

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

Name of foundation HIDDEN LEAF FOUNDATION		A Employer identification number 35-2338463	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 3580		Room/suite	B Telephone number (see instructions) (510) 859-8058
City or town, state or province, country, and ZIP or foreign postal code BERKELEY, CA 94703		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 23,275,748	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	3,700,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments		41		
	4 Dividends and interest from securities . . .	237,782	266,861		
	5a Gross rents	801,360	560,068		
	b Net rental income or (loss) 801,360				
	6a Net gain or (loss) from sale of assets not on line 10	225,833			
	b Gross sales price for all assets on line 6a 1,690,836				
	7 Capital gain net income (from Part IV, line 2) . . .		255,567		
	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)				
	12 Total. Add lines 1 through 11	4,964,975	1,082,537		
	13 Compensation of officers, directors, trustees, etc	114,006	0		114,006
	14 Other employee salaries and wages	46,319	2,456		10,066
	15 Pension plans, employee benefits	1,087	17		841
	16a Legal fees (attach schedule)	 2,731	0		1,366
	b Accounting fees (attach schedule)	 56,942	19,718		19,718
	c Other professional fees (attach schedule)	 82,024	31		72,943
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	 18,747	11,062		9,895
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	2,701	0		810
	21 Travel, conferences, and meetings	2,707	0		2,720
	22 Printing and publications				
	23 Other expenses (attach schedule)	 292,251	320,882		4,037
	24 Total operating and administrative expenses. Add lines 13 through 23	619,515	354,166		236,402
	25 Contributions, gifts, grants paid	1,130,000			1,065,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,749,515	354,166		1,301,402
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,215,460			
	b Net investment income (if negative, enter -0-)		728,371		
c Adjusted net income (if negative, enter -0-) . . .					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	640,523	1,240,477	1,240,477		
	3	Accounts receivable ▶ <u>200,000</u>					
		Less allowance for doubtful accounts ▶ _____	1,875	200,000	200,000		
	4	Pledges receivable ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges	8,128	13,929	13,929		
	10a	Investments—U S and state government obligations (attach schedule)	3,084,823	2,703,899	2,703,899		
	b	Investments—corporate stock (attach schedule)	11,094,837	13,049,721	13,049,721		
	c	Investments—corporate bonds (attach schedule)	378,770	0	0		
	11	Investments—land, buildings, and equipment basis ▶ _____					
	Less accumulated depreciation (attach schedule) ▶ _____						
12	Investments—mortgage loans						
13	Investments—other (attach schedule)	6,596,902	6,067,722	6,067,722			
14	Land, buildings, and equipment basis ▶ _____						
	Less accumulated depreciation (attach schedule) ▶ _____						
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	21,805,858	23,275,748	23,275,748			
Liabilities	17	Accounts payable and accrued expenses	74,819	106,936			
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)	74,819	106,936			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	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	21,731,039	23,168,812			
	30	Total net assets or fund balances (see instructions)	21,731,039	23,168,812			
31	Total liabilities and net assets/fund balances (see instructions) .	21,805,858	23,275,748				

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	21,731,039
2	Enter amount from Part I, line 27a	2	3,215,460
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	24,946,499
5	Decreases not included in line 2 (itemize) ▶ _____	5	1,777,687
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	23,168,812

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	255,567
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	1,223,648	19,110,048	0 064032
2016	1,105,229	19,098,002	0 057871
2015	945,429	16,316,788	0 057942
2014	803,374	2,764,771	0 290575
2013	524,995	522,831	1 004139

2 Total of line 1, column (d)	2	1 474559
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 294912
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	21,645,579
5 Multiply line 4 by line 3	5	6,383,541
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,284
7 Add lines 5 and 6	7	6,390,825
8 Enter qualifying distributions from Part XII, line 4	8	1,301,402

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	14,567
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	14,567
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	14,567
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	28,834
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	28,834
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	14,267
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ▶ 14,267 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). 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	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0 (2) On foundation managers ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.HIDDENLEAF.ORG</u>	13	Yes	
14	The books are in care of ► <u>SUPRIYA PILLAI</u> Telephone no ► <u>(510) 859-8058</u>			

Located at ► PO BOX 3580 BERKELEY CA ZIP+4 ► 94703

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		
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ►			

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions.	1b		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?		☐ Yes ☒ No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		☐ Yes ☒ No	
b	If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		No

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	☐ Yes	☒ No
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.	5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☐	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes	☐ No
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? If "Yes" to 6b, file Form 8870	6b	
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes	☒ No

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KAREN BROWN 14 VASCO DRIVE MILL VALLEY, CA 94911	PRESIDENT 5 00	0	0	0
TARA BROWN PO BOX 1755 BODEGA BAY, CA 94923	VICE PRESIDENT/EXECUTIVE DIRECTOR 30 00	73,173	0	0
KRISTEN STINNETT-BROWN 17232 KENTUCKY COURT PENN VALLEY, CA 95946	SEC/TREAS 5 00	0	0	0
SUPRIYA PILLAI PO BOX 3580 BERKELEY, CA 94703	EXECUTIVE DIRECTOR 28 00	40,833	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	21,288,534
b	Average of monthly cash balances.	1b	686,673
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	21,975,207
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	21,975,207
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	329,628
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,645,579
6	Minimum investment return. Enter 5% of line 5.	6	1,082,279

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,082,279
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	14,567
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	14,567
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,067,712
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,067,712
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,067,712

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	1,301,402
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	1,301,402
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,301,402

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,067,712
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.	499,175			
b From 2014.	665,700			
c From 2015.	140,318			
d From 2016.	158,524			
e From 2017.	277,512			
f Total of lines 3a through e.	1,741,229			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>1,301,402</u>				
a Applied to 2017, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2018 distributable amount.				1,067,712
e Remaining amount distributed out of corpus	233,690			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,974,919			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	499,175			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	1,475,744			
10 Analysis of line 9				
a Excess from 2014.	665,700			
b Excess from 2015.	140,318			
c Excess from 2016.	158,524			
d Excess from 2017.	277,512			
e Excess from 2018.	233,690			

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

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
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 e-mail address of the person to whom applications should be addressed	
JENNIFER GEORGE PO BOX 3580 BERKELEY, CA 94703 (510) 859-8058 INFO@HIDDENLEAF.ORG	
b The form in which applications should be submitted and information and materials they should include	
A LETTER OF NO MORE THAN TWO PAGES VIA EMAIL ONLY. THE LETTER SHOULD INCLUDE: 1. CONTACT PERSON, ADDRESS, TELEPHONE, EMAIL, AND WEB ADDRESS. 2. A ONE-PARAGRAPH INTRODUCTORY DESCRIPTION OF YOUR ORGANIZATION AND HOW YOUR WORK FITS WITHIN THE MISSION OF HIDDEN LEAF FOUNDATION. 3. A BRIEF DESCRIPTION OF YOUR MISSION AND YOUR PROGRAMS.	
c Any submission deadlines	
JULY 1	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	
N/A	

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

Sign Here	*****	2019-10-30	*****	May the IRS discuss this return with the preparer shown below? (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	KAREN E WILSON		2019-10-30		P00449883
	Firm's name ► MOWAT MACKIE & ANDERSON LLP				Firm's EIN ► 94-6357165
Firm's address ► 1999 HARRISON STREET SUITE 1500 OAKLAND, CA 946123577					Phone no (510) 893-1120

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 REALIZED GAINS PER BOOKS	P		
1 PUBLICLY TRADED SECURITIES	P		
GENERATION IM ASIA FUND	P		
GENERATION IM ASIA FUND	P		
GENERATION IM ASIA FUND	P		
GENERATION IM ASIA FUND	P		
DBL PARTNERS III	P		
BLUEROCK PARTNERS LLC	P		
CAPITAL GAINS DIVIDENDS	P		

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)
			0
1,503,613		1,405,632	97,981
928			928
64,680			64,680
1,371			1,371
19,527			19,527
		23	-23
		29,614	-29,614
100,717			100,717

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	
			0
			97,981
			928
			64,680
			1,371
			19,527
			-23
			-29,614
			100,717

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMON COUNSEL FOUNDATION 405 14TH ST SUITE 809 OAKLAND, CA 94612	N/A	PUBLIC CHARITY	2018 DISCRETIONARY GRANT FOR WINDCALL	5,000
COMMON COUNSEL FOUNDATION 405 14TH ST SUITE 809 OAKLAND, CA 94612	N/A	PUBLIC CHARITY	2018 DISCRETIONARY GRANT FOR ROADMAP	12,500
HOLISTIC LIFE FOUNDATION INC 2008 N SMALLWOOD ST BALTIMORE, MD 21216	N/A	PUBLIC CHARITY	2018 DISCRETIONARY GRANT	2,500
Total ▶ 3a				1,065,000

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)				
a <i>Paid during the year</i>				
SHE PLUS PLUS184 PECORA WAY PORTOLA VALLEY, CA 94028	N/A	PUBLIC CHARITY	2018 DISCRETIONARY GRANT	2,500
DAILY ACTS ORGANIZATION 245 KENTUCKY STREET PO BOX 293 PETALUMA, CA 94953	N/A	PUBLIC CHARITY	2018 GRANT AWARD TRANSFORMATIVE CHANGE	25,000
LOS ANGELES ALLIANCE FOR A NEW ECONOMY 464 LUCAS AVE SUITE 202 LOS ANGELES, CA 90017	N/A	PUBLIC CHARITY	2018 GRANT AWARD TRANSFORMATIVE CHANGE	30,000
Total ▶ 3a				1,065,000

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)				
a <i>Paid during the year</i>				
MUJERES UNIDAS Y ACTIVAS 3543 18TH STREET 23 SAN FRANCISCO, CA 94110	N/A	PUBLIC CHARITY	2018 GRANT AWARD TRANSFORMATIVE CHANGE	35,000
SCOPE1715 W FLORENCE AVENUE LOS ANGELES, CA 90047	N/A	PUBLIC CHARITY	2018 GRANT AWARD - TRANSFORMATIVE CHANGE	20,000
MOVEMENT STRATEGY CENTER 436 14TH STREET SUITE 500 OAKLAND, CA 94612	N/A	PUBLIC CHARITY	2018 GRANT - GENERAL SUPPORT	50,000
Total ▶ 3a				1,065,000

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)				
a <i>Paid during the year</i>				
RAINFOREST ACTION NETWORK 425 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94108	N/A	PUBLIC CHARITY	2018 GRANT AWARD TRANSFORMATIVE CHANGE	25,000
BEND THE ARC A JEWISH PART FOR JUSTICE 330 SEVENTH AVENUE 19TH FLOOR NEW YORK, NY 10001	N/A	PUBLIC CHARITY	2018 GRANT AWARD TRANSFORMATIVE CHANGE	25,000
CLIMATE JUSTICE ALLIANCE 436 14TH STREET SUITE 500 OAKLAND, CA 94612	N/A	PUBLIC CHARITY	2018 GRANT - TRANSFORMATIVE CHANGE	20,000
Total ► 3a				1,065,000

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)				
a <i>Paid during the year</i>				
MOVEMENT GENERATION 436 14TH STREET SUITE 500 OAKLAND, CA 94612	N/A	PUBLIC CHARITY	2018 GRANT AWARD - GENERAL SUPPORT	40,000
BOLD 1001 CONNECTICUT AVE NW STE 201 WASHINGTON, DC 20036	N/A	PUBLIC CHARITY	2018 GRANT AWARD - GENERAL SUPPORT	40,000
MANAGEMENT ASSISTANT GROUP 1155 F STREET NW SUITE 1050 WASHINGTON, DC 20004	N/A	PUBLIC CHARITY	2018 GRANT AWARD - GENERAL SUPPORT	25,000
Total ▶ 3a				1,065,000

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)				
a <i>Paid during the year</i>				
THE RUCKUS SOCIETYPO BOX 28741 OAKLAND, CA 94604	N/A	PUBLIC CHARITY	2018 GRANT AWARD - GENERAL SUPPORT	30,000
FORWARD TOGETHER 300 FRANK H OGAWA PLAZA SUITE 700 OAKLAND, CA 94612	N/A	PUBLIC CHARITY	2018 GRANT AWARD - GENERAL SUPPORT	60,000
ROCKWOOD LEADERSHIP INSTITUTE 1212 BROADWAY SUITE 700 OAKLAND, CA 94612	N/A	PUBLIC CHARITY	2018 GRANT AWARD - GENERAL SUPPORT	50,000
Total ▶ 3a				1,065,000

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)				
a <i>Paid during the year</i>				
ASIAN PACIFIC ENVIRONMENT NETWORK 426 17TH STREET SUITE 500 OAKLAND, CA 94612	N/A	PUBLIC CHARITY	2018 GRANT AWARD TRANSFORMATIVE CHANGE	30,000
CENTER FOR WHOLE COMMUNITIES PO BOX 5483 BURLINGTON, VT 05402	N/A	PUBLIC CHARITY	2018 GRANT AWARD - GENERAL SUPPORT	30,000
EAST BAY MEDITATION CENTER 285 17TH ST OAKLAND, CA 94612	N/A	PUBLIC CHARITY	2018 GRANT AWARD PROJECT SUPPORT GRANT	20,000
Total ▶ 3a				1,065,000

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)				
a <i>Paid during the year</i>				
SOCIAL TRANSFORMATION PROJECT 45 W 36TH ST 6TH FLOOR NEW YORK, NY 10018	N/A	PUBLIC CHARITY	2018 GRANT AWARD - GENERAL SUPPORT	60,000
POWER CALIFORNIA 436 14TH STREET SUITE 500 OAKLAND, CA 94612	N/A	PUBLIC CHARITY	2018 GRANT - TRANSFORMATIVE CHANGE	35,000
GENERATIVE SOMATICS 2900 LAKESHORE AVE OAKLAND, CA 94610	N/A	PUBLIC CHARITY	2018 GRANT - GENERAL SUPPORT	60,000
Total ▶ 3a				1,065,000

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)				
a <i>Paid during the year</i>				
STANDONE HAIGHT STREET SAN FRANCISCO, CA 94102	N/A	PUBLIC CHARITY	2018 GRANT AWARD TRANSFORMATIVE CHANGE	40,000
COALITION FOR HUMANE RIGHTS OF LA 2533 W THIRD ST STE 101 LOS ANGELES, CA 90057	N/A	PUBLIC CHARITY	2018 GRANT AWARD TRANSFORMATIVE CHANGE	25,000
EAST BAY ALLIANCE FOR A SUSTAINABLE ECON 360 14TH STREET SUITE 400 OAKLAND, CA 94612	N/A	PUBLIC CHARITY	2018 GRANT AWARD	25,000
Total ► 3a				1,065,000

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)				
a <i>Paid during the year</i>				
OHIO ORGANIZING COLLABORATIVE 25 E BOARDMAN ST SUITE 230 YOUNGSTOWN, OH 44503	N/A	PUBLIC CHARITY	2018 GRANT AWARD TRANSFORMATIVE CHANGE	30,000
CANOPY PLANET 1726 COMMERCIAL DRIVE VANCOUVER, BRITISH COLUMBIA CA	N/A	PUBLIC CHARITY	2018 GRANT AWARD	25,000
ASHOKA1700 N MOORE ST SUITE 2000 ARLINGTON, VA 22209	N/A	PUBLIC CHARITY	2018 GRANT - PROJECT SUPPORT	20,000
Total ▶ 3a				1,065,000

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)				
a <i>Paid during the year</i>				
ROADMAP405 14TH ST SUITE 809 OAKLAND, CA 94612	N/A	PUBLIC CHARITY	2018 GRANT AWARD - TRANSFORMATIVE CHANGE	12,500
BIOMIMICRY FOR SOCIAL INNOVATION 1000 CORDOVA PLACE 401 SANTA FE, NM 87505	N/A	PUBLIC CHARITY	2018 GRANT AWARD	10,000
OHIO TRANSFORMATION FUND 1501 EUCLID AVENUE 310 CLEVELAND, OH 44115	N/A	PUBLIC CHARITY	2018 GRANT AWARD - PROJECT SUPPORT	20,000
Total ▶ 3a				1,065,000

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)				
a <i>Paid during the year</i>				
TRANSFORMATIONPO BOX 446 SWAN LAKE, NY 12783	N/A	PUBLIC CHARITY	2018 GRANT AWARD - PROJECT SUPPORT	25,000
PARTNERSHIP FOR WORKING FAMILIES 1939 HARRISON STREET SUITE 150 OAKLAND, CA 94612	N/A	PUBLIC CHARITY	2018 GRANT AWARD - TRANSFORMATIVE CHANGE	30,000
WINDCALL INSTITUTE 405 14TH ST SUITE 809 OAKLAND, CA 94612	N/A	PUBLIC CHARITY	2018 GRANT AWARD	25,000
Total ▶ 3a				1,065,000

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)				
a <i>Paid during the year</i>				
BAY AREA JUSTICE FUNDERS NETWORK 436 14TH STREET SUITE 500 OAKLAND, CA 94612	N/A	PUBLIC CHARITY	2018 GRANT - TRANSFORMATIVE CHANGE	20,000
PEOPLE'S ACTION INSTITUTE 810 N MILWAUKEE AVE CHICAGO, IL 60642	N/A	PUBLIC CHARITY	2018 GRANT AWARD - TRANSFORMATIVE CHANGE	25,000
Total ▶ 3a				1,065,000

TY 2018 Accounting Fees Schedule**Name:** HIDDEN LEAF FOUNDATION**EIN:** 35-2338463

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOOKKEEPING	32,592	10,385		10,385
TAX AND AUDIT FEES	24,350	9,333		9,333

TY 2018 Investments Corporate Stock Schedule**Name:** HIDDEN LEAF FOUNDATION**EIN:** 35-2338463**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
U.S. EQUITIES	3,106,950	3,106,950
INTERNATIONAL EQUITIES	1,615,046	1,615,046
MUTUAL FUNDS	8,198,467	8,198,467
OTHER PUBLICLY TRADED SECURITIES	129,258	129,258

TY 2018 Investments Government Obligations Schedule**Name:** HIDDEN LEAF FOUNDATION**EIN:** 35-2338463**US Government Securities - End
of Year Book Value:**

0

**US Government Securities - End
of Year Fair Market Value:**

0

**State & Local Government
Securities - End of Year Book
Value:**

2,703,899

**State & Local Government
Securities - End of Year Fair
Market Value:**

2,703,899

TY 2018 Investments - Other Schedule**Name:** HIDDEN LEAF FOUNDATION**EIN:** 35-2338463**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ALTERNATIVE INVESTMENTS	AT COST	885,738	885,738
REAL ESTATE INTERESTS	AT COST	5,181,984	5,181,984

TY 2018 Legal Fees Schedule**Name:** HIDDEN LEAF FOUNDATION**EIN:** 35-2338463

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ATTORNEY FEES	2,731	0		1,366

TY 2018 Other Decreases Schedule

Name: HIDDEN LEAF FOUNDATION

EIN: 35-2338463

Description	Amount
UNREALIZED GAINS/(LOSSES) FROM INVESTMENTS	1,777,687

TY 2018 Other Expenses Schedule**Name:** HIDDEN LEAF FOUNDATION**EIN:** 35-2338463**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSE	301,568	301,568		0
ADMINISTRATIVE EXPENSES	9,074	0		4,037
DBL PARTNERS III LP PORTFOLIO DEDUCTIONS	0	13,401		0
GENERATION IM ASIA FUND PORTFOLIO DEDUCTIONS	0	5,913		0
PROVISION FOR FEDERAL EXCISE TAX BENEFIT	-18,391	0		0

TY 2018 Other Professional Fees Schedule**Name:** HIDDEN LEAF FOUNDATION**EIN:** 35-2338463

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	82,024	31		72,943

**TY 2018 Substantial Contributors
Schedule****Name:** HIDDEN LEAF FOUNDATION**EIN:** 35-2338463**Name****Address**

DAVID A BROWN ADMINISTRATIVE TRUST

14 VASCO DRIVE
MILL VALLEY, CA 94941

TY 2018 Taxes Schedule**Name:** HIDDEN LEAF FOUNDATION**EIN:** 35-2338463

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE TAXES	885	0		0
REGISTRY TAXES	150	0		0
FOREIGN TAX WITHHELD	4,892	10,866		0
PAYROLL TAXES AND RELATED	12,820	196		9,895

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Go to <u>www.irs.gov/Form990</u> for the latest information	OMB No 1545-0047
		2018
Name of the organization HIDDEN LEAF FOUNDATION		Employer identification number 35-2338463

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization HIDDEN LEAF FOUNDATION	Employer identification number 35-2338463
---	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVID A BROWN ADMINISTRATIVE TRUST 14 VASCO DRIVE MILL VALLEY, CA 94941	\$ 3,700,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
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		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

35-2338463

Part II	Noncash Property
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Schedule B (Form 990, 990-EZ, or 990-PF) (2018)

Name of organization HIDDEN LEAF FOUNDATION	Employer identification number 35-2338463
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee