

Form 990-PF

OMB No 1545-0052

Return of Private Foundation or Section 4947(a)(1) Trust Treated as Private Foundation

2018

Department of the Treasury Internal Revenue Service

Do not enter social security numbers on this form as it may be made public. Go to www.irs.gov/Form990PF for instructions and the latest information.

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, and ending

JK IRWIN FOUNDATION 2500 STEINER STREET #8 SAN FRANCISCO, CA 94115

A Employer identification number 56-2678107 B Telephone number (see instructions) (415) 533-4987 C If exemption application is pending, check here D 1 Foreign organizations, check here 2 Foreign organizations meeting the 85% test, check here and attach computation E If private foundation status was terminated under section 507(b)(1)(A), check here F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

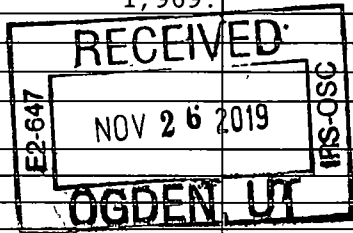
H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 910,043 J Accounting method Cash Accrual Other (specify)

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

3/5

SCANNED JAN 31 2020 Operating and Administrative Expenses



25

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash – non-interest-bearing	12,931.	4,907.	4,907.
	2 Savings and temporary cash investments	14,094.	14,983.	14,983.
	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 sch)			
	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)			
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule) STATEMENT 4	1,141,734.	889,453.	889,453.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe SEE STATEMENT 5)	7,050.	700.	700.	
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	1,175,809.	910,043.	910,043.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	1,175,809.	910,043.		
30 Total net assets or fund balances (see instructions)	1,175,809.	910,043.		
31 Total liabilities and net assets/fund balances (see instructions)	1,175,809.	910,043.		

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	1,175,809.
2 Enter amount from Part I, line 27a	2	-156,135.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 6	3	4,000.
4 Add lines 1, 2, and 3	4	1,023,674.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	113,631.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	910,043.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a CHARLES SCHWAB #5174 CAP GAIN DISTRIBUT	P	VARIOUS	VARIOUS
b CHARLES SCHWAB #5174	P	VARIOUS	VARIOUS
c CHARLES SCHWAB #5174	P	VARIOUS	VARIOUS
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 10,282.			10,282.
b 14,784.		15,579.	-795.
c 163,940.		155,206.	8,734.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			10,282.
b			-795.
c			8,734.
d			
e			

2 Capital gain net income or (net capital loss) <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	18,221.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <span style="float:right">[ If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8 ]</span>	3	-795.

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

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

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

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

If 'Yes,' the foundation doesn't qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	214,144.	1,174,091.	0.182391
2016	211,070.	1,108,436.	0.190421
2015	182,449.	1,273,248.	0.143294
2014			
2013			
2 Total of line 1, column (d)			0.516106
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			0.172035
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			1,097,493.
5 Multiply line 4 by line 3			188,807.
6 Enter 1% of net investment income (1% of Part I, line 27b)			374.
7 Add lines 5 and 6			189,181.
8 Enter qualifying distributions from Part XII, line 4			193,569.

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

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

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instructions)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	374.
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	0.
<b>3</b> Add lines 1 and 2	3	374.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	0.
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	374.
<b>6</b> Credits/Payments		
<b>a</b> 2018 estimated tax pmts and 2017 overpayment credited to 2018	6 a	1,280.
<b>b</b> Exempt foreign organizations – tax withheld at source	6 b	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	6 c	700.
<b>d</b> Backup withholding erroneously withheld	6 d	
<b>7</b> Total credits and payments Add lines 6a through 6d	7	1,980.
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
<b>9</b> Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
<b>10</b> <b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,606.
<b>11</b> Enter the amount of line 10 to be Credited to 2019 estimated tax <b>1,606.</b> Refunded	11	0.

**Part VII Statements Regarding Activities**

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

**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	Yes	No
11			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement See instructions		X
12			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X	
13		X	
14	The books are in care of <u>MARSHA ROSENBAUM</u> Telephone no <u>(415) 533-4987</u> Located at <u>2500 STEINER STREET #8 SAN FRANCISCO CA</u> ZIP + 4 <u>94115</u>		
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 <u>N/A</u>		N/A
15			N/A
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country	Yes	No
16			X

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

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

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

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

**5 a** 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

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 **N/A**

If 'Yes,' attach the statement required by Regulations section 53.4945–5(d)

**6 a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If 'Yes' to 6b, file Form 8870

**7 a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **N/A**

**8** Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?  Yes  No

	Yes	No
<b>5 b</b>	N/A	
<b>6 b</b>		X
<b>7 b</b>		

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

**1 List all officers, directors, trustees, and foundation managers and their compensation. 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
SEE STATEMENT 8		0.	0.	0.
-----				
-----				
-----				
-----				
-----				

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

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

**Total number of other employees paid over \$50,000** 0

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

**3 Five highest-paid independent contractors for professional services. See instructions. If none, enter 'NONE.'**

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

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A ----- -----	
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 N/A ----- -----	
2 ----- -----	
All other program-related investments See instructions 3 ----- -----	
<b>Total. Add lines 1 through 3</b>	

BAA

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b> Average monthly fair market value of securities	<b>1 a</b>	1,095,593.
<b>b</b> Average of monthly cash balances	<b>1 b</b>	18,613.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1 c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1 d</b>	1,114,206.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	1,114,206.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	16,713.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,097,493.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	54,875.

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

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	54,875.
<b>2 a</b> Tax on investment income for 2018 from Part VI, line 5	<b>2 a</b>	374.
<b>b</b> Income tax for 2018 (This does not include the tax from Part VI)	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b	<b>2 c</b>	374.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	54,501.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	54,501.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	54,501.

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1 a</b>	193,569.
<b>b</b> Program-related investments — total from Part IX-B	<b>1 b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	193,569.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	<b>5</b>	374.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	193,195.

**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				54,501.
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				
b From 2014				
c From 2015	119,311.			
d From 2016	156,207.			
e From 2017	157,127.			
f Total of lines 3a through e	432,645.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 193,569.				
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				54,501.
e Remaining amount distributed out of corpus	139,068.			
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	571,713.			
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(h)(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)	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	571,713.			
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015	119,311.			
c Excess from 2016	156,207.			
d Excess from 2017	157,127.			
e Excess from 2018	139,068.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

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

**1 Information Regarding Foundation Managers:**

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

NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

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

**c** Any submission deadlines

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

**Part XV Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE STATEMENT 9				
<b>Total</b>				▶ <b>3 a</b> 161,318.
<i>b Approved for future payment</i>				
<b>Total</b>				▶ <b>3 b</b>





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**STATEMENT 1  
FORM 990-PF, PART I, LINE 11  
OTHER INCOME**

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CVO K-1			
TOTAL	\$ -1,194.	\$ -1,194.	\$ 0.

**STATEMENT 2  
FORM 990-PF, PART I, LINE 16B  
ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 800.	\$ 400.		\$ 400.
TAX PREP FEES	3,139.	1,569.		1,570.
TOTAL	\$ 3,939.	\$ 1,969.	\$ 0.	\$ 1,970.

**STATEMENT 3  
FORM 990-PF, PART I, LINE 23  
OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEE	\$ 25.			\$ 25.
COMPUTER	51.			51.
FOREIGN TAX PAID	309.	\$ 309.		
FUNDRAISING EXPENSES	25,000.			25,000.
INVESTMENT MANAGEMENT FEE	2,925.	1,462.		1,463.
LICENSES & FEES	20.			20.
MEMBERSHIP FEE	2,900.			2,900.
POSTAGE	29.			29.
SUPPLIES	793.			793.
TOTAL	\$ 32,052.	\$ 1,771.	\$ 0.	\$ 30,281.

**STATEMENT 4  
FORM 990-PF, PART II, LINE 13  
INVESTMENTS - OTHER**

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER PUBLICLY TRADED SECURITIES</u>			
PIMCO FOREIGN BOND FUND	MKT VAL	\$ 0.	\$ 0.
PIMCO LOW DURATION FUND	MKT VAL	47,165.	47,165.
TIAA CREF INSTL BOND FD	MKT VAL	43,316.	43,316.
VANGUARD INFLATION	MKT VAL	41,310.	41,310.

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STATEMENT 4 (CONTINUED)  
FORM 990-PF, PART II, LINE 13  
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER PUBLICLY TRADED SECURITIES</u>			
VANGUARD TOTAL BOND	MKT VAL	\$ 90,514.	\$ 90,514.
DFA EMERGING MKTS CORE	MKT VAL	42,600.	42,600.
DFA INTL SMALL CAP VALUE	MKT VAL	13,423.	13,423.
DFA INTL VALUE PORT	MKT VAL	36,903.	36,903.
DFA REAL ESTATE	MKT VAL	15,813.	15,813.
DFA US LARGE CAP VALUE	MKT VAL	84,248.	84,248.
DFA US MICRO CAP PORT	MKT VAL	10,923.	10,923.
DFA US SMALL CAP VALUE	MKT VAL	44,224.	44,224.
VANGUARD EQUITY INCOME	MKT VAL	0.	0.
SPDR S&P 500 ETF TR	MKT VAL	151,202.	151,202.
VANGUARD INFO TECHNOLOGY	MKT VAL	17,183.	17,183.
VANGUARD SHORT TERM BOND	MKT VAL	91,672.	91,672.
DFA INTL SMALL CO PORT	MKT VAL	8,089.	8,089.
DFA US SMALL CAP PORT	MKT VAL	15,658.	15,658.
VANGUARD FTSE DEVELOPED	MKT VAL	66,446.	66,446.
VANGUARD REIT ETF	MKT VAL	0.	0.
POWERSHARES QQQ TRUST	MKT VAL	10,027.	10,027.
PIMCO REAL RETURN FUND	MKT VAL	8,367.	8,367.
PIMCO SHORT TERM INSTL	MKT VAL	14,831.	14,831.
PIMCO INTL BOND US	MKT VAL	25,602.	25,602.
<u>CLOSELY-HELD EQUITY INTERESTS</u>			
CAPITAL VISTA OAK	COST	9,937.	9,937.
TOTAL CLOSELY-HELD EQUITY INTERESTS		<u>\$ 9,937.</u>	<u>\$ 9,937.</u>
TOTAL		<u>\$ 889,453.</u>	<u>\$ 889,453.</u>

STATEMENT 5  
FORM 990-PF, PART II, LINE 15  
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
JK IRWIN FUND WITH TIDES	\$ 700.	\$ 700.
TOTAL	<u>\$ 700.</u>	<u>\$ 700.</u>

STATEMENT 6  
FORM 990-PF, PART III, LINE 3  
OTHER INCREASES

UNCASHED CHECK ADJUSTMENT	\$ 4,000.
TOTAL	<u>\$ 4,000.</u>

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**STATEMENT 7  
FORM 990-PF, PART III, LINE 5  
OTHER DECREASES**

EXCISE TAX PAYMENT	\$	1,700.
PENALTY		50.
UNREALIZED GAIN ADJUSTMENT		111,881.
<b>TOTAL</b>	<b>\$</b>	<u><u>113,631.</u></u>

**STATEMENT 8  
FORM 990-PF, PART VIII, LINE 1  
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
MARSHA ROSENBAUM 2500 STEINER STREET #8 SAN FRANCISCO, CA 94115	PRESIDENT 5.00	\$ 0.	\$ 0.	\$ 0.
ANNE IRWIN 78 FORTUNA AVENUE SAN FRANCISCO, CA 94115	VICE PRESIDENT 1.00		0.	0.
DRUMMOND PIKE 312 MONTFORD AVE MILL VALLEY, CA 94941	TREASURER 1.00		0.	0.
SUZANNE GOLLIN 1688 CERRO GORDO RD SANTA FE, NM 87501	SECRETARY 1.00		0.	0.
GARY SCHWARTZ 201 CALIFORNIA ST. SAN FRANCISCO, CA 94111	DIRECTOR 1.00		0.	0.
<b>TOTAL</b>		<b>\$</b>	<u><u>0.</u></u>	<u><u>0.</u></u>

**STATEMENT 9  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
TIDES FOUNDATION 1014 TORNEY AVE SAN FRANCISCO CA 94129	NONE	PC	GRANTS WERE DISTRIBUTED TO VARIOUS OTHER CHARITABLE ORGANIZATIONS BY TIDES FOUNDATION.	\$ 102,000.

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STATEMENT 9 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
PRISON UNIVERSITY PROJECT PO BOX 492 SAN QUENTIN CA 94964	NONE	PC	FINANCIAL SUPPORT FOR PRISON UNIVERSITY PROJECT	\$ 1,000.
DEMOCRACY ALLIANCE P.O. BOX 18607 WASHINGTON DC 20036	NONE	NC	FINANCIAL SUPPORT FOR DEMOCRACY ALLIANCE	25,000.
UNCOMMON LAW 220 4TH STREET, SUITE 103 OAKLAND CA 94607	NONE	PC	FINANCIAL SUPPORT FOR UNCOMMON LAW	2,500.
DREAM CORPS 436 14TH ST, SUITE 920 OAKLAND CA 94612	NONE	PC	THE DREAM CORPS BRINGS PEOPLE TOGETHER TO SOLVE AMERICA'S TOUGHEST PROBLEMS. #YESWECODE, #CUT50, #GREENFORALL, AND THE #LOVEARMY ARE INITIATIVES OF THE DREAM CORPS. WE WORK TO CLOSE PRISON DOORS AND OPEN DOORS OF OPPORTUNITY. WE FIGHT HATE WITH LOVE + POWER.	10,000.

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STATEMENT 9 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
THRESHOLD FOUNDATION 2875 ROUTE 35 6N-50B KATONAH NY 10536		PC	THRESHOLD IS A COMMUNITY OF INDIVIDUALS UNITED BY OUR COMMITMENT TO CREATE A JUST, JOYFUL, AND GENERATIVE WORLD. FOR MORE THAN THREE DECADES, THRESHOLD HAS BEEN A CATALYST FOR SOCIAL AND ENVIRONMENTAL CHANGE BY SEEDING HUNDREDS OF NASCENT ORGANIZATIONS, AND BY SUPPORTING THE INCEPTION OF MULTIPLE DONOR NETWORKS AND SOCIALLY RESPONSIBLE BUSINESSES THROUGHOUT THE WORLD. WE ARE A MULTI-GENERATION AL MEMBERSHIP ORGANIZATION DEVOTED TO ALIGNING OUR RESOURCES WITH OUR VALUES WHILE FOSTERING A FERTILE TRAINING GROUND FOR THE FULL AND AUTHENTIC EXPRESSION OF OUR PASSIONS AND PURPOSE.	\$ 6,818.

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STATEMENT 9 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET, SUITE 360 SAN FRANCISCO CA 94105		PC	NORTHERN CALIFORNIA GRANTMAKERS BRINGS PHILANTHROPY TOGETHER TO BUILD HEALTHY, THRIVING, AND JUST COMMUNITIES.	\$ 1,000.
YOUTH ALIVE! 3300 ELM STREET OAKLAND CA 94609		PC	YOUTH ALIVE'S MISSION IS TO PREVENT VIOLENCE AND CREATE YOUNG LEADERS	3,000.
THE BATTERY FOUNDATION 387 TEHAMA ST SAN FRANCISCO CA 94103		PC	TO INCREASE CHARITABLE GIVING BY CONNECTING PHILANTHROPISTS TO NONPROFIT ORGANIZATIONS AND CAUSES THAT ARE TACKLING SOME OF SOCIETY'S TOUGHEST CHALLENGES.	4,000.

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STATEMENT 9 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
LEGAL SERVICES FOR PRISONERS WITH CHILDR 4400 MARKET STREET OAKLAND CA 94608		PC	LSPC ORGANIZES COMMUNITIES IMPACTED BY THE CRIMINAL JUSTICE SYSTEM AND ADVOCATES TO RELEASE INCARCERATED PEOPLE, TO RESTORE HUMAN AND CIVIL RIGHTS, AND TO REUNIFY FAMILIES AND COMMUNITIES. WE BUILD PUBLIC AWARENESS OF STRUCTURAL RACISM IN POLICING, THE COURTS, AND THE PRISON SYSTEM, AND WE ADVANCE RACIAL AND GENDER JUSTICE IN ALL OUR WORK.	\$ 6,000.
TOTAL				\$ <u>161,318.</u>