

EXTENDED TO NOVEMBER 15, 2019

Return of Private Foundation

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

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OMB No 1545-0052

2018

Open to Public Inspection

Form 990-PF

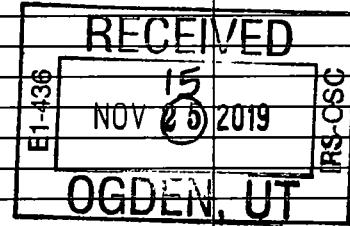
Department of the Treasury
Internal Revenue Service

For calendar year 2018 or tax year beginning

, and ending

Name of foundation SIMPSON PSB FUND		A Employer identification number 68-0168017
Number and street (or P O box number if mail is not delivered to street address) 21 ORINDA WAY, SUITE C, #358		B Telephone number (925) 254-6358
City or town, state or province, country, and ZIP or foreign postal code ORINDA, CA 94563		C If exemption application is pending, check here <input type="checkbox"/> 6
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation 04		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 96,364,021.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
(Part I, column (d) must be on cash basis)		

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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		68,722.	68,722.		STATEMENT 1
4 Dividends and interest from securities		2,671,140.	2,671,140.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		32,887,654.			
b Gross sales price for all assets on line 6a		83,028,865.			
7 Capital gain net income (from Part IV, line 2)			32,887,654.		
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)					
11 Other income		324.	324.		STATEMENT 3
12 Total Add lines 1 through 11		35,627,840.	35,627,840.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		26,100.	0.		0.
c Other professional fees STMT 5		946,559.	946,559.		0.
17 Interest		965.	965.		0.
18 Taxes STMT 6		1,389,204.	39,204.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		59,464.	55,749.		0.
24 Total operating and administrative expenses Add lines 13 through 23		2,422,292.	1,042,477.		0.
25 Contributions, gifts, grants paid		5,771,250.			5,771,250.
26 Total expenses and disbursements Add lines 24 and 25		8,193,542.	1,042,477.		5,771,250.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		27,434,298.			
b Net investment income (if negative enter -0-)			34,585,363.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,219,880.	701,008.	701,008.
	2 Savings and temporary cash investments			
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	65,083,867.	97,724,998.	95,663,013.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	69,303,747.	98,426,006.	96,364,021.
	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			
	22 Other liabilities (describe ▶)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	42,044,057.	42,044,057.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	27,259,690.	56,381,949.	
	30 Total net assets or fund balances	69,303,747.	98,426,006.	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances	69,303,747.	98,426,006.	

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	69,303,747.
2 Enter amount from Part I, line 27a	2	27,434,298.
3 Other increases not included in line 2 (itemize) ▶ BOOK/TAX ADJUSTMENTS	3	1,687,961.
4 Add lines 1, 2, and 3	4	98,426,006.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	98,426,006.

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

(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			
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	83,028,865.	49,867,822.	32,887,654.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			32,887,654.

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	32,887,654.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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	5,275,265.	98,716,209.	.053439
2016	2,421,175.	90,232,318.	.026833
2015	2,477,804.	61,829,563.	.040075
2014	7,214,785.	22,274,387.	.323905
2013	13,989,346.	26,659,181.	.524748

2 Total of line 1, column (d)	2	.969000
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	.193800
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	106,471,092.
5 Multiply line 4 by line 3	5	20,634,098.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	345,854.
7 Add lines 5 and 6	7	20,979,952.
8 Enter qualifying distributions from Part XII, line 4	8	5,771,250.

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 IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a FIDELITY 9590		P	VARIOUS	
b FIDELITY 9590		P	VARIOUS	
c FIDELITY 9263 - HARVEST		P	VARIOUS	
d FIDELITY 9263 - HARVEST		P	VARIOUS	
e CAPITAL GAIN DISTRIBUTIONS		P	VARIOUS	
f BERKELEY SKYDECK FUND I, LP		P		
g HOUSATONIC EQUITY INVESTORS IIA, LP		P		
h				
i				
j				
k				
l				
m				
n				
o				

(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 22,187,674.		24,663,299.	<2,475,625.>
b 60,841,191.		25,204,523.	35,636,668.
c			<114,651.>
d			<171,978.>
e			26,466.
f			<4,148.>
g			<9,078.>
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<2,475,625.>
b			35,636,668.
c			<114,651.>
d			<171,978.>
e			26,466.
f			<4,148.>
g			<9,078.>
h			
i			
j			
k			
l			
m			
n			
o			

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	32,887,654.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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 <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 Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	691,707.
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	691,707.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	691,707.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a 925,540.		
b Exempt foreign organizations - tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 75,000.		
d Backup withholding erroneously withheld	6d 0.		
7 Total credits and payments. Add lines 6a through 6d	7	1,000,540.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	308,833.	
11 Enter the amount of line 10 to be Credited to 2019 estimated tax	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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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. <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

N/A

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 N/A	X	
14 The books are in care of THE FOUNDATION Telephone no. (925) 254-6358 Located at 21 ORINDA WAY, SUITE C, #358, ORINDA, CA ZIP+4 94563		
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 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 N/A		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? <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	1b	
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? N/A	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years N/A		
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	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. N/A		
3a 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	3b	
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)

	Yes	No
5a During the year, did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b 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	N/A	5b
Organizations relying on a current notice regarding disaster assistance, check here	<input checked="" type="checkbox"/>	
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?	N/A	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b
If "Yes" to 6b, file Form 8870		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and foundation managers and their compensation.

(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
SHARON SIMPSON 21 ORINDA WAY, SUITE C, #358 ORINDA, CA 94563	PRESIDENT 3.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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(continued)

[illegible]

0

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		

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		
Total. Add lines 1 through 3		0

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	106,510,249.
b	Average of monthly cash balances	1b	1,582,230.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	108,092,479.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	108,092,479.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,621,387.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	106,471,092.
6	Minimum investment return. Enter 5% of line 5	6	5,323,555.

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	5,323,555.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	691,707.
b	Income tax for 2018 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	691,707.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,631,848.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,631,848.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,631,848.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,771,250.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,771,250.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,771,250.

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				4,631,848.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	12,734,495.			
b From 2014	6,125,396.			
c From 2015				
d From 2016				
e From 2017	1,041,709.			
f Total of lines 3a through e	19,901,600.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$	5,771,250.			
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				4,631,848.
e Remaining amount distributed out of corpus	1,139,402.			
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	21,041,002.			
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 instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	12,734,495.			
9 Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a	8,306,507.			
10 Analysis of line 9				
a Excess from 2014	6,125,396.			
b Excess from 2015				
c Excess from 2016				
d Excess from 2017	1,041,709.			
e Excess from 2018	1,139,402.			

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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 SEE STATEMENT A		PC		5,771,250.
Total			▶ 3a	5,771,250.
b Approved for future payment NONE				
Total			▶ 3b	0.

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

- | | | | |
|--|--------------|------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (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]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

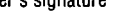
Signature of officer or trustee Sharon Simpson Date 11-14-19

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below? See instr.

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name MARGARET FONG	Preparer's signature 	Date 11/13/19	Check <input checked="checked" type="checkbox"/> if self-employed	PTIN P00418074
Firm's name ► MARGARET FONG, CPA			Firm's EIN ► 81-5029285	
Firm's address ► P.O. BOX 190431 SAN FRANCISCO, CA 94119-0431			Phone no. (650) 784-1130	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CITY NATIONAL BANK	201.	201.	
FIDELITY	4,510.	4,510.	
GOLDMAN SACHS	20.	20.	
HARVEST	74.	74.	
RIVI OPPORTUNITY FUND	63,917.	63,917.	
TOTAL TO PART I, LINE 3	68,722.	68,722.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY	2,670,976.	0.	2,670,976.	2,670,976.	
HARVEST	164.	0.	164.	164.	
TO PART I, LINE 4	2,671,140.	0.	2,671,140.	2,671,140.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	324.	324.	
TOTAL TO FORM 990-PF, PART I, LINE 11	324.	324.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX PREPARATION FEES	26,100.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	26,100.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	946,559.	946,559.		0.
TO FORM 990-PF, PG 1, LN 16C	946,559.	946,559.		0.

FORM 990-PF	TAXES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	1,350,000.	0.		0.
FOREIGN TAX PAID	39,204.	39,204.		0.
TO FORM 990-PF, PG 1, LN 18	1,389,204.	39,204.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT 7	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO EXPENSES	27,829.	27,829.		0.
INVESTMENT TRANSACTION COSTS	27,920.	27,920.		0.
TAX PENALTIES	3,006.	0.		0.
BANK FEES	474.	0.		0.
STATE FILING FEES	235.	0.		0.
TO FORM 990-PF, PG 1, LN 23	59,464.	55,749.		0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY	COST	94,190,966.	91,919,955.
HARVEST	COST	<114,625.>	<114,625.>
HOUSATONIC EQUITY INVESTORS IIA, LP	COST	1,810.	10,086.
RIVI OPPORTUNITY FUND, LP	COST	498,497.	597,991.
BLACKBIRD AIR INC.	COST	1,500,000.	1,500,000.
DESIGNED CAPITAL FUND I, LP	COST	999,900.	999,900.
BERKELEY SKYDECK FUND I, LP	COST	154,446.	199,609.
PENINSULA VENTURES IV, LP	COST	494,004.	550,097.
TOTAL TO FORM 990-PF, PART II, LINE 13		97,724,998.	95,663,013.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SHARON SIMPSON
21 ORINDA WAY, SUITE C, #358
ORINDA, CA 94563

TELEPHONE NUMBERNAME OF GRANT PROGRAM

(925) 254-6358

SIMPSON PSB FUND

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST DETAILING THE PURPOSE OF THE REQUEST AND HOW IT RELATES TO
THE LOCAL COMMUNITY, THE ARTS OR EDUCATION.

ANY SUBMISSION DEADLINES

NONE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

AWARDS ARE GENERALLY GRANTED TO ORGANIZATIONS AND INITIATIVES THAT FURTHER
AND IMPROVE THE LOCAL COMMUNITY, THE ARTS OR EDUCATIONAL RESOURCES.

Recipient *	Foundation Status	Purpose of Grant	Amount
Education First	Public Charity	Scholarship program for college hopefuls	5,000
Paul Drescher Ensemble	Public Charity	Program support for musical performances	2,000
John Muir Health Foundation	Public Charity	Support for health care programs and services	10,000
GIRLSMART Literacy	Public Charity	Literacy, tutoring, resources for at-risk girls	150,000
Northern Light School	Public Charity	Education programs and events for kids	5,000
UC Regents - The Lawrence Hall of Science	Public Charity	Unrestricted general program support	1,000
Opera Parellele	Public Charity	Chamber opera performances for community	10,000
Girls Inc. of Alameda County	Public Charity	Academic programs and resources for girls	15,000
The Berkeley Music Group	Public Charity	Support for accessible, live music performances	100,000
The Ruth Bancroft Garden	Public Charity	Visitor and Education Center project	200,000
Oakland Museum of California	Public Charity	Exhibitions and programs for children and families	10,000
Kennedy King	Public Charity	Scholarships	10,000
Teach for America	Public Charity	Educational programs and training for Bay Area classrooms	10,000
Kala Art Institute	Public Charity	Artist in Residence and Fellowship programs	20,000
The Crucible	Public Charity	Industrial arts educational programs	5,000
Oakland Leaf	Public Charity	Youth educational programs	5,000
California Shakespeare Theater	Public Charity	Operating support	36,000
Kala Art Institute	Public Charity	Artist in Residence and Fellowship programs	10,000
Berkeley Art Museum	Public Charity	Operating support	50,000
California Symphony	Public Charity	Music education outreach programs	1,000
Families without Borders	Public Charity	Awareness programs for Sierra Leone children	5,000
National Multiple Sclerosis Society	Public Charity	Wellness and education programs	1,000
Northern Light School	Public Charity	8th Grade education trip to Washington DC	5,000
California Shakespeare Theater	Public Charity	Operating support	2,500
The Edible Schoolyard Project	Public Charity	Spring Benefit Fund	5,000
GIRLSMART Literacy	Public Charity	Literacy, tutoring, resources for at-risk girls	150,000
Oakland Leaf	Public Charity	Youth educational programs	100,000
John Muir Health Foundation	Public Charity	Neurosciences program and research, services	10,000
Association of California Symphony Orchestras	Public Charity	Conference for music and orchestra professionals	5,000
The ALS Association	Public Charity	Patient services and support	2,000
KCSM	Public Charity	General operating support	1,000
Girls Inc. of Alameda County	Public Charity	General operating support	125,000
Girls Inc. of Alameda County	Public Charity	General operating support	125,000
Diablo Regional Arts Association	Public Charity	Arts Access student program	10,000
California Shakespeare Theater	Public Charity	Operating support	150,000
Oakland Museum of California	Public Charity	Annual operating fund	1,000,000
Radius Books	Public Charity	Book projects and emerging author resources	25,000
Sonoma Valley Art Museum	Public Charity	Art education programs for children	1,000
Ruth Bancroft Garden	Public Charity	Visitor and Education Center project	200,000
Museum of Craft and Design	Public Charity	Foundational general operating fund	25,000
Sierra Chamber Society	Public Charity	Concert programs for the community	5,000
University of California Press Foundation	Public Charity	General operating support	5,000
California Shakespeare Theater	Public Charity	General operating support	1,000
Girls Inc. of Alameda County	Public Charity	Academic programs and resources for girls	15,000
Northern Light School	Public Charity	Fundraiser for educational programs at private schools	10,000
Compassion and Choices	Public Charity	General operating support	1,000
California Shakespeare Theater	Public Charity	Annual gift fund	20,000
GIRLSMART Literacy	Public Charity	Literacy, tutoring, resources for at-risk girls	150,000
California Symphony	Public Charity	Program endowment	1,000,000
UC Berkeley Foundation - Bancroft Library	Public Charity	Friends of the Bancroft Library Fund	5,000
UC Berkeley Foundation - Botanical Garden	Public Charity	General operating support	1,000
Rock the Casa	Public Charity	Community benefit programs and services for youth in need	20,000
UC Regents - Cal Athletics Fund	Public Charity	General operating support	5,000
Shelter Inc	Public Charity	Emergency Family Shelter program	1,000
The First Tee of the Tri-Valley	Public Charity	Program resources and equipment for children	10,000
Art Works for Change	Public Charity	General operating support	25,000
Opera Parellele	Public Charity	General operating support	2,500
Kala Art Institute	Public Charity	Artist in Residence and Fellowship programs	10,000
American Cancer Society	Public Charity	General operating support	2,000
Crossroads School for the Arts	Public Charity	Annual Giving Fund	1,000
The Ruth Bancroft Garden	Public Charity	Sponsorships for volunteers	2,000
Girls Inc. of Alameda County	Public Charity	Academic programs and resources for girls	150,000
Community Arts Foundation	Public Charity	Scholarships for Community Arts Programs	1,000
KQED	Public Charity	General operating support	2,000
SF Museum of Modern Art	Public Charity	Exhibitions and education programs	2,000
Global Fund for Women	Public Charity	General operating support	15,000
Girls Inc. of Alameda County	Public Charity	Academic programs and resources for girls	10,200
California College of the Arts	Public Charity	Capital Campaign to benefit students, faculty and staff	1,000,000
California College of the Arts	Public Charity	Scholarship funding for art and design students	10,000
California Symphony	Public Charity	Music education outreach programs	250,000
Futures without Violence	Public Charity	Courage Museum initiative	10,000
Museum of Craft and Design	Public Charity	Annual Fund for MakeArt education programs	10,000
GIRLSMART Literacy	Public Charity	Literacy, tutoring, resources for at-risk girls	150,000
John Muir Health Foundation	Public Charity	Health care programs and services	20,000

Recipient	Foundation Status	Purpose of Grant	Amount
Girls Inc. of Alameda County	Public Charity	Academic programs and resources for girls	150,000
Lafayette Library and Learning Center Foundation	Public Charity	General operating support	50
Oakland Museum of California	Public Charity	Art and culture of California communities	10,000
The Paul Drescher Ensemble	Public Charity	Chamber music productions for concerts for all	2,000
Diablo Regional Arts Association	Public Charity	General operating support	1,000
Teach for America	Public Charity	Educational programs and training for Bay Area classrooms	10,000
Oakland Leaf	Public Charity	General operating support	5,000
The Crucible	Public Charity	General operating support	5,000
The Edible Schoolyard Project	Public Charity	Edible Education programs in schools	1,000
The Gardens at Heather Farm	Public Charity	Free education programs and events for kids	1,000
Lafayette Library and Learning Center Foundation	Public Charity	Scholarship program for writers	50,000
Shelter Inc	Public Charity	Homeless Prevention Program	1,000
Northern Light School	Public Charity	School programs and operating support	10,000
Las Trampas	Public Charity	Supported and Independent Living Program support	1,000
TOTAL CHARITABLE CONTRIBUTIONS PAID			\$ 5,771,250