

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation JOSEPHINE HERBERT GLEIS FOUNDATION		A Employer identification number 33-0876494	
Number and street (or P O box number if mail is not delivered to street address) 2301 SAN JOAQUIN HILLS ROAD		Room/suite	B Telephone number (see instructions) (949) 721-2100
City or town, state or province, country, and ZIP or foreign postal code CORONA DEL MAR, CA 92625		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 10,689,853	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis )	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (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 <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments . . . . .	6,683	6,683		
	4 Dividends and interest from securities . . . . .	263,726	263,726		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	647,584			
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2) . . . . .		886,186		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	96,366	96,366		
	12 Total. Add lines 1 through 11 . . . . .	1,014,359	1,252,961		
	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) . . . . .	5,289	0		0
	b Accounting fees (attach schedule) . . . . .	9,314	0		0
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .	34,521	0		0
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	87,428	0		0
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	136,552	0		0
	25 Contributions, gifts, grants paid . . . . .	605,000			605,000
	26 Total expenses and disbursements. Add lines 24 and 25	741,552	0		605,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	272,807			
	b Net investment income (if negative, enter -0-)		1,252,961		
c Adjusted net income (if negative, enter -0-)					

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	150,408	208,135	208,135
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	7,837,790	7,550,604	7,268,327
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	2,923,214	3,166,205	3,076,593
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)	-113,239	136,798	136,798	
<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	10,798,173	11,061,742	10,689,853	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)	9,238	0	
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .	9,238	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	0	0	
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
<b>29</b> Retained earnings, accumulated income, endowment, or other funds	10,788,935	11,061,742		
<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .	10,788,935	11,061,742		
<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) .	10,798,173	11,061,742		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
<b>1</b> 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) . . . . .	<b>1</b>	10,788,935
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	272,807
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	11,061,742
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	11,061,742

**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 )
<b>1a</b> See Additional Data Table				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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>	<b>2</b>	886,186
<b>3</b> 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		<b>3</b>	

**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	565,985	12,587,580	0 044964
2016	633,974	11,541,575	0 054930
2015	613,695	13,008,608	0 047176
2014	521,515	13,154,869	0 039644
2013	459,615	10,796,064	0 042572
<b>2</b> Total of line 1, column (d)			<b>2</b> 0 229286
<b>3</b> 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			<b>3</b> 0 045857
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			<b>4</b> 11,930,624
<b>5</b> Multiply line 4 by line 3			<b>5</b> 547,103
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 12,530
<b>7</b> Add lines 5 and 6			<b>7</b> 559,633
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 605,000

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)**

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	12,530
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	12,530
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	12,530
<b>6</b>	Credits/Payments		
<b>a</b>	2018 estimated tax payments and 2017 overpayment credited to 2018	<b>6a</b>	26,393
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	0
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	0
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	26,393
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	13,863
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2019 estimated tax</b> <input type="checkbox"/> 13,863 <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). . . . . If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> 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		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
<b>2</b> 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	<b>2</b>	No
<b>3</b> 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 . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> 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 . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
<b>b</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 .	<b>8b</b>	Yes
<b>9</b> 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 . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	<b>10</b>	No

**Part VII-A Statements Regarding Activities** (continued)

<b>11</b>	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. . . . .	<b>11</b>		<b>No</b>
<b>12</b>	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. . . . .	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>WWW.GUIDESTAR.ORG</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>VICKIE HUNT</b> Telephone no <b>(949) 721-2100</b>			

Located at **2301 SAN JOAQUIN HILLS ROAD CORONA DEL MAR CA** ZIP+4 **92625**


<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b>	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 <b>▶</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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"/>	<b>1b</b>		
<b>c</b>	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? . . . . .	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	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 <b>▶</b> 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). . . . .	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>▶</b> 20____, 20____, 20____, 20____			
<b>3a</b>	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>b</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). . . . .	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

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

		Yes	No
<b>5a</b>	During the year did the foundation pay or incur any amount to		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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.		<b>5b</b>
	Organizations relying on a current notice regarding disaster assistance check here. 	<input type="checkbox"/>	
<b>c</b>	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)		
<b>6a</b>	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>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>6b</b>
	If "Yes" to 6b, file Form 8870		<b>No</b>
<b>7a</b>	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>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>7b</b>
<b>8</b>	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?	<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, 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
GAVIN HERBERT JR 2301 SAN JOAQUIN HILLS ROAD CORONA DEL MAR, CA 92625	CO-TRUSTEE 0 50	0	0	0
RICHARD HAUSMAN 2301 SAN JOAQUIN HILLS ROAD CORONA DEL MAR, CA 92625	CO-TRUSTEE 0 50	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		
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . . ►	0

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	11,850,662
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	261,647
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	12,112,309
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	12,112,309
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	181,685
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	11,930,624
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	596,531

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	596,531
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5.	<b>2a</b>	12,530
<b>b</b>	Income tax for 2018 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	12,530
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	584,001
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	584,001
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	584,001

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	605,000
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	605,000
<b>5</b>	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.	<b>5</b>	12,530
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	592,470

**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
<b>1</b> Distributable amount for 2018 from Part XI, line 7				584,001
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only. . . . .			600,116	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2018				
<b>a</b> From 2013. . . . .				
<b>b</b> From 2014. . . . .				
<b>c</b> From 2015. . . . .				
<b>d</b> From 2016. . . . .				
<b>e</b> From 2017. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 605,000				
<b>a</b> Applied to 2017, but not more than line 2a			600,116	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2018 distributable amount. . . . .				4,884
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .		0		
<b>e</b> Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019 . . . . .				579,117
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9 Excess distributions carryover to 2019.</b> Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2014. . . . .				
<b>b</b> Excess from 2015. . . . .				
<b>c</b> Excess from 2016. . . . .				
<b>d</b> Excess from 2017. . . . .				
<b>e</b> Excess from 2018. . . . .				

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

**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	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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>			<b>▶ 3a</b>	
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>			<b>▶ 3b</b>	

## Enter gross amounts unless otherwise indicated

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 )
----------	--

[illegible]

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

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash.	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets.	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization.	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization.	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets.	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements.	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees.	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations.	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> 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

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.

<b>Sign Here</b>	*****	2019-10-08	*****	May the IRS discuss this return with the preparer shown below? (see instr )? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	GREGORY BUSCH				P00156481
	Firm's name <b>THE BUSCH FIRM</b>				Firm's EIN <b>33-0221239</b>
Firm's address <b>2532 DUPONT DRIVE</b> <b>IRVINE, CA 92612</b>					Phone no (949) 474-7368

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1	300 SHS - BLACKROCK INC	P	2018-07-10	2018-10-19
1	1,000 SHS - FACEBOOK INC	P	2018-07-17	2018-10-19
	250 SHS - GOLDMAN SACHS GROUP	P	2018-06-13	2018-07-17
	750 SHS - GOLDMAN SACHS GROUP	P	2018-06-13	2018-11-16
	3 SHS - GOLDMAN SACHS GROUP	P	2018-06-28	2018-11-16
	2 SHS - GOLDMAN SACHS GROUP	P	2018-09-27	2018-11-16
	12,366 035 SHS - PIMCO INCOME	P	2018-04-19	2018-06-25
	15 365 SHS - PIMCO INCOME	P	2018-04-30	2018-06-25
	56 049 SHS - PIMCO INCOME	P	2018-05-31	2018-06-25
	500 SHS - GOLDMAN SACHS GROUP	P	2013-06-24	2018-07-10

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
120,007		150,981	-30,974
155,868		209,183	-53,315
57,177		58,611	-1,434
152,241		175,831	-23,590
609		672	-63
406		463	-57
148,145		150,000	-1,855
184		186	-2
672		675	-3
113,286		74,653	38,633

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-30,974
			-53,315
			-1,434
			-23,590
			-63
			-57
			-1,855
			-2
			-3
			38,633

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d				
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
500 SHS - GOLDMAN SACHS GROUP		P	2013-06-24	2018-07-17
1	5,065 856 SHS - PIMCO SHORT TERM	P	2016-10-19	2018-07-16
	4,048 583 SHS - PIMCO SHORT TERM	P	2016-10-19	2018-09-13
	10,141 988 SHS - PIMCO SHORT TERM	P	2016-10-19	2018-11-28
	5,091 650 SHS - PIMCO SHORT TERM	P	2016-10-19	2018-12-07
	12,729 124 SHS - PIMCO SHORT TERM	P	2016-10-19	2018-12-11
	23,176 SHS - FT NORTH AMERICAN ENERGY INFRA	P	2017-03-09	2018-03-08
	9,270 705 SHS - MSIF GLOBAL DISCOVERY PTF	P	2017-10-25	2018-03-08
	483 483 SHS - MSIF GLOBAL DISCOVERY PTF	P	2017-12-18	2018-03-08
	300 SHS - BOEING CO	P	2018-03-21	2018-03-29

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
114,354		74,653	39,701
50,000		49,493	507
40,000		39,555	445
100,000		99,087	913
50,000		49,745	255
125,000		124,364	636
523,314		564,024	-40,710
150,834		150,000	834
7,866		7,566	300
98,405		101,946	-3,541

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			39,701
			507
			445
			913
			255
			636
			-40,710
			834
			300
			-3,541

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
5,750 SHS - ISHARES SP SMALLCAP		P	2018-03-08	2018-05-25
1	17 SHS - ISHARES SP SMALLCAP	P	2018-03-28	2018-05-25
450 SHS - LAM RESEARCH CORP		P	2018-03-21	2018-04-19
1,500 SHS - MICRON TECH INC		P	2018-03-21	2018-06-04
8,500 SHS - VANGUARD FTSE EUROPE		P	2018-03-08	2018-06-13
40 SHS - VANGUARD FTSE EUROPE		P	2018-03-29	2018-06-13
3,000 SHS - JPMORGAN CHASE & CO		P	2011-04-14	2018-03-21
2,000 SHS - VERIZON COMMUNICATIONS		P	2011-01-03	2018-03-21
1,315 SHS - VERIZON COMMUNICATIONS		P	2011-04-14	2018-03-21
9,400 SHS - KAYNE ANDERSON MLP INVT		P	2005-03-29	2018-03-21

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
474,546		450,533	24,013
1,403		1,314	89
85,203		101,580	-16,377
88,161		91,507	-3,346
502,602		501,461	1,141
2,365		2,310	55
346,229		135,360	210,869
94,963		72,716	22,247
62,438		49,574	12,864
156,408		115,115	41,293

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			24,013
			89
			-16,377
			-3,346
			1,141
			55
			210,869
			22,247
			12,864
			41,293



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
8,869 75 SHS - FPA CRESCENT FUND INST	P	2017-03-10	2018-03-15
1 25,387 61 SHS - WESTWOOD INC OPPTY FUND	P	2015-05-05	2018-10-19
89 11 SHS - WESTWOOD INC OPPTY FUND	P	2015-06-29	2018-10-19
84 92 SHS - WESTWOOD INC OPPTY FUND	P	2015-09-29	2018-10-19
52 81 SHS - WESTWOOD INC OPPTY FUND	P	2015-12-18	2018-10-19
81 27 SHS - WESTWOOD INC OPPTY FUND	P	2015-12-30	2018-10-19
128 02 SHS - WESTWOOD INC OPPTY FUND	P	2016-03-30	2018-10-19
95 46 SHS - WESTWOOD INC OPPTY FUND	P	2016-06-29	2018-10-19
104 91 SHS - WESTWOOD INC OPPTY FUND	P	2016-09-29	2018-10-19
123 87 SHS - WESTWOOD INC OPPTY FUND	P	2016-12-20	2018-10-19

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
313,457		300,000	13,457
391,968		374,709	17,259
1,376		1,315	61
1,311		1,253	58
816		780	36
1,255		1,200	55
1,977		1,890	87
1,474		1,392	82
1,620		1,542	78
1,912		1,832	80

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			13,457
			17,259
			61
			58
			36
			55
			87
			82
			78
			80

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
51 76 SHS - WESTWOOD INC OPPTY FUND	P	2016-12-29	2018-10-19
1 12,660 32 SHS - WESTWOOD INC OPPTY FUND	P	2017-03-10	2018-10-19
FRONTIER MID CAP GROWTH FUND LP - FROM SCH K-1	P		
PLAINS ALL AMERICAN PIPELINE LP - FROM SCH K-1	P		
5,170 SHS - PLAINS ALL AMERICAN PIPELINE, LP	P	2005-03-29	2018-02-06
LTCG - M/S #811-083910 - HPC YORK TOTAL RETURN FUND	P	2016-01-01	2018-12-31
2,000 SHS - AFLAC INC	P	2013-03-19	2018-03-08
920 SHS - ALLERGAN PLC	P	2015-03-17	2018-03-08
580 SHS - ALLERGAN PLC	P	2015-05-12	2018-03-08
1,000 SHS - ALLERGAN PLC	P	2015-08-24	2018-03-08

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
799		764	35
195,467		194,226	1,241
212,747			212,747
385			385
113,761			113,761
12,982			12,982
178,462		99,460	79,002
140,894		280,600	-139,706
88,824		172,517	-83,693
153,145		294,910	-141,765

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			35
			1,241
			212,747
			385
			113,761
			12,982
			79,002
			-139,706
			-83,693
			-141,765

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1,250 SHS - ALLERGAN PLC		P	2016-03-29	2018-03-08
1	4,100 SHS - ALTRIA GROUP, INC	P	2011-01-04	2018-03-08
2,000 SHS - PNC FINL SERVICES		P	2011-04-14	2018-03-08
1,000 SHS - PNC FINL SERVICES		P	2011-04-14	2018-03-08
3,009 SHS - GLAXO SMITH KLINE PLC		D	2005-12-06	2018-02-06
1,991 SHS - GLAXO SMITH KLINE PLC		D	1973-04-16	2018-02-06
600 SHS - KAYNE ANDERSON MLP INVT		P	2005-03-29	2018-03-08
STCL-MORGAN STANLEY #811-028345 - DETAIL AVAILABLE UPON REQUEST		P	2018-01-01	2018-12-31
LTCG-MORGAN STANLEY #811-028345 - DETAIL AVAILABLE UPON REQUEST		P	2000-01-01	2018-12-31
PIMCO BRAVO FUND II SPECIAL ONSHORE FEEDER (TE), LP - FROM SCH K-1		P		

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
191,432		342,555	-151,123
266,739		99,876	166,863
315,286		123,978	191,308
157,643		61,989	95,654
106,543		632	105,911
70,498		418	70,080
10,161		7,260	2,901
889,658		904,046	-14,388
205,309		200,959	4,350
		407	-407

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-151,123
			166,863
			191,308
			95,654
			105,911
			70,080
			2,901
			-14,388
			4,350
			-407

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

List and describe the kind(s) of property sold (e g , real estate, <b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co )	<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
PIMCO BRAVO FUND II OFFSHORE FEEDER AIV I, LP - FROM SCH K-1	P		
1 GSO PRIVATE INVESTORS OFFSHORE II, LP - FROM PFIC	P		
NORTH HAVEN TV FEEDER FUND LP - FROM SCH K-1	P		
CAPITAL GAINS DIVIDENDS	P		

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,534			1,534
7,316			7,316
		1,391	-1,391
101,808			101,808

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			1,534
			7,316
			-1,391
			101,808

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN ENTERPRISE INSTITUTE FOR PUBLIC POLICY RESEARCH 1789 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	GENERAL USE	5,000
AMERICAN RED CROSS 2025 E STREET NW WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	GENERAL USE	10,000
BIG BROTHERS BIG SISTERS OF ORANGE COUNTY 14131 YORBA ST STE 200 TUSTIN, CA 92780	NONE	PUBLIC CHARITY	GENERAL USE	25,000
<b>Total . . . . . ▶ 3a</b>				605,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
BLIND CHILDREN'S LEARNING CENTER 18542-B VANDERCLIP AVENUE SANTA ANA, CA 92705	NONE	PUBLIC CHARITY	GENERAL USE	5,000
BOY SCOUTS OF AMERICA - ORANGE COUNTY CHAPTER 1211 EAST DYER ROAD SANTA ANA, CA 92705	NONE	PUBLIC CHARITY	GENERAL USE	10,000
BRIGHAM & WOMEN'S HOSPITAL 75 FRANCIS STREET BOSTON, MA 02115	NONE	PUBLIC CHARITY	GENERAL USE	10,000
<b>Total . . . . .</b> ► <b>3a</b>				605,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CITY OF HOPE1500 EAST DUARTE ROAD DUARTE, CA 910103000	NONE	PUBLIC CHARITY	GENERAL USE	25,000
DIRECT RELIEF INTERNATIONAL 27 S LA PATERA LANE SANTA BARBARA, CA 93117	NONE	PUBLIC CHARITY	GENERAL USE	10,000
DOHENY EYE INSTITUTE 1450 SAN PABLO ST DEI-3050 LOS ANGELES, CA 90033	NONE	PUBLIC CHARITY	GENERAL USE	10,000
<b>Total . . . . . ▶ 3a</b>				605,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
FOUNDATION FIGHTING BLINDNESS 7168 COLUMBIA GATEWAY DR STE 100 COLUMBIA, MD 21046	NONE	PUBLIC CHARITY	GENERAL USE	5,000
HOAG HOSPITAL FOUNDATION - YOUNG ADULTS WITH TYPE 1 DIABETES 330 PLACENTIA AVE STE 100 NEWPORT BEACH, CA 92663	NONE	PUBLIC CHARITY	GENERAL USE	50,000
HOAG HOSPITAL FOUNDATION - MARILYN HAUSMAN CANCER RESEARCH & DEVELOPMENT 330 PLACENTIA AVE STE 100 NEWPORT BEACH, CA 92663	NONE	PUBLIC CHARITY	GENERAL USE	25,000
<b>Total . . . . . ▶ 3a</b>				605,000



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
MIRACLES FOR KIDS INC 3002 DOW AVENUE STE 502 TUSTIN, CA 92780	NONE	PUBLIC CHARITY	GENERAL USE	25,000
BRAILLE INSTITUTE 527 NORTH DALE AVE ANAHEIM, CA 92801	NONE	PUBLIC CHARITY	GENERAL USE	5,000
SEGERSTROM CENTER FOR THE ARTS 600 TOWN CENTER DRIVE COSTA MESA, CA 92626	NONE	PUBLIC CHARITY	GENERAL USE	5,000
<b>Total . . . . .</b> ► <b>3a</b>				605,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SHERMAN FOUNDATION CO SHERMAN LIBRARY & GARDENS 2647 E PACIFIC COAST HWY CORONA DEL MAR, CA 92625	NONE	PUBLIC CHARITY	GENERAL USE	5,000
ST FRANCIS EPISCOPAL CHURCH 16608 HIGHWAY 76 PAUMA VALLEY, CA 92061	NONE	PUBLIC CHARITY	GENERAL USE	5,000
ST JOHN VIANNEY CATHOLIC CHURCH 314 MARINE AVENUE BALBOA ISLAND, CA 92262	NONE	PUBLIC CHARITY	GENERAL USE	10,000
<b>Total . . . . . ▶ 3a</b>				605,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
STARS & STRIPES CHILDREN'S FOUNDATION PO BOX 7572 LAGUNA NIGUEL, CA 92607	NONE	PUBLIC CHARITY	GENERAL USE	50,000
THE SALVATION ARMY - ORANGE COUNTY 10200 PIONEER ROAD TUSTIN, CA 927821410	NONE	PUBLIC CHARITY	GENERAL USE	5,000
UNIVERSITY OF CA IRVINE - DEPARTMENT OF OPHTHALMOLOGY - RESEARCH 100 THEORY STE 250 IRVINE, CA 92697	NONE	PUBLIC CHARITY	GENERAL USE	100,000
<b>Total . . . . . ► 3a</b>				605,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
UNIVERSITY OF CA IRVINE 100 THEORY STE 250 IRVINE, CA 92697	NONE	PUBLIC CHARITY	GAVIN HERBERT EYE INSTITUTE	50,000
UNIVERSITY OF CA IRVINE 100 THEORY STE 250 IRVINE, CA 92697	NONE	PUBLIC CHARITY	DR STANLEY VAN DEN NOORT ENDOWED CHAIR	15,000
UNIVERSITY OF CA SAN DIEGO REGENTS - FRIENDS OF UCSD HEALTHCARE 9500 GILMAN DR 0940 LA JOLLA, CA 92093	NONE	PUBLIC CHARITY	GENERAL USE	10,000
<b>Total . . . . . ▶ 3a</b>				605,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
UNIVERSITY OF CA SAN DIEGO REGENTS - HUNTINGTON'S DISEASE RESEARCH 9500 GILMAN DR 0940 LA JOLLA, CA 92093	NONE	PUBLIC CHARITY	GENERAL USE	10,000
UNIVERSITY OF SO CAL - MARGARET & JOHN BILES LEADERSHIP CENTER 1985 ZONAL AVENUE LOS ANGELES, CA 90089	NONE	PUBLIC CHARITY	GENERAL USE	25,000
JDRF26 BROADWAY 14TH FL NEW YORK, NY 10004	NONE	PUBLIC CHARITY	GENERAL USE	10,000
<b>Total . . . . . ▶ 3a</b>				605,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THE SHERMAN NETWORK TRUST 1320 N COURTHOUSE RD S TE 500 ARLINGTON, VA 22201	NONE	PUBLIC CHARITY	GENERAL USE	25,000
MARINE RAIDER FOUNDATION PO BOX 17454 FOUNTAIN HILLS, AZ 85269	NONE	PUBLIC CHARITY	GENERAL USE	15,000
CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE ORANGE, CA 92866	NONE	PUBLIC CHARITY	SUPPORT SCHOOL OF PHARMACY DEAN'S FUND	10,000
<b>Total . . . . .</b> ► <b>3a</b>				605,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SALK INSTITUTE 10010 N TORREY PINES RD LA JOLLA, CA 92037	NONE	PUBLIC CHARITY	GENERAL USE	25,000
CASA DE AMPARO325 BUENA CREEK RD SAN MARCOS, CA 92069	NONE	PUBLIC CHARITY	GENERAL USE	5,000
ALZHEIMER'S SAN DIEGO 6632 CONVOY COURT SAN DIEGO, CA 92111	NONE	PUBLIC CHARITY	GENERAL USE	5,000
<b>Total . . . . . ▶ 3a</b>				605,000

**TY 2018 Accounting Fees Schedule****Name:** JOSEPHINE HERBERT GLEIS FOUNDATION**EIN:** 33-0876494

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ACCOUNTING FEES	9,314	0		0



**TY 2018 Investments Corporate Stock Schedule****Name:** JOSEPHINE HERBERT GLEIS FOUNDATION**EIN:** 33-0876494**Investments Corporation Stock Schedule**

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
CHARLES SCHWAB - #6835 - STOCK FUNDS	108,332	99,510
MORGAN STANLEY - #028345 - STOCK FUNDS	220,343	198,326
MORGAN STANLEY - #010285 - STOCK FUNDS	7,221,929	6,970,491

## TY 2018 Investments - Other Schedule

**Name:** JOSEPHINE HERBERT GLEIS FOUNDATION

**EIN:** 33-0876494

### Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FRONTIER MID CAP GROWTH FUND, L.P.	FMV	1,375,733	1,375,733
MORGAN STANLEY - #012420-PIMCO BRAVO FUND II ONSHORE & OFFSHORE FEEDER FUNDS	AT COST	286,902	297,115
MORGAN STANLEY - #012426-RIVERVIEW STRATEGIC OPPORTUNITIES FUND I (CAYMAN)LP	AT COST	231,284	203,030
JP MORGAN - #W78761009 - GSO PRIVATE INVTRS OFFSHORE II LP	AT COST	109,664	95,334
MORGAN STANLEY - #015035 - GS MIDDLE MKT	AT COST	489,365	469,130
MORGAN STANLEY - #010290 - ALKEON GROWTH OFF LTD	AT COST	500,000	462,265
MORGAN STANLEY - #010334 - PANTHEON INFRA OFFSHORE	AT COST	112,513	112,513
NORTH HAVEN TV FEEDER FUND, LP	AT COST	54,652	53,660
NORTH HAVEN TACTICAL VALUE FUND (BLOCKED AIV), LP	AT COST	6,092	7,813

**TY 2018 Legal Fees Schedule****Name:** JOSEPHINE HERBERT GLEIS FOUNDATION**EIN:** 33-0876494

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	5,289	0		0

## TY 2018 Other Assets Schedule

**Name:** JOSEPHINE HERBERT GLEIS FOUNDATION

**EIN:** 33-0876494

### Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MARKET ADJUSTMENT - PASSTHROUGH ENTITIES	-113,239	136,798	136,798

**TY 2018 Other Expenses Schedule****Name:** JOSEPHINE HERBERT GLEIS FOUNDATION**EIN:** 33-0876494**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	56,652	0		0
OTHER DEDUCTIONS - FRONTIER MID CAP GROWTH FUND, L P	12,197	0		0
OTHER EXPENSES - PLAINS ALL AMERICAN	10	0		0
PORTFOLIO DEDUCTIONS - PIMCO BRAVO FUND II SPECIAL ONSHORE FEEDER (TE), LP	2,691	0		0
PORTFOLIO DEDUCTIONS - PIMCO BRAVO FUND II OFFSHORE FEEDER AIV I, LP	1,244	0		0
OTHER EXPENSES - PANTHEON PRIVATE INFRASTRUCTURE III (OFFSHORE), LP	2,487	0		0
PORTFOLIO DEDUCTIONS - NORTH HAVEN TACTICAL VALUE FUND (BLOCKED AIV) LP	214	0		0
PORTFOLIO DEDUCTIONS - NORTH HAVEN TV FEEDER FUND LP	9,277	0		0
PROFESSIONAL FEES	2,656	0		0

**TY 2018 Other Income Schedule****Name:** JOSEPHINE HERBERT GLEIS FOUNDATION**EIN:** 33-0876494**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GSO PRIVATE INVESTORS OFFSHORE II, LP - ORDINARY INCOME	7,321	7,321	7,321
RIVERVIEW STRATEGIC OPPORTUNITIES FUND I (CAYMAN) LP - ORDINARY INCOME	9,513	9,513	9,513
PIMCO BRAVO FUND II SPECIAL ONSHORE FEEDER (TE), LP - ORDINARY INCOME	46,214	46,214	46,214
PIMCO BRAVO FUND II OFFSHORE FEEDER AIV I, LP - ORDINARY INCOME	28	28	28
PLAINS ALL AMERICAN PIPELINE LP	1,286	1,286	1,286
NORTH HAVEN TV FEEDER FUND LP/	773	773	773
OTHER INCOME - VARIOUS	31,231	31,231	31,231

**TY 2018 Other Liabilities Schedule****Name:** JOSEPHINE HERBERT GLEIS FOUNDATION**EIN:** 33-0876494

Description	Beginning of Year - Book Value	End of Year - Book Value
INVT - PLAINS ALL AMERICAN PIPELINE, L.P	9,238	0

**TY 2018 Taxes Schedule****Name:** JOSEPHINE HERBERT GLEIS FOUNDATION**EIN:** 33-0876494

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	4,436	0		0
STATE TAXES	85	0		0
EXCISE TAXES	30,000	0		0