHARES OF GOLDMAN SACHS GROUP (GS)	$ 301,896	2018-12-28
1	11,440 SHARES OF GOPRO INC (GPRO)	$ 49,993	2018-12-28
1	10,875 SHARES OF GROUPON INC (GRPN)	$ 34,365	2018-12-28
1	3,401 SHARES OF INPHI CORP (IPHI)	$ 109,750	2018-12-28
1	2,718 SHARES OF JOHNSON CTLS INTL PLC (JCI)	$ 80,860	2018-12-28

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	2,312 SHARES OF KIMBERLY-CLARK CORP (KMB)	$ 262,643	2018-12-28
1	1,723 SHARES OF KNOWLES CORP (KN)	$ 23,105	2018-12-28
1	2,888 SHARES OF LOWES COMPANIES INC (LOW)	$ 266,274	2018-12-28
1	1,612 SHARES OF MARRIOTT VACATIONS WORLDWIDE CORP (VAC)	$ 111,655	2018-12-28
1	1,623 SHARES OF MCDONALDS CORP (MCD)	$ 285,932	2018-12-28
1	1,535 SHARES OF MICROCHIP TECHNOLOGY (MCHP)	$ 109,921	2018-12-28
1	6,253 SHARES OF MICROSOFT CORP (MSFT)	$ 631,344	2018-12-28
1	4,405 SHARES OF MORGAN STANLEY & CO (MS)	$ 173,865	2018-12-28
1	145 SHARES OF NEKTAR THERAPEUTICS (NKTR)	$ 4,830	2018-12-28
1	7,017 SHARES OF NETAPP INC (NTAP)	$ 415,511	2018-12-28

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	683 SHARES OF NVENT ELECTRIC PLC (NVT)	$ 15,002	2018-12-28
1	2,645 SHARES OF NVIDIA CORP (NVDA)	$ 354,033	2018-12-28
1	4,599 SHARES OF ORACLE CORPORATION (ORCL)	$ 208,105	2018-12-28
1	228 SHARES OF O'REILLY AUTOMOTIVE (ORLY)	$ 78,097	2018-12-28
1	4,511 SHARES OF PAYPAL HOLDINGS INC (PYPL)	$ 377,954	2018-12-28
1	683 SHARES OF PENTAIR PLC (PNR)	$ 25,565	2018-12-28
1	306 SHARES OF PHILIP MORRIS INTERNATIONAL INC (PM)	$ 20,805	2018-12-28
1	1,873 SHARES OF PHILLIPS 66 (PSX)	$ 160,469	2018-12-28
1	4,880 SHARES OF PROCTER & GAMBLE CO (PG)	$ 449,253	2018-12-28
1	6,540 SHARES OF SOLAREDGE TECHNOLOGIES INC (SEDG)	$ 227,003	2018-12-28

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(a) **No. from Part I**	**(b)** **Description of noncash property given**	**(c)** **FMV (or estimate)** **(See instructions)**	**(d)** **Date received**
1	3,554 SHARES OF TRAVELERS COS INC (TRV)	$ 422,108	2018-12-28
1	62,417 SHARES OF TWITTER INC (TWTR)	$ 1,778,260	2018-12-28
1	2,504 SHARES OF UNITED PARCEL SERVICE (UPS)	$ 244,090	2018-12-28
1	473 SHARES OF UNITEDHEALTH GROUP INC (UNH)	$ 116,973	2018-12-28
1	1,467 SHARES OF VERIZON COMMUNICATIONS COM (VZ)	$ 81,242	2018-12-28
1	894 SHARES OF WORKDAY INC CLASS A (WDAY)	$ 141,413	2018-12-28
1	50,723 SHARES OF YEXT INC (YEXT)	$ 749,179	2018-12-28
1	1,842 SHARES OF ZIONS BANCORP (ZION)	$ 74,711	2018-12-28
1	41,580 SHARES OF ZYNGA INC (ZNGA)	$ 160,707	2018-12-28