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EXTENDED TO NOVEMBER 15, 2019
Return of Private Foundation

201812

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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning and ending

Name of foundation
SOPHORA FOUNDATION
C/O FRANK, RIMERMAN + CO. LLP

Employer identification number
26-3364880

1801 PAGE MILL ROAD
City or town, state or province, country, and ZIP or foreign postal code
PALO ALTO, CA 94304

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

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

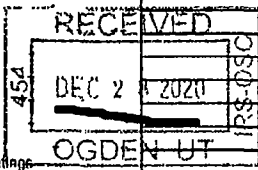
FAIR market value of all assets at end of year (from Part II, col. (c), line 16)
841,338.

Accounting method:
 Cash
 Accrual
 Other (specify)

Foreign organizations, check here:
 1. Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check this box and attach computation

If private foundation status was terminated under section 507(b)(1)(A), check here
 If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	1,998.			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B information on revolving and temporary cash investments				
4	Dividends and interest from securities	4,927.	4,927.	4,927.	STATEMENT 1
6a	Gross rents				
6b	Net gain or (loss) from sale of assets not on line 10	58,377.			
6c	Gross sales price for all assets on line 6a	171,385.			
7	Capital gain not included (from Part IV, line 2)		58,377.		
8	Net short-term capital gain			722.	
9	Income recaptions				
10a	Gross profit or (loss)				
10b	Cost of goods sold				
10c	Gross profit or (loss)				
11	Other income	655.	655.	655.	STATEMENT 2
12	Total. Add lines 1 through 11	65,957.	63,959.	6,304.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
16b	Accounting fees				
16c	Other professional fees				
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	559.	0.	0.	0.
24	Total operating and administrative expenses. Add lines 13 through 23	559.	0.	0.	0.
25	Contributions, gifts, grants paid	23,405.			23,405.
26	Total expenses and disbursements. Add lines 24 and 25	23,964.	0.	0.	23,405.
27	Subtract line 26 from line 12.	11,993.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		63,959.		
c	Adjusted net income (if negative, enter -0-)			6,304.	



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Form 990-PF (2018)

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SOPHORA FOUNDATION

Form 990-PF (2018)

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26-3364880

Page 2

Part II - Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only

	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	72,197.	96,028.	96,028.	
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				
7 Prom notes and loans receivable				
Less: allowance for doubtful accounts				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10a Investments - U.S. and state government obligations				
b Investments - corporate stock	471,680.	489,842.	745,310.	
c Investments - corporate bonds				
11 Investments - land, buildings, and equipment basis				
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings and equipment basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	543,877.	585,870.	841,338.	
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				
22 Other liabilities (describe)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances				
Foundations that follow SFAS 117, check here and complete lines 24 through 28, 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	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	543,877.	585,870.		
30 Total net assets or fund balances	543,877.	585,870.		
31 Total liabilities and net assets/fund balances	543,877.	585,870.		

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	543,877.
2 Enter amount from Part I, line 27a	2	41,993.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	585,870.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	585,870.

Form 990-PF (2018)

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2018.06040 SOPHORA FOUNDATION C/O FRANK RIMERMAN + CO. LLP 50660-81

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SOPHORA FOUNDATION
 Form 990-PF (2018) C/O FRANK, RIMERMAN + CO. LLP 26-3364880 Page 3

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.)
1a 546.70 SHS - AMG YACKTMAN FOCUSED FUND	P	12/27/17	08/27/18
b 1,666.98 SHS - AMG YACKTMAN FOCUSED FUND	P	VARIOUS	08/27/18
c 2,946.29 SHS - AMG YACKTMAN FOCUSED FUND	P	VARIOUS	08/27/18
d 50 SHS - NETFLIX INC	P	03/28/16	05/17/18
e 50 SHS - NETFLIX INC	P	03/28/16	06/15/18

(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 12,246.		11,524.	722.
b 37,342.		35,139.	2,203.
c 65,997.		51,642.	14,355.
d 16,500.		4,901.	11,599.
e 39,300.		9,802.	29,498.

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/89	(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			722.
b			2,203.
c			14,355.
d			11,599.
e			29,498.

2 Capital gain net income or (net capital loss)	2	58,377.
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). If (loss), enter -0- in Part I, line 8	3	722.

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 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	85,150.	696,213.	.122305
2016	56,856.	657,590.	.086461
2015	94,245.	724,679.	.130051
2014	17,089.	642,395.	.026602
2013	15,853.	513,712.	.030860

2 Total of line 1, column (d)	2	.396279
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 50, or by the number of years the foundation has been in existence if less than 5 years	3	.079256
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	941,825.
5 Multiply line 4 by line 3	5	74,645.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	640.
7 Add lines 5 and 6	7	75,285.
8 Enter qualifying distributions from Part XII, line 4 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.	8	23,405.

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Form 990-PF (2018)

4

09491216 756877 50660-T09 2018.06040 SOPHORA FOUNDATION C/O FRANK RIMERMAN + CO. LLP 0660-81

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Form 990-PF (2018)

C/O FRANK, RIMERMAN + CO. LLP

26-3364880 Page 4

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	1,279.
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	2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col (b)	3	1,279.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.
3 Add lines 1 and 2	5	1,279.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	6a	1,799.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	6b	0.
6 Credits/Payments:	6c	0.
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6d	0.
b Exempt foreign organizations - tax withheld at source	7	1,799.
c Tax paid with application for extension of time to file (Form 8860)	8	0.
d Backup withholding erroneously withheld	9	
7 Total credits and payments. Add lines 6a through 6d	10	520.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11 Enter the amount of line 10 to be Credited to 2019 estimated tax <input type="checkbox"/> 520. Refunded <input type="checkbox"/>		

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?		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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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
4a 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
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> 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		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

Form 990-PF (2018)

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2018.06040 SOPHORA FOUNDATION C/O FRANK, RIMERMAN + CO. LLP 50660-81

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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.		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.		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ MICHAEL CHOJNACKI Telephone no. ▶ (650) 845-8100 Located at ▶ 1801 PAGE MILL ROAD, PALO ALTO, CA ZIP+4 ▶ 94304		
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 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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? <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. 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? 1c X		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation deferred 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 Gd and Ge, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 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. ▶		
3a 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 G, Form 4720, to determine if the foundation had excess business holdings in 2018.) N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X		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? 4b X		X

Form 990-PF (2018)

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

5a (During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(a))? 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 Organizations relying on a current notice regarding disaster assistance, check here N/A

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 N/A

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? Yes 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? Yes No N/A

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? Yes 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.

(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
YAN KE	PRESIDENT			
FRANK, RIMERMAN, 1801 PAGE MILL RD PALO ALTO, CA 94034	0.00	0.	0.	0.
JUNE LI	SECRETARY			
FRANK, RIMERMAN, 1801 PAGE MILL RD PALO ALTO, CA 94034	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
Form 990-PF (2018)

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SOPHORA FOUNDATION
 Form 990-PF (2018) C/O FRANK, RIMERMAN + CO. LLP 26-3364880 Page 7

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

3 Five highest-paid independent contractors for professional services. 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 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

Form 990-PF (2018)

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SOPHORA FOUNDATION
 Form 990-PF (2018) C/O FRANK, RIMERMAN + CO. LLP 26-3364880 Page 8

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	877,004.
b	Average of monthly cash balances	1b	79,164.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	956,168.
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	956,168.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,343.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	941,825.
6	Minimum investment return. Enter 5% of line 5	6	47,091.

Part XI Distributable Amount (see instructions) (Section 4942(f)(3) and (f)(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	
2a	Tax on investment income for 2018 from Part VI, line 5	2a	
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	23,405.
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	23,405.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	23,405.

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.

Form 990-PF (2018)

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2018.06040 SOPHORA FOUNDATION C/O FRANK RIMERMAN + CO. LLP 50660-81

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Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years				
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				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ S				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2018 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (if an amount appears in column (d) the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr				
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				
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)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a				
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				

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Form 990-PF (2018)

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SOPHORA FOUNDATION
 Form 990 PF (2018) C/O FRANK, RIMERMAN + CO. LLP 26-3364880 Page 10

Part XIV Private Operating Foundations (see instructions and Part VII A, question 9)

1 a 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 **09/10/08**
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(i)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2018	(b) 2017	(c) 2016	(d) 2015	
6,304.	24,170.	32,880.	11,554.	74,908.
5,358.	20,545.	27,948.	9,821.	63,672.
23,405.	85,392.	56,856.	96,276.	261,929.
0.	0.	0.	0.	0.
23,405.	85,392.	56,856.	96,276.	261,929.
31,394.	23,207.	21,920.	24,156.	100,677.
				0.
				0.
				0.
				0.
				0.

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 0.
 (2) Value of assets qualifying under section 4942(j)(3)(B)(i) 0.
 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) 0.
 (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) 0.
 (3) Largest amount of support from an exempt organization 0.
 (4) Gross investment income 0.

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))

SEE STATEMENT 5

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.

NONE

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

- 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

SOPHORA FOUNDATION
 Form 990-PF (2018) C/O FRANK, RIMERMAN + CO. LLP 26-3364880 Page 11

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				
ACADEMY OF CHINESE PERFORMING ARTS 40922 FREMONT BLVD FREMONT, CA 94538	NONE	PUBLIC CHARITY	GENERAL OPERATING PURPOSES	8,010.
JOHNS HOPKINS UNIVERSITY AND MEDICINE 3400 N CHARLES STREET BALTIMORE, MD 21218	NONE	PUBLIC CHARITY	GENERAL OPERATING PURPOSES	200.
BRIDGE AND GATE FOUNDATION PO BOX 2244 SARATOGA, CA 95070	NONE	PUBLIC CHARITY	GENERAL OPERATING PURPOSES	10,000.
NIKE ANIMAL RESCUE FOUNDATION P.O. BOX 26587 SAN JOSE, CA 95159	NONE	PUBLIC CHARITY	GENERAL OPERATING PURPOSES	5,100.
BROOKSIDE CLUB OF SARATOGA 19127 COX AVENUE SARATOGA, CA 95070	NONE	PUBLIC CHARITY	GENERAL OPERATING PURPOSES	35.
Total ▶ 3a				23,405
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Form 990-PF (2018)

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2018.06040 SOPHORA FOUNDATION C/O FRAN

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SOPHORA FOUNDATION C/O FRANK, RIMERMAN +

26-3364880

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB #7890-8137	4,927.	0.	4,927.	4,927.	4,927.
TO PART I, LINE 4	4,927.	0.	4,927.	4,927.	4,927.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	655.	655.	655.
TOTAL TO FORM 990-PF, PART I, LINE 11	655.	655.	655.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROGRAM RELATED EXPENSES	244.	0.	0.	0.
INSURANCE EXPENSE	155.	0.	0.	0.
BANK FEES	150.	0.	0.	0.
FILING FEES	10.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	559.	0.	0.	0.

09491216 756877 50660-T09

15 STATEMENT(S) 1, 2, 3
2018.06040 SOPHORA FOUNDATION C/O FRAN 0660-81

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SOPHORA FOUNDATION C/O FRANK, RIMERMAN +

26-3364880

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB #7890-8137	489,842.	745,310.
TOTAL TO FORM 990-PF, PART II, LINE 10B	489,842.	745,310.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 5

NAME OF MANAGER

YAN KE
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09491216 756877 50660-T09 16 STATEMENT(S) 4, 5
2018.06040 SOPHORA FOUNDATION C/O FRAN 50660-81
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