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Form 990-PF

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

OMB No 1545-0052

2018

Open to Public Inspection

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.

For calendar year 2018 or tax year beginning

, and ending

Name of foundation David and Linda Shaheen Foundation			A Employer identification number 58-2489866	
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 973			B Telephone number (see instructions) 775-832-8484	
City or town, state or province, country, and ZIP or foreign postal code Crystal Bay NV 89402				
Foreign country name Foreign province/state/county Foreign postal code				
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 ☐ 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 ☐	
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, col (c), line 16) \$ 10,274,285			J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	36,779	36,779		
4	Dividends and interest from securities	124,589	124,589		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	611,158			
b	Gross sales price for all assets on line 6a 5,996,475				
7	Capital gain net income (from Part IV, line 2)		611,158		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	152,928	152,928		
12	Total. Add lines 1 through 11	925,454	925,454	0	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	2,000	2,000		
c	Other professional fees (attach schedule)	89,023	89,023		
17	Interest				
18	Taxes (attach schedule) (see instructions)	3,130	3,130		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	94,153	94,153	0	0
25	Contributions, gifts, grants paid	389,950			389,950
26	Total expenses and disbursements. Add lines 24 and 25	484,103	94,153	0	389,950
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	441,351			
b	Net investment income (if negative, enter -0-)		831,301		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

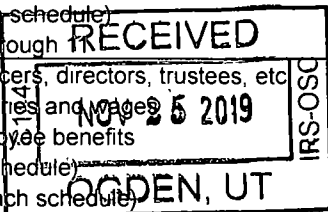
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Form 990-PF (2018)

SCANNED FEB 11 2020

Revenue

Operating and Administrative Expenses



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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	15,600	3,000	3,000
	2 Savings and temporary cash investments	255,489	189,157	189,157
	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)	7,348,275	7,632,418	7,474,824
	c Investments—corporate bonds (attach schedule)	566,375	566,375	206,000
	Liabilities	11 Investments—land, buildings, and equipment basis ▶		
Less accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)		1,654,330	2,316,696	2,401,304
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ Reserve for FMV)		1,581,954	-433,361	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		11,422,023	10,274,285	10,274,285
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	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)	0	0	
	24 Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. ☒			
	25 Unrestricted	11,422,023	10,274,285	
26 Temporarily restricted				
Net Assets or Fund Balances	27 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	28 Capital stock, trust principal, or current funds			
	29 Paid-in or capital surplus, or land, bldg, and equipment fund			
	30 Retained earnings, accumulated income, endowment, or other funds			
	31 Total net assets or fund balances (see instructions)	11,422,023	10,274,285	
Total liabilities and net assets/fund balances (see instructions)		11,422,023	10,274,285	

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	11,422,023
2	Enter amount from Part I, line 27a	2	441,351
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,863,374
5	Decreases not included in line 2 (itemize) ▶ Change in Unrealized Gain or Loss	5	1,589,089
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,274,285

Part IV Capital Gains and Losses for Tax on Investment Income

a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Attached Statement				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				
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	611,158
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	-174,406

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	528,700	11,422,023	0 046288	
2016	598,766	10,783,879	0 055524	
2015	620,297	9,128,695	0 067950	
2014	555,594	9,128,695	0 060862	
2013	543,304	7,807,252	0 069590	
2 Total of line 1, column (d)			2	0 300214
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 060043
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4	10,685,432
5 Multiply line 4 by line 3			5	641,585
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	8,313
7 Add lines 5 and 6			7	649,898
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8	389,950

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)	1	N/A	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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		0
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		0
6	Credits/Payments			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		0
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		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☐ NV		
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	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	X	
14 The books are in care of ▶ Telephone no ▶ Located at ▶ ZIP+4 ▶		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c	X
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	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 ▶ 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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b	X

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

- 5a** During the year, did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(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 ☐ Yes ☒ 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? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No
- 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
5a		
5b	N/A	
6a		
6b		X
7a		
7b	N/A	
8		

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
NONE				

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

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

**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		
2		
3	All other program-related investments See instructions	

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	10,616,531
b	Average of monthly cash balances	1b	231,623
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	10,848,154
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	
3	Subtract line 2 from line 1d	3	10,848,154
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	162,722
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,685,432
6	Minimum investment return. Enter 5% of line 5	6	534,272

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	534,272
2a	Tax on investment income for 2018 from Part VI, line 5	2a	
b	Income tax for 2018 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	534,272
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	534,272
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	534,272

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	389,950
b	Program-related investments—total from Part IX-B	1b	
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	389,950
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	389,950

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				534,272
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0	
b Total for prior years 20 <u>14</u> , 20 <u>15</u> , 20 <u>16</u>		402,628		
3 Excess distributions carryover, if any, to 2018				
a From 2013	152,941			
b From 2014	99,159			
c From 2014	149,695			
d From 2016	153,774			
e From 2017	164,832			
f Total of lines 3a through e	720,401			
4 Qualifying distributions for 2018 from Part XII, line 4 $\blacktriangleright$ \$ <u>389,950</u>				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2018 distributable amount				389,950
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	144,322			144,322
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5,	576,079			
b Prior years' undistributed income Subtract line 4b from line 2b		402,628		
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		402,628		
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)	8,619			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	567,460			
10 Analysis of line 9				
a Excess from 2014	99,159			
b Excess from 2014	149,695			
c Excess from 2016	153,774			
d Excess from 2017	164,832			
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 foundation 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

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

Tax year	Prior 3 years			(e) Total
(a) 2018	(b) 2017	(c) 2016	(d) 2015	
		9,805		9,805
		8,334		8,334
389,950		598,766	620,297	1,609,013
				0
389,950		598,766	620,297	1,609,013
				0
356,181		296,661	313,735	966,577
				0
				0
				0
				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

David M Shaheen

Linda F Shaheen

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

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

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

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

David M Shaheen P O Box 973 Crystal Bay, NV 89402 775-832-8484

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

All applications should be sent through website Eatyourpeas.com

c Any submission deadlines

None

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

Restricted to 501(C)3 organizations in education, the arts, conservation & humanitarian endeavors

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
A Place Called Home 2830 South Central Avenue Los Angeles, CA 90011	None	PC	Safe Haven for at risk Children	188,950
FEAST 3655 South Grand Avenue, Suite 210 Los Angeles, CA 90027	None	PC	Assist Families with Food	5,000
Forward Stride 18218 Horse Tale Drive Beaverton, OR 97007	None	PC	Equine Therapy - Disabled	1,000
Harvard Medical School - HMS MedScience Program 1033 Massachusetts Avenue Cambridge, MA 02138-5366	None	PC	Medical Services to Underserved Children	25,000
Heart of Los Angeles 2701 Wilshire Boulevard, Suite 100 Los Angeles, CA 90057	None	PC	Arts & Athletics in Education	25,000
Lomi School Foundation 534 B Street Santa Rosa, CA 95401	None	PC	Support for people & families with AIDs	5,000
Michael J. Fox Foundation P.O. Box 5014 Hagerstown, MD 21741	None	PC	Parkinson's Disease Research	5,000
Los Angeles Philharmonic Association 151 Grand Avenue Los Angeles, CA 90012	None	PC	Music Education in Public Forums	50,000
Olmstead Plein Air Foundation 5058 LaVista Road Tucker, GA 30084	None	PC	Supports artist events	1,500
The Regents of the University of California 590 University Hall Berkeley, CA 94720	None	PC	Art and Global Health -	75,000
University of Georgia Foundation 124 Old College Athens, GA 30602	None	PC	Arts Scholarship Programs	3,500
Total See Attached Statement			3a	389,950
b Approved for future payment				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			01	36,779	
4	Dividends and interest from securities			01	124,589	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			01	7,906	
8	Gain or (loss) from sales of assets other than inventory			01	782,718	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		951,992	0
13	Total. Add line 12, columns (b), (d), and (e)				13	951,992

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]☐ Yes ☒ No

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

correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Chairman of the Board
Title

May the IRS discuss this return with the preparer shown below?
See instructions ☒ Yes ☐ No

P00841678

Phone no	(706) 226-5936
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

World of Children

Street

15615 Alton Parkway, Suite 330

City

Irvine

State

CA

Zip Code

92618

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

Children's causes worldwide

Amount

5,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Totals			Net Gain or Loss	
										Capital Gains/Losses				
										Gross Sales	Cost or Other Basis	Valuation Method		
Long Term CG Distributions										5,996,475			5,385,317	611,158
Short Term CG Distributions										0			0	
1	Tenace Holdings LTD ADR	88032Q109	X	Merrill Lynch	X	P	7/24/2018	10/18/2018	71,892	101,050			-29,158	
2	Sector Spdr Energy	81369Y506	X	Merrill Lynch	X	P	11/6/2018	11/30/2018	158,310	165,016			-6,706	
3	Janus Henderson European Fd	47103X617	X	Merrill Lynch	X	P	1/25/2018	11/6/2018	444,780	514,668			-69,888	
4	Tenace Holdings LTD ADR	88032Q109	X	Merrill Lynch	X	P	5/9/2018	10/1/2018	97,726	120,139			-22,413	
5	Genmede Small Cap	376690820	X	Merrill Lynch	X	P	12/18/2017	3/6/2018	4	4			0	
6	Nuveen Santa Barbara	67065W639	X	Merrill Lynch	X	P	12/29/2017	1/25/2018	288,996	260,020			28,976	
7	Harding Loevner Frontier	412295867	X	Merrill Lynch	X	P	1/25/2018	11/6/1978	231,880	290,000			-58,120	
8	Chiron Capital	00771X583	X	Merrill Lynch	X	P	9/28/2018	10/29/2018	6	6			0	
9	Clearbridge Large Cap	52469H784	X	Merrill Lynch	X	P	5/9/2018	8/10/2018	83,500	80,287			3,213	
10	Aflac Inc	001055102	X	Merrill Lynch	X	P	4/5/2013	1/25/2018	107,297	59,952			47,345	
11	Amer Express Company	025816109	X	Merrill Lynch	X	P	12/23/2014	1/25/2018	128,841	114,017			14,824	
12	BrightHouse Finl Inc	10922N103	X	Merrill Lynch	X	P	4/5/2013	5/9/2018	7,594	6,534			1,060	
13	Citigroup Inc Com	172967424	X	Merrill Lynch	X	P	12/23/2014	11/6/2018	129,677	101,071			28,606	
14	Disney (Walt) Co	254687106	X	Merrill Lynch	X	P	8/21/2015	5/9/2018	51,014	49,912			1,102	
15	DXC Technology Co	23355L106	X	Merrill Lynch	X	P	8/21/2015	5/9/2018	15,435	6,583			8,852	
16	Fedex Corp Delaware Com	31428X106	X	Merrill Lynch	X	P	8/21/2015	1/25/2018	84,819	49,860			34,959	
17	Facebook Inc	30303M102	X	Merrill Lynch	X	P	10/15/2015	11/6/2018	103,064	50,092			52,972	
18	Hewlett Packard	42824C109	X	Merrill Lynch	X	P	8/21/2015	5/9/2018	30,536	15,207			15,329	
19	HP Inc	40434L105	X	Merrill Lynch	X	P	8/21/2015	5/9/2018	38,627	23,774			14,853	
20	JPMorgan Chase & Co	46825H100	X	Merrill Lynch	X	P	2/3/2016	11/6/2018	48,206	24,964			23,242	
21	Kayne Anderson MLP	486606106	X	Merrill Lynch	X	P	8/24/2016	10/1/2018	223,226	216,410			6,816	
22	Micro Focus Intl	594837304	X	Merrill Lynch	X	P	8/21/2006	5/9/2018	4,138	7,071			-2,933	
23	Morgan Stanley	617446448	X	Merrill Lynch	X	P	3/1/2013	7/24/2018	138,703	62,565			76,138	
24	Mellie Inc	59156R108	X	Merrill Lynch	X	P	4/5/2013	1/25/2018	89,953	53,452			36,501	
25	SPDR US Financial Sector	81369Y605	X	Merrill Lynch	X	P	2/3/2016	5/9/2018	133,571	97,140			36,431	
26	Janus Henderson European Foc	47103X617	X	Merrill Lynch	X	P	8/4/2017	11/6/2018	34,336	40,801			-6,465	
27	Credit Suisse Floating	22540S836	X	Merrill Lynch	X	P	3/31/2014	1/25/2018	143,325	144,922			-1,597	
28	Genmede Small CAP	376690820	X	Merrill Lynch	X	P	10/15/2014	3/6/2018	49,996	38,233			11,763	
29	Chiron Capital	00771X583	X	Merrill Lynch	X	P	11/22/2016	10/29/2018	383,494	356,481			27,013	
30	T Rowe Price New Horizons	77562107	X	Merrill Lynch	X	P	11/16/2012	10/18/2018	280,000	157,501			122,499	
31	Affiliated Managers Gp	008252108	X	Merrill Lynch	X	P	11/6/2017	10/29/2018	8,412	11,312			-2,900	
32	Amazon Com Inc	023135106	X	Merrill Lynch	X	P	7/25/2018	11/6/2018	6,563	7,327			-764	
33	Anheuser-Busch Inbev	03524A108	X	Merrill Lynch	X	P	7/25/2018	11/6/2018	1,059	1,483			-424	
34	American Tower REIT	03027X100	X	Merrill Lynch	X	P	7/25/2018	11/6/2018	1,557	1,429			128	
35	Allergan PLC	G0177J108	X	Merrill Lynch	X	P	7/25/2018	11/6/2018	3,123	3,345			-222	
36	Alphabet Inc	02079K305	X	Merrill Lynch	X	P	7/25/2018	11/6/2018	10,671	11,325			-654	
37	Amer Express Company	025816109	X	Merrill Lynch	X	P	8/24/2018	11/6/2018	1,047	1,013			34	
38	Analog Devices Inc	032654105	X	Merrill Lynch	X	P	7/25/2018	11/6/2018	3,244	3,650			-406	
39	Apple Inc	037833100	X	Merrill Lynch	X	P	7/25/2018	11/6/2018	5,880	5,590			290	
40	Autzone Inc	053332102	X	Merrill Lynch	X	P	7/25/2018	9/17/2018	8,993	7,850			1,143	
41	Baker Hughes Inc	05722G100	X	Merrill Lynch	X	P	7/25/2018	11/6/2018	5,627	6,264			-637	
42	Bogen Inc	09062X103	X	Merrill Lynch	X	P	7/25/2018	11/6/2018	7,336	7,080			256	

Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
43 Comcast Corp	20030N101	X	Merrill Lynch	X	P	9/13/2018	1/6/2018	7,435	7,290					145
44 Cargurus	141788109	X	Merrill Lynch	X	P	10/4/2018	1/6/2018	12,729	11,963					766
45 Cheniere Energy	16411R208	X	Merrill Lynch	X	P	8/24/2018	1/6/2018	12,652	11,229					1,423
46 Chevron Corp	166764100	X	Merrill Lynch	X	P	10/13/2017	3/29/2018	1,141	1,195					-54
47 Caterpillar Inc	149123101	X	Merrill Lynch	X	P	8/6/2018	1/6/2018	6,727	7,260					-533
48 CarMax Inc	143130102	X	Merrill Lynch	X	P	7/25/2018	10/5/2018	3,273	3,472					-199
49 Citigroup Inc	172967424	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	4,184	4,474					-290
50 Danaher Corp	235851102	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	504	519					-15
51 Diageo PLC	25243Q205	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	699	749					-50
52 Danone Spots	23638T100	X	Merrill Lynch	X	P	10/13/2017	1/10/2018	2,521	2,505					16
53 Elav Inc	278642103	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	9,102	11,754					-2,652
54 Faciel Rest Sys	303075105	X	Merrill Lynch	X	P	10/13/2017	6/6/2018	3,299	2,763					496
55 First Rep BK San Francisco	33616C100	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	15,437	14,904					533
56 Facebook Inc	30303M102	X	Merrill Lynch	X	P	9/18/2018	1/6/2018	19,331	23,152					-3,821
57 Group 1 Automotive	398905109	X	Merrill Lynch	X	P	10/13/2017	6/28/2018	763	842					-59
58 Goldman Sachs Group Inc	38141G104	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	7,965	8,725					-760
59 General Electric	369604103	X	Merrill Lynch	X	P	9/20/2018	1/6/2018	23,395	37,556					-14,171
60 Gilead Sciences Inc	375558103	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	1,332	1,485					-153
61 IHS Markit LTD	G47567105	X	Merrill Lynch	X	P	10/13/2017	5/30/2018	4,147	3,713					434
62 JPMorgan Chase & Co	46625H100	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	6,733	5,929					804
63 Liberty Media Corp	531229854	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	5,938	6,481					-543
64 Lennar Corp	526057104	X	Merrill Lynch	X	P	10/5/2018	1/6/2018	16,637	19,694					-3,057
65 Morgan Stanley	617446448	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	2,822	3,168					-346
66 Marriott Intl Inc	571903202	X	Merrill Lynch	X	P	8/29/2018	1/6/2018	1,702	1,903					-201
67 Medtronic PLC	G5960L103	X	Merrill Lynch	X	P	10/13/2017	6/14/2018	4,659	4,191					468
68 Microsoft Corp	594918104	X	Merrill Lynch	X	P	7/30/2018	1/6/2018	10,847	11,052					-205
69 Twenty-First Century FOX	90130A200	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	1,304	1,250					54
70 Nielsen Holdings PLC	G6518L108	X	Merrill Lynch	X	P	10/13/2017	4/2/2018	4,211	5,379					-1,168
71 Nike Inc	654106103	X	Merrill Lynch	X	P	10/13/2017	3/29/2018	1,789	1,379					410
72 Prudential Financial Inc	744320102	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	1,177	1,157					20
73 Polaris Industries Com	731068102	X	Merrill Lynch	X	P	10/4/2018	1/6/2018	5,641	6,000					-359
74 Shire PLC ADR	82481R106	X	Merrill Lynch	X	P	10/13/2017	5/23/2018	10,966	10,400					566
75 Schlumberger LTD	806857108	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	3,376	4,219					-843
76 Sodexo ADR	833792104	X	Merrill Lynch	X	P	7/25/2018	10/4/2018	7,345	7,134					211
77 Synchroty Finl Com	87165B103	X	Merrill Lynch	X	P	8/6/2018	1/6/2018	5,261	5,850					-589
78 Starbucks Corp	855244109	X	Merrill Lynch	X	P	10/13/2017	7/26/2018	7,278	7,742					-464
79 Tempur Sealy Intl	88023U101	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	1,894	1,909					-25
80 Twitter Inc	90184L102	X	Merrill Lynch	X	P	9/17/2018	1/6/2018	4,244	3,926					318
81 United Parcel Svc	911312106	X	Merrill Lynch	X	P	10/13/2017	1/9/2018	2,585	2,376					209
82 UnitedHealth Group	91324P102	X	Merrill Lynch	X	P	10/26/2018	1/6/2018	8,149	8,195					-46
83 Union Pacific Corp	907818108	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	1,649	1,575					74
84 United Techs Corp	913017109	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	1,659	1,730					-71
85 VISA Inc	92826C839	X	Merrill Lynch	X	P	12/7/2017	1/6/2018	14,978	12,365					2,613
86 Workday Inc	98138H101	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	19,130	15,122					4,008
87 Walmart	931142103	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	8,531	6,945					1,586
88 Wells Fargo & Co	949746101	X	Merrill Lynch	X	P	7/25/2018	1/6/2018	12,222	12,856					-634
89 Affiliated Managers Gp	008252108	X	Merrill Lynch	X	P	6/1/2017	6/14/2018	5,492	5,511					-19

Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
90 Amazon Com Inc	023135106	X	Merrill Lynch	X	P	12/23/2016	11/6/2018	56,237	21,678					34,559
91 Anheuser-Busch Inbev	03524A108	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	8,647	13,412					-4,765
92 American Tower REIT Inc	03021X100	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	11,213	8,038					3,175
93 Allergan PLC	G0177J108	X	Merrill Lynch	X	P	10/19/2017	11/6/2018	20,218	25,684					-5,466
94 Alphabet Inc	02079K305	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	17,074	12,660					4,414
95 Amer Express Company	025816109	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	7,475	6,219					1,256
96 Apple Inc	037833100	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	45,677	27,511					18,166
97 Chevron Corp	166764100	X	Merrill Lynch	X	P	1/21/2015	3/29/2018	1,939	1,832					107
98 Carmax Inc	143130102	X	Merrill Lynch	X	P	4/10/2017	10/5/2018	3,767	2,928					839
99 Citigroup Inc	172967424	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	28,491	26,654					1,837
100 Danaher Corp Del	235851102	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	3,330	2,844					486
101 Diageo PLC	25243Q205	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	4,472	4,101					371
102 Danone	23636T100	X	Merrill Lynch	X	P	9/22/2015	11/0/2018	379	281					98
103 Elav Inc	278642103	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	7,006	8,502					-1,496
104 Facebook Inc	30303M102	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	7,642	6,554					1,088
105 Group 1 Automotive	398905109	X	Merrill Lynch	X	P	10/25/2016	6/27/2018	1,309	1,129					180
106 Goldman Sachs Group	38141G104	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	25,716	23,339					2,377
107 General Electric	369604103	X	Merrill Lynch	X	P	10/30/2017	11/1/2018	11,765	27,397					-15,632
108 Gilead Sciences Inc	375558103	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	8,694	8,877					-183
109 IHS Markit LTD	G47567105	X	Merrill Lynch	X	P	7/14/2016	5/30/2018	8,352	4,274					4,078
110 JPMorgan Chase & Co	46625H100	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	26,251	16,462					9,789
111 Liberty Media Corp	531229854	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	7,254	8,637					-1,383
112 Lennar Corp	526057104	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	13,512	16,052					-2,540
113 Morgan Stanley	617446448	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	20,893	19,784					1,109
114 Medtronic PLC	G5960L103	X	Merrill Lynch	X	P	12/28/2016	6/7/2018	3,452	2,937					515
115 Twenty-first Century Fox Inc	90130A200	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	8,894	5,153					3,741
116 Prudential Financial Inc	744320102	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	7,944	8,551					-607
117 Polaris Industries	731066102	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	16,445	16,283					162
118 Schlumberger LTD	806857108	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	7,739	11,250					-3,511
119 Synchro Finl	87165B103	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	1,235	1,433					-198
120 Starbucks Corp	855244109	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	2,304	1,926					378
121 Tempur Sealy Intl	88023U101	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	12,468	14,602					-2,134
122 Union Pacific Corp	907818108	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	14,617	9,631					4,986
123 United Techs Corp	913017109	X	Merrill Lynch	X	P	10/13/2017	11/6/2018	12,053	10,057					1,996
124 VISA Inc	92826C839	X	Merrill Lynch	X	P	1/18/2017	5/30/2018	7,295	4,251					3,044
125 SP500 Stepup Issuer Barc	06746K507	X	Merrill Lynch	X	P	5/25/2017	6/15/2018	473,536	448,000					25,536
126 SP500 Stepup Issuer BNS	064160237	X	Merrill Lynch	X	P	6/29/2017	7/26/2018	1,099,907	950,006					149,901
127 Rounding														0

Part I, Line 11 (990-PF) - Other Income

		152,928	152,928	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Capital Gains Distribution	145,022	145,022	
2	Partnership Income	7,906	7,906	

Part I, Line 16b (990-PF) - Accounting Fees

		2,000	2,000	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Martha A McCorkle	2,000	2,000		

Part I, Line 16c (990-PF) - Other Professional Fees

		89,023	89,023	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Merrill Lynch - Advisory Fees	89,023	89,023		0

Part I, Line 18 (990-PF) - Taxes

		3,130	3,130	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Taxes Paid	3,130	3,130		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		7,348,275	7,632,418	9,081,650	7,474,824
		Book Value	Book Value	FMV	FMV
		Beg of Year	End of Year	Beg of Year	End of Year
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Corporate Equities		2,654,948	749,381	651,810
2	Mutual Funds		4,693,327	6,883,037	6,823,014

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		566,375		566,375		267,250		206,000	
Description		Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year		
1	Fixed Income			566,375	566,375	267,250	206,000		

Part II, Line 13 (990-PF) - Investments - Other

		1,654,330	2,316,696	2,401,304
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
Asset Description	Basis of Valuation			
1 Alternative Investments	AT COST	1,177,496	2,154,996	2,239,604
2 Partnership Interest	AT COST	476,834	161,700	161,700

Part II, Line 15 (990-PF) - Other Assets

		1,581,954	-433,361	0
		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Reserve for FMV	1,581,954	-433,361	0

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

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Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
45 Chemere Energy	16411R208	P	8/24/2018	11/6/2018	12,652			11,229	1,423	0	0	0	1,423
46 Chevron Corp	166764100	P	10/13/2017	3/29/2018	1,141			1,195	-54	0	0	0	-54
47 Caterpillar Inc	149123101	P	8/6/2018	11/6/2018	6,727			7,260	-533	0	0	0	-533
48 CarMax Inc	143130102	P	7/25/2018	10/5/2018	3,273			3,472	-199	0	0	0	-199
49 Citigroup Inc	172967424	P	7/25/2018	11/6/2018	4,184			4,474	-290	0	0	0	-290
50 Danaher Corp	23585102	P	7/25/2018	11/6/2018	504			519	-15	0	0	0	-15
51 Daqeo PLC	25243Q205	P	7/25/2018	11/6/2018	699			749	-50	0	0	0	-50
52 Danone Spons	236361100	P	10/13/2017	1/10/2018	2,521			2,505	16	0	0	0	16
53 Ebay Inc	278642103	P	7/25/2018	11/6/2018	9,102			11,754	-2,652	0	0	0	-2,652
54 Facet Resh Sys	303075105	P	10/13/2017	6/6/2018	3,259			2,763	496	0	0	0	496
55 First Rep BK San Francisco	33616C100	P	7/25/2018	11/6/2018	15,437			14,904	533	0	0	0	533
56 Facebook Inc	30303M102	P	9/18/2018	11/6/2018	19,331			23,152	-3,821	0	0	0	-3,821
57 Group 1 Automotive	398905109	P	10/13/2017	6/28/2018	783			842	-59	0	0	0	-59
58 Goldman Sachs Group Inc	38141G104	P	7/25/2018	11/6/2018	7,965			8,725	-760	0	0	0	-760
59 General Electric	369604103	P	9/20/2018	11/6/2018	23,385			37,556	-14,171	0	0	0	-14,171
60 Gilead Sciences Inc	375558103	P	7/25/2018	11/6/2018	1,332			1,485	-153	0	0	0	-153
61 IHS Markit LTD	G47567105	P	10/13/2017	5/30/2018	4,147			3,713	434	0	0	0	434
62 JPMorgan Chase & Co	46625H100	P	7/25/2018	11/6/2018	6,733			5,929	804	0	0	0	804
63 Liberty Media Corp	531229854	P	7/25/2018	11/6/2018	5,938			6,481	-543	0	0	0	-543
64 Lenmar Corp	526057104	P	10/5/2018	11/6/2018	16,637			19,694	-3,057	0	0	0	-3,057
65 Morgan Stanley	617446448	P	7/25/2018	11/6/2018	2,822			3,168	-346	0	0	0	-346
66 Marriott Intl Inc	571903202	P	8/29/2018	11/6/2018	1,702			1,903	-201	0	0	0	-201
67 Medtronic PLC	G5960L103	P	10/13/2017	6/14/2018	4,659			4,191	468	0	0	0	468
68 Microsoft Corp	594918104	P	7/30/2018	11/6/2018	10,847			11,052	-205	0	0	0	-205
69 Twenty-First Century FOX	90130A200	P	7/25/2018	11/6/2018	1,304			1,250	54	0	0	0	54
70 Nielsen Holdings PLC	G6518L108	P	10/13/2017	4/2/2018	4,211			5,379	-1,168	0	0	0	-1,168
71 Nike Inc	654106103	P	10/13/2017	3/29/2018	1,789			1,379	410	0	0	0	410
72 Prudential Financial Inc	744320102	P	7/25/2018	11/6/2018	1,177			1,157	20	0	0	0	20
73 Polaris Industries Com	731058102	P	10/4/2018	11/6/2018	5,641			6,000	-359	0	0	0	-359
74 Shire PLC ADR	82481R106	P	10/13/2017	5/23/2018	10,966			10,400	566	0	0	0	566
75 Schlumberger LTD	808857108	P	7/25/2018	11/6/2018	3,376			4,219	-843	0	0	0	-843
76 Sodexo ADR	833792104	P	7/25/2018	10/4/2018	7,345			7,134	211	0	0	0	211
77 Synchrony Finl Com	871658103	P	8/6/2018	11/6/2018	5,261			5,850	-589	0	0	0	-589
78 Starbucks Corp	855244109	P	10/13/2017	7/26/2018	7,278			7,742	-464	0	0	0	-464
79 Tempur Sealy Intl	88023U101	P	7/25/2018	11/6/2018	1,894			1,909	-25	0	0	0	-25
80 Twitter Inc	90184L102	P	9/17/2018	11/6/2018	4,244			3,926	318	0	0	0	318
81 United Parcel Svc	91312106	P	10/13/2017	1/9/2018	2,585			2,376	209	0	0	0	209
82 Unitedhealth Group	91324P102	P	10/26/2018	11/6/2018	8,149			8,195	-46	0	0	0	-46
83 Union Pacific Corp	907818108	P	7/25/2018	11/6/2018	1,649			1,575	74	0	0	0	74
84 United Techs Corp	913017109	P	7/25/2018	11/6/2018	1,659			1,730	-71	0	0	0	-71
85 VISA Inc	92826C839	P	12/7/2017	11/6/2018	14,978			12,365	2,613	0	0	0	2,613
86 Workday Inc	98138H101	P	7/25/2018	11/6/2018	19,130			15,122	4,008	0	0	0	4,008
87 Walmart	931142103	P	7/25/2018	11/6/2018	8,531			6,945	1,586	0	0	0	1,586
88 Wells Fargo & Co	949746101	P	7/25/2018	11/6/2018	12,222			12,856	-634	0	0	0	-634
89 Affiliated Managers Gp	008252108	P	6/1/2017	6/14/2018	5,492			5,511	-19	0	0	0	-19
90 Amazon Com Inc	023135106	P	12/23/2016	11/6/2018	56,237			21,678	34,559	0	0	0	34,559
91 Anheuser-Busch Inbev	03524A108	P	10/13/2017	11/6/2018	8,647			13,412	-4,765	0	0	0	-4,765
92 American Tower REIT Inc	03021X100	P	10/13/2017	11/6/2018	112:3			8,038	3,175	0	0	0	3,175

Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj. Basis or Losses
93 Allergan PLC	G01771108	P	10/19/2017	11/6/2018	20,218			25,684	-5,466	0	0	0	-5,466
94 Alphabet Inc	02079K305	P	10/13/2017	11/6/2018	17,074			12,660	4,414	0	0	0	4,414
95 Amer Express Company	025816109	P	10/13/2017	11/6/2018	7,475			6,219	1,256	0	0	0	1,256
96 Apple Inc	037833100	P	10/13/2017	11/6/2018	45,677			27,511	18,166	0	0	0	18,166
97 Chevron Corp	168764100	P	12/1/2015	3/29/2018	1,939			1,832	107	0	0	0	107
98 Carmax Inc	143130102	P	4/10/2017	10/5/2018	3,767			2,928	839	0	0	0	839
99 Citigroup Inc	172967424	P	10/13/2017	11/6/2018	28,491			26,654	1,837	0	0	0	1,837
100 Danaher Corp Del	235851102	P	10/13/2017	11/6/2018	3,330			2,844	486	0	0	0	486
101 Diageo PLC	25243Q205	P	10/13/2017	11/6/2018	4,472			4,101	371	0	0	0	371
102 Danone	236361100	P	9/22/2015	1/10/2018	379			281	98	0	0	0	98
103 Ebay Inc	278642103	P	10/13/2017	11/6/2018	7,006			8,502	-1,496	0	0	0	-1,496
104 Facebook Inc	30303M102	P	10/13/2017	11/6/2018	7,642			6,554	1,088	0	0	0	1,088
105 Group 1 Automotive	398905109	P	10/25/2016	6/27/2018	1,309			1,129	180	0	0	0	180
106 Goldman Sachs Group	38141G104	P	10/13/2017	11/6/2018	25,716			23,339	2,377	0	0	0	2,377
107 General Electric	369604103	P	10/30/2017	11/1/2018	11,765			27,397	-15,632	0	0	0	-15,632
108 Gilead Sciences Inc	375558103	P	10/13/2017	11/6/2018	8,694			8,877	-183	0	0	0	-183
109 IHS Markit LTD	G47587105	P	7/14/2016	5/30/2018	8,352			4,274	4,078	0	0	0	4,078
110 JPMorgan Chase & Co	46825H100	P	10/13/2017	11/6/2018	26,251			16,462	9,789	0	0	0	9,789
111 Liberty Media Corp	531229854	P	10/13/2017	11/6/2018	7,254			8,637	-1,383	0	0	0	-1,383
112 Lennox Corp	526057104	P	10/13/2017	11/6/2018	13,512			16,052	-2,540	0	0	0	-2,540
113 Morgan Stanley	617446448	P	10/13/2017	11/6/2018	20,893			19,784	1,109	0	0	0	1,109
114 Medtronic PLC	G5950L103	P	12/28/2016	6/7/2018	3,452			2,937	515	0	0	0	515
115 Twenty-first Century Fox Inc	90130A200	P	10/13/2017	11/6/2018	8,894			5,153	3,741	0	0	0	3,741
116 Prudential Financial Inc	744320102	P	10/13/2017	11/6/2018	7,944			8,551	-607	0	0	0	-607
117 Polaris Industries	731068102	P	10/13/2017	11/6/2018	16,445			16,283	162	0	0	0	162
118 Schlumberger LTD	806857108	P	10/13/2017	11/6/2018	7,739			11,250	-3,511	0	0	0	-3,511
119 Synchrony Finl	871658103	P	10/13/2017	11/6/2018	1,235			1,433	-198	0	0	0	-198
120 Starbucks Corp	855244109	P	10/13/2017	11/6/2018	2,304			1,926	378	0	0	0	378
121 Tempur Sealy Intl	88023U101	P	10/13/2017	11/6/2018	12,468			14,602	-2,134	0	0	0	-2,134
122 Union Pacific Corp	907818108	P	10/13/2017	11/6/2018	14,517			9,631	4,886	0	0	0	4,886
123 United Techs Corp	913017109	P	10/13/2017	11/6/2018	12,053			10,057	1,996	0	0	0	1,996
124 VISA Inc	92826C839	P	1/18/2017	5/30/2018	7,295			4,251	3,044	0	0	0	3,044
125 SP500 Stepup Issuer Barc	06746K507	P	5/25/2017	6/15/2018	473,536			448,000	25,536	0	0	0	25,536
126 SP500 Stepup Issuer BNS	064160237	P	6/29/2017	7/26/2018	1,099,907			950,006	149,901	0	0	0	149,901