

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	1,639,997	771,266	771,266
	2 Savings and temporary cash investments	24,988,176	4,990,717	4,990,717
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	128,901,850	141,277,097	141,277,097
	c Investments—corporate bonds (attach schedule)	22,824,016	25,244,815	25,244,815
	11 Investments—land, buildings, and equipment basis ▶ _____ 79,218 Less accumulated depreciation (attach schedule) ▶ _____	77,665	79,218	79,218
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	956,067	3,244,451	3,244,451
	14 Land, buildings, and equipment basis ▶ _____ 28,000 Less accumulated depreciation (attach schedule) ▶ _____ 14,777	22,556	13,223	13,223
15 Other assets (describe ▶ _____)	2,763,157	561,623	561,623	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	182,173,484	176,182,410	176,182,410	
Liabilities	17 Accounts payable and accrued expenses	43,707	740	
	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)	43,707	740	
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	182,129,777	176,181,670	
	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			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	182,129,777	176,181,670		
31 Total liabilities and net assets/fund balances (see instructions) .	182,173,484	176,182,410		

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	182,129,777
2 Enter amount from Part I, line 27a	2	-3,488,550
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	178,641,227
5 Decreases not included in line 2 (itemize) ▶ _____	5	2,459,557
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	176,181,670

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a PUBLICLY TRADED SECURITIES	P		
b PUBLICLY TRADED SECURITIES - WASH SALE	P		
c PUBLICLY TRADED SECURITIES	P		
d CAPITAL GAIN DIVIDENDS	P		
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12,352,805		12,692,933	-340,128
b 36,454		0	36,454
c 161,181		160,718	463
d			620,218
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			-340,128
b			36,454
c			463
d			
e			

2 Capital gain net income or (net capital loss)	2	428,518
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	5,525,426	39,051,918	0 141489
2016	2,122,125	15,415,330	0 137663
2015	102,797	528,810	0 194393
2014	0	0	0 0
2013	0		0 0

2 Total of line 1, column (d)	2	0 473545
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 094709
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	173,648,334
5 Multiply line 4 by line 3	5	16,446,060
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	134,057
7 Add lines 5 and 6	7	16,580,117
8 Enter qualifying distributions from Part XII, line 4	8	5,009,299

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	268,114
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	
3	Add lines 1 and 2.	3	268,114
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	268,114
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	274,048
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	289,048
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
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	20,934
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 20,934 Refunded ☐	11	

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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
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	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
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, DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11	Yes	
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 ► WWW SSCGF ORG	13	Yes	
14	The books are in care of ► HOLTHOUSE CARLIN & VAN TRIGT Telephone no ► (424) 208-7700			

Located at ► 11444 WEST OLYMPIC BLVD 11TH FLOOR LOS ANGELES CA ZIP+4 ► 90064

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		No
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)

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

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JULIE MILLER C/O HOLTHOUSE CARLIN VAN TRIGT LL 11444 W Olympic Blvd 11th Floor LOS ANGELES, CA 90064	PRESIDENT/DIRECTOR 10 0	250,000	0	0
ROBIN PAULE C/O HOLTHOUSE CARLIN VAN TRIGT LL 3011 TOWNSGATE ROAD SUITE 400 WESTLAKE VILLAGE, CA 91361	SECRETARY/DIRECTOR 1 0	0	0	0
STEPHANIE WILKINSON C/O HOLTHOUSE CARLIN VAN TRIGT LL 3011 TOWNSGATE ROAD SUITE 400 WESTLAKE VILLAGE, CA 91361	TREASURER/DIRECTOR 1 0	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
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
THE CAPITAL GROUP 11100 SANTA MONICA BLVD 16TH FLOOR LOS ANGELES, CA 90025	INVESTMENT SERVICES	50,585
GOLDMAN SACHS & CO LLC 2121 AVENUE OF THE STARS SUITE 260 LOS ANGELES, CA 90067	INVESTMENT SERVICES	217,068
JMC PHILANTHROPIC ADVISORS INC 2444 WILSHIRE BLVD SUITE 622 SANTA MONICA, CA 90403	CONSULTING	69,650
HOLTHOUSE CARLIN & VAN TRIGT LLP 11444 W OLYMPIC BLVD 11TH FLOOR LOS ANGELES, CA 90064	ACCOUNTING& TAX PREP	95,459
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 ►	

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	79,093,519
b	Average of monthly cash balances.	1b	4,482,960
c	Fair market value of all other assets (see instructions).	1c	92,716,246
d	Total (add lines 1a, b, and c).	1d	176,292,725
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	176,292,725
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,644,391
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	173,648,334
6	Minimum investment return. Enter 5% of line 5.	6	8,682,417

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	8,682,417
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	268,114
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	1,031
c	Add lines 2a and 2b.	2c	269,145
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	8,413,272
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	8,413,272
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	8,413,272

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	5,009,299
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	5,009,299
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,009,299

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				8,413,272
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 2016, 2015, 2014		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.		0		
c From 2015.		76,356		
d From 2016.		1,354,720		
e From 2017.		3,600,372		
f Total of lines 3a through e.	5,031,448			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 5,009,299				
a Applied to 2017, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2018 distributable amount.				5,009,299
e Remaining amount distributed out of corpus		0		
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	3,403,973			3,403,973
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,627,475			
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.				
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).				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	1,627,475			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.		1,627,475		
e 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)					
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)) NA	
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 NA	
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)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

[illegible]

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	ROBIN M PAULE				P00358939
	Firm's name ▶ HOLTHOUSE CARLIN & VAN TRIGT LLP				Firm's EIN ▶
Firm's address ▶ 3011 TOWNSGATE ROAD SUITE 400 WESTLAKE VILLAGE, CA 91361					Phone no (805) 374-8555

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 SAM SIMON CHARITABLE FOUNDATION 3011 TOWNSGATE ROAD SUITE 400 WESTLAKE VILLAGE, CA 91361	N/A	POF	TO SUPPORT THE ONGOING CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL ACTIVITIES OF THE GRANTEE	2,100,000
PEOPLE FOR THE ETHICAL TREATMENT OF ANIMALS 501 FRONT STREET NORFOLK, VA 23510	N/A	PC	TO SUPPORT THE SAM SIMON ANIMAL RESCUE FUND, CRUELTY INVESTIGATIONS, EMPATHY BUILDING, AND ORGANIZATIONAL BUILDING	1,000,000
THE SAM SIMON FEEDING FAMILIES FOUNDATION 3011 TOWNSGATE ROAD SUITE 400 WESTLAKE VILLAGE, CA 91361	N/A	POF	TO SUPPORT THE ONGOING CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL ACTIVITIES OF THE GRANTEE	1,000,000
Total ► 3a				4,475,000

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>				
KARSH FAMILY SOCIAL SERVICE CENTER 3750 W 6th Street LOS ANGELES, CA 90020	N/A	PC	GENERAL OPERATING SUPPORT	10,000
KIPP LA SCHOOLS 3601 EAST FIRST STREET LOS ANGELES, CA 90063	N/A	PC	GENERAL OPERATING SUPPORT	250,000
DOWNTOWN WOMEN'S CENTER 442 SAN PEDRO STREET LOS ANGELES, CA 90013	N/A	PC	GENERAL OPERATING SUPPORT	5,000
Total ▶ 3a				4,475,000

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>				
A COMMUNITY OF FRIENDS 3701 WILSHIRE BLVD SUITE 700 LOS ANGELES, CA 90010	N/A	PC	GENERAL OPERATING SUPPORT	10,000
CALIFORNIA COMMUNITY FOUNDATION 221 S FIGUEROA STREET SUITE 400 LOS ANGELES, CA 90012	N/A	PC	Wildfire Relief Fund	50,000
LOS ANGELES FIRE DEPARTMENT FOUNDATION 1875 CENTURY PARK E SUITE 200 LOS ANGELES, CA 90067	N/A	PC	GENERAL OPERATING SUPPORT	50,000
Total ► 3a				4,475,000

TY 2018 Accounting Fees Schedule**Name:** SAM SIMON CHARITABLE GIVING FOUNDATION INC**EIN:** 46-5575133

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND TAX PREPARATION	116,459	58,229		58,230

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

TY 2018 Depreciation Schedule

Name: SAM SIMON CHARITABLE GIVING FOUNDATION INC

EIN: 46-5575133

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
WEBSITE	2017-05-30	28,000	5,444	SL	3	9,333			
REAL ESTATE	2017-12-28	77,665		L					

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

TY 2018 Expenditure Responsibility Statement

Name: SAM SIMON CHARITABLE GIVING FOUNDATION INC

EIN: 46-5575133

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
THE SAM SIMON CHARITABLE FOUNDATION	3011 TOWNSGATE ROAD SUITE 400 WESTLAKE VILLAGE , CA 91361	2018-02-14	2,100,000	TO SUPPORT THE ONGOING CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL ACTIVITIES OF THE GRANTEE	2,100,000	NO	VARIOUS 2018/2019		VERIFICATION CONFIRMED THAT \$2,100,000 WAS SPENT TOWARD THE GRANT PURPOSE WITH NO DIVERSION THE UNEXPENDED FUNDS ARE ANTICIPATED TO BE SPENT IN THE FOLLOWING YEAR, AS PERMITTED BY THE GRANT TERMS
THE SAM SIMON FEEDING FAMILIES FOUNDATIO	3011 TOWNSGATE ROAD SUITE 400 WESTLAKE VILLAGE , CA 91361	2018-02-14	1,000,000	TO SUPPORT THE ONGOING CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL ACTIVITIES OF THE GRANTEE	1,000,000	NO	VARIOUS 2018/2019		VERIFICATION CONFIRMED THAT \$1,000,000 WAS SPENT TOWARD THE GRANT PURPOSE WITH NO DIVERSION
THE SAM SIMON CHARITABLE FOUNDATION	3011 TOWNSGATE ROAD SUITE 400 WESTLAKE VILLAGE , CA 91361		2,400,000	TO SUPPORT THE ONGOING CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL ACTIVITIES OF THE GRANTEE	2,400,000	NO	VARIOUS 2017/2018		VERIFICATION CONFIRMED THAT \$2,400,000 WAS SPENT TOWARD THE GRANT PURPOSE WITH NO DIVERSION THE UNEXPENDED FUNDS ARE ANTICIPATED TO BE SPENT IN THE FOLLOWING YEAR, AS PERMITTED BY THE GRANT TERMS
THE SAM SIMON FEEDING FAMILIES FOUNDATIO	3011 TOWNSGATE ROAD SUITE 400 WESTLAKE VILLAGE , CA 91361		1,000,000	TO SUPPORT THE ONGOING CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL ACTIVITIES OF THE GRANTEE	1,000,000	NO	VARIOUS 2017/2018		VERIFICATION CONFIRMED THAT \$1,000,000 WAS SPENT TOWARD THE GRANT PURPOSE WITH NO DIVERSION THE UNEXPENDED FUNDS ARE ANTICIPATED TO BE SPENT IN THE FOLLOWING YEAR, AS PERMITTED BY THE GRANT TERMS

TY 2018 General Explanation Attachment**Name:** SAM SIMON CHARITABLE GIVING FOUNDATION INC**EIN:** 46-5575133**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	ELECTION TO AMORTIZE BOND PREMIUM	FORM 990-PF, PAGE 1, PART I, LINE 3 IRC SECTION 171(C)	SAM SIMON CHARITABLE GIVING FOUNDATION, INC HEREBY ELECTS UNDER SECTION 171(C) OF THE INTERNAL REVENUE CODE TO AMORTIZE BOND PREMIUM PURSUANT TO TREASURY REGULATION 1.171-4(A)

TY 2018 Investments Corporate Bonds Schedule**Name:** SAM SIMON CHARITABLE GIVING FOUNDATION INC**EIN:** 46-5575133**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GS: GOVERNMENT/ CORPORATE FIXE	17,713,002	17,713,002
GS: GOVERNMENT FIXED INCOME (T	2,275,646	2,275,646
GS HIGH YIELD FUND	3,675,419	3,675,419
NUVEEN SYMPHONY FLOATING RATE	1,421,689	1,421,689
S&P/LSTA U.S. LEVERAGED LOAN	159,059	159,059

TY 2018 Investments Corporate Stock Schedule

Name: SAM SIMON CHARITABLE GIVING FOUNDATION INC

EIN: 46-5575133

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COCONINO, INC.	90,617,724	90,617,724
ISHARES S&P 500 INDEX FUND	17,783,338	17,783,338
RUSSELL 1000 VALUE INDEX FUND	1,455,088	1,455,088
BLACKROCK ADVANTAGE SMALL CAP	2,509,304	2,509,304
HARBOR SMALL CAP GROWTH OPP	1,529,357	1,529,357
SIRIOS: DYNAMIC EQUITY	1,389,273	1,389,273
VAUGHAN NELSON: DYNAMIC EQUITY	1,358,195	1,358,195
MSCI US REIT INDEX FUND (VANGU	1,501,914	1,501,914
ISHARES MSCI EAFE INTERNATIONAL	1,425,418	1,425,418
SSGA HEDGED INTERNATIONAL DEVE	3,745,398	3,745,398
FTSE EMERGING MARKETS INDEX FU	1,196,607	1,196,607
T. ROWE PRICE EMERGING MARKETS	1,159,172	1,159,172
DJ GBL EX-US SELECT REAL ESTAT	1,527,430	1,527,430
CAPITAL GROUP - SEE ATTACHED	4,488,501	4,488,501
NON-US EQUITY STRUCTURED PRODU	2,809,365	2,809,365
ARTISAN DYNAMIC EQUITY (GLOBAL	2,771,638	2,771,638
NON-US EQUITY MANAGERS: PORTFO	4,009,375	4,009,375

TY 2018 Investments - Land Schedule

Name: SAM SIMON CHARITABLE GIVING FOUNDATION INC

EIN: 46-5575133

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
REAL ESTATE	77,665		77,665	

TY 2018 Investments - Other Schedule**Name:** SAM SIMON CHARITABLE GIVING FOUNDATION INC**EIN:** 46-5575133**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GS TACTICAL TILT OVERLAY FUND	FMV	1,544,652	1,544,652
PRIVATE EQUITY MANAGERS (2018)	FMV	69,936	69,936
CHINA-US INDUSTRIAL COOPERATIO	FMV	141,922	141,922
DST OPPORTUNITIES II ACCESS LL	FMV	30,536	30,536
FPA MULTI-ADVISOR FUND, LP	FMV	1,457,405	1,457,405

**TY 2018 Land, Etc.
Schedule****Name:** SAM SIMON CHARITABLE GIVING FOUNDATION INC**EIN:** 46-5575133

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
WEBSITE	28,000	14,777	13,223	

TY 2018 Legal Fees Schedule**Name:** SAM SIMON CHARITABLE GIVING FOUNDATION INC**EIN:** 46-5575133

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	19,456			19,456

TY 2018 Other Assets Schedule**Name:** SAM SIMON CHARITABLE GIVING FOUNDATION INC**EIN:** 46-5575133**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DGA PENSION BENEFIT RECEIVABLE	234,787	197,173	197,173
CONTRIBUTIONS RECEIVABLE	2,528,370	0	0
DISTR RECEIVABLE FROM FPA	0	364,450	364,450

TY 2018 Other Decreases Schedule

Name: SAM SIMON CHARITABLE GIVING FOUNDATION INC
EIN: 46-5575133

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	2,459,557

TY 2018 Other Expenses Schedule**Name:** SAM SIMON CHARITABLE GIVING FOUNDATION INC**EIN:** 46-5575133**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	17,082			17,082
OFFICE EXPENSES	10			10
PAYROLL SERVICE FEES	1,252			1,252
WEBSITE COSTS	12,000			12,000
CY ACCRUAL TO CASH ADJUSTMENT				-740
PY ACCRUAL TO CASH ADJUSTMENT				43,707
REPAIRS AND MAINTENANCE	50			50
DUES AND SUBSCRIPTIONS	220			220
OTHER EXPENSE	74			74

TY 2018 Other Income Schedule**Name:** SAM SIMON CHARITABLE GIVING FOUNDATION INC**EIN:** 46-5575133**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
DGA-RESIDUALS	1,437		
FILING FEE REFUND	93		
PARTNERSHIP INCOME FROM INVESTMENT	0	-29,358	

TY 2018 Other Professional Fees Schedule**Name:** SAM SIMON CHARITABLE GIVING FOUNDATION INC**EIN:** 46-5575133

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	283,714	283,714		
CONSULTING FEES	122,650			122,650
PUBLIC RELATIONS	30,000			30,000

TY 2018 Taxes Schedule**Name:** SAM SIMON CHARITABLE GIVING FOUNDATION INC**EIN:** 46-5575133

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	240,000			
STATE FILING FEES	561			561
FOREIGN TAX	696	696		
PAYROLL TAXES	11,831	1,479		10,352
PROPERTY TAX	645			645

FEDERAL FOOTNOTESFORM 990-PF, PART VII-A, LINE 11 - CONTROLLED ENTITY STATEMENT
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CONTROLLED ENTITY'S NAME:	COCONINO, INC.
CONTROLLED ENTITY'S ADDRESS:	3011 TOWNSGATE RD. SUITE 400
CITY, STATE & ZIP:	WESTLAKE VILLAGE, CA 91361
EIN:	95-3876094
EXCESS BUSINESS HOLDING?	NO
DESCRIPTION OF TRANSFER:	N/A
AMOUNT OF TRANSFER:	N/A