

EXTENDED TO NOVEMBER 15, 2019

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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

- ▶ 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.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation SHORESH FOUNDATION		A Employer identification number 94-3044121
Number and street (or P O box number if mail is not delivered to street address) 115 W CALIFORNIA BLVD	Room/suite 430	B Telephone number 510-612-6318
City or town, state or province, country, and ZIP or foreign postal code PASADENA, CA 91105		C If exemption application is pending, check here ☐ 6
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation 04		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,335,744.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	599,898.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	286,585.	286,585.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	185,138.			
	b Gross sales price for all assets on line 6a 1,471,304.				
	7 Capital gain net income (from Part IV, line 2)		185,138.		
	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	-2,776.	1,900.		STATEMENT 2	
12 Total. Add lines 1 through 11	1,068,845.	473,623.			
Operating and Administrative Expenses	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 3	7,700.	7,700.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	12,234.	1,834.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	34,247.	34,210.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	54,181.	43,744.		0.
	25 Contributions, gifts, grants paid	429,335.			429,335.
26 Total expenses and disbursements. Add lines 24 and 25	483,516.	43,744.		429,335.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	585,329.				
b Net investment income (if negative, enter -0-)		429,879.			
c Adjusted net income (if negative, enter -0-)			N/A		

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	124,934.	85,406.	85,406.
	2 Savings and temporary cash investments	2,639,300.	2,620,113.	2,620,113.
	3 Accounts receivable ▶ 2,804.		2,804.	2,804.
	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 STMT 6	2,001,868.	2,104,414.	2,370,432.
	c Investments - corporate bonds	84,228.	0.	0.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7	4,873,613.	5,492,504.	5,256,989.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ ORGANIZATION COSTS)	1,324.	1,324.	0.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i)	9,725,267.	10,306,565.	10,335,744.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ ACCRUED EXCISE TAX)	4,031.	0.	
	23 Total liabilities (add lines 17 through 22)	4,031.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26, and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	9,721,236.	10,306,565.		
30 Total net assets or fund balances	9,721,236.	10,306,565.		
31 Total liabilities and net assets/fund balances	9,725,267.	10,306,565.		

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	9,721,236.
2 Enter amount from Part I, line 27a	2	585,329.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,306,565.
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	10,306,565.

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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 CITI - PUBLICLY TRADED SECURITIES				
b CITI - PUBLICLY TRADED SECURITIES				
c CAPITAL GAINS DIVIDENDS				
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 604,571.		667,121.	-62,550.
b 857,260.		619,045.	238,215.
c 9,473.			9,473.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-62,550.
b			238,215.
c			9,473.
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	185,138.
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	361,713.	9,452,068.	.038268
2016	1,358,779.	8,911,616.	.152473
2015	373,993.	9,227,170.	.040532
2014	1,363,364.	9,421,150.	.144713
2013	439,562.	8,880,955.	.049495

2 Total of line 1, column (d)	2	.425481
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	.085096
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	10,246,852.
5 Multiply line 4 by line 3	5	871,966.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,299.
7 Add lines 5 and 6	7	876,265.
8 Enter qualifying distributions from Part XII, line 4	8	429,335.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	8,598.
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	8,598.
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	8,598.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	10,400.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	10,400.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	143.	
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	1,659.	
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax ☐ 1,659. 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
1b 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
1c 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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. 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

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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?	X	
Website address ► <u>N/A</u>		
14 The books are in care of ► <u>ROCHELLE SHAPELL</u> Telephone no. ► <u>510-612-6318</u>		
Located at ► <u>115 W CALIFORNIA BLVD #430, PASADENA, CA</u> ZIP+4 ► <u>91105</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ☐ and enter the amount of tax-exempt interest received or accrued during the year		
► 15 <u>N/A</u>		
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?	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	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	<u>N/A</u>	
Organizations relying on a current notice regarding disaster assistance, check here ☐	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?		X
1c		
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 ►		
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.)	<u>N/A</u>	
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. ►		
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)	<u>N/A</u>	
3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		X
4b		

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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

N/A

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?

N/A

☐ 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?

If "Yes" to 6b, file Form 8870.

6b

X

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?

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?

☐ Yes ☒ 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
ROCHELLE SHAPELL 115 W CALIFORNIA BLVD #430 PASADENA, CA 91105	PRESIDENT 3.00	0.	0.	0.
LORNE M BUCHMAN 115 W CALIFORNIA BLVD #430 PASADENA, CA 91105	SECRETARY & CFO 2.00	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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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	7,991,951.
b	Average of monthly cash balances	1b	2,409,620.
c	Fair market value of all other assets	1c	1,324.
d	Total (add lines 1a, b, and c)	1d	10,402,895.
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	10,402,895.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	156,043.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,246,852.
6	Minimum investment return. Enter 5% of line 5	6	512,343.

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	512,343.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	8,598.
b	Income tax for 2018 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,598.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	503,745.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	503,745.
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	503,745.

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	429,335.
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	429,335.
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	429,335.

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.

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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				503,745.
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	2,207.			
b From 2014	898,218.			
c From 2015				
d From 2016	918,986.			
e From 2017				
f Total of lines 3a through e	1,819,411.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$	429,335.			
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				429,335.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	74,410.			74,410.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,745,001.			
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	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	1,745,001.			
10 Analysis of line 9:				
a Excess from 2014	826,015.			
b Excess from 2015				
c Excess from 2016	918,986.			
d Excess from 2017				
e Excess from 2018				

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a 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

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).)

ROCHELLE SHAPELL

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AGAINST MALARIA FOUNDATION 310 W 20TH STREET, SUITE 300 KANSAS CITY, MO 64108	N/A	PUBLIC CHARITY	GENERAL	180.
ALAMEDA COUNTY COMMUNITY FOOD BANK PO BOX 2599 OAKLAND, CA 94614	N/A	PUBLIC CHARITY	GENERAL	5,000.
ALAMEDA COUNTY MEALS ON WHEELS 80 SWAN WAY, SUITE 120 OAKLAND, CA 94621	N/A	PUBLIC CHARITY	GENERAL	1,000.
ANTI-DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK, NY 10158	N/A	PUBLIC CHARITY	GENERAL	180.
ART CENTER COLLEGE OF DESIGN 1700 LIDA STREET PASADENA, CA 91103	N/A	PUBLIC CHARITY	GENERAL	20,000.
Total			SEE CONTINUATION SHEET(S)	429,335.
b Approved for future payment				
NONE				
Total				0.

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

- | | | Yes | No |
|----------|--|-------|----|
| 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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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. | | |

[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

✓ 11/11/19
Date

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

EVA W YEE

Preparer's signature

Yoon Yee

Date

11/04/19

Check ☐ if
self-employed

PTIN

P00222839

Firm's name ► **MANN GELON GLODNEY GUMEROVE YEE LLP**

Firm's EIN ► 81-1227223

Firm's address ► 1880 CENTURY PARK EAST, SUITE 950
LOS ANGELES, CA 90067

Phone no 310-277-3633

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
AUGUSTA LEVY LEARNING CENTER 16 RIDGECREST RD WHEELING, WV 26003	N/A	PUBLIC CHARITY	GENERAL	5,500.
BETH CHAIM CONGREGATION 1800 HOLBROOK DR DANVILLE, CA 94506	N/A	PUBLIC CHARITY	GENERAL	1,800.
BETH JACOB CONGREGATION (OAKLAND) 3778 PARK BLVD OAKLAND, CA 94610	N/A	PUBLIC CHARITY	GENERAL	23,820.
BOYS & GIRLS CLUB OF PASADENA 3230 EAST DEL MAR BLVD. PASADENA, CA 91107	N/A	PUBLIC CHARITY	GENERAL	1,000.
CEDARS SINAI MEDICAL CENTER 8700 BEVERLY BLVD. #2416 LOS ANGELES, CA 90048	N/A	PUBLIC CHARITY	GENERAL	3,600.
CENTER FOR GENDER AND REFUGEE STUDIES, UC HASTINGS COLLEGE OF LAW 200 MCALLISTER STREET SAN FRANCISCO, CA 94102	N/A	PUBLIC CHARITY	GENERAL	1,000.
CENTER FOR YOUTH DEVELOPMENT THROUGH LAW 2120 UNIVERSITY AVENUE BERKELEY, CA 94704	N/A	PUBLIC CHARITY	GENERAL	250.
CHABAD OF THE EAST BAY 2643 COLLEGE AVE BERKELEY, CA 94704	N/A	PUBLIC CHARITY	GENERAL	5,000.
CONCERN FOUNDATION 11111 W OLYMPIC BLVD #214 LOS ANGELES, CA 90064	N/A	PUBLIC CHARITY	GENERAL	1,000.
CONGREGATION BETH AM 26790 ARASTRADERO RD LOS ALTOS HILLS, CA 94022	N/A	PUBLIC CHARITY	GENERAL	360.
Total from continuation sheets				402,975.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CONGREGATION TORAT EMET 2375 E. MAIN ST. BEXLEY, OH 43209	N/A	PUBLIC CHARITY	GENERAL	360.
DIRECT RELIEF 6100 WALLACE BECKNELL ROAD SANTA BARBARA, CA 93117	N/A	PUBLIC CHARITY	GENERAL	12,000.
GETTING OUT & STAYING OUT 75 EAST 116TH ST. NEW YORK, NY 10029	N/A	PUBLIC CHARITY	GENERAL	7,680.
GIRLS, INC. 3000 62ND AVE OAKLAND, CA 94605	N/A	PUBLIC CHARITY	GENERAL	1,000.
HEBREW FREE LOAN ASSOCIATION 131 STEUART ST #425 SAN FRANCISCO, CA 94105	N/A	PUBLIC CHARITY	GENERAL	3,600.
IKAR 4311 WILSHIRE BLVD LOS ANGELES, CA 90010	N/A	PUBLIC CHARITY	GENERAL	17,975.
INTERNATIONAL RESCUE COMMITTEE 405 14TH ST, SUITE #1415 OAKLAND, CA 94612	N/A	PUBLIC CHARITY	GENERAL	10,000.
ISRAID (US) GLOBAL HUMANITARIAN ASSISTANCE INC. PO BOX 61227 PALO ALTO, CA 94306	N/A	PUBLIC CHARITY	GENERAL	12,000.
ISRALIGHT SOUTH FLORIDA INC 8304 WATERLINE DR. #104 BOYNTON BEACH, FL 33472	N/A	PUBLIC CHARITY	GENERAL	10,000.
JEWISH COMMUNITY HIGH SCHOOL 1835 ELLIS ST SAN FRANCISCO, CA 94115	N/A	PUBLIC CHARITY	GENERAL	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
JEWISH FAMILY & COMMUNITY SERVICES EAST BAY 2484 SHATTUCK AVE #210 BERKELEY, CA 94704	N/A	PUBLIC CHARITY	GENERAL	1,800.
JEWISH FEDERATION OF THE EAST BAY 2121 ALLSTON WAY #200 BERKELEY, CA 94704	N/A	PUBLIC CHARITY	GENERAL	112,800.
KIDS IN NEED OF DEFENSE 1201 L ST. NW, FLOOR 2 WASHINGTON, DC 20005	N/A	PUBLIC CHARITY	GENERAL	180.
LOS ANGELES REGIONAL FOOD BANK 1734 E 41 ST LOS ANGELES, CA 90058	N/A	PUBLIC CHARITY	GENERAL	5,000.
MIGHTY WRITERS 1501 CHRISTIAN ST PHILADELPHIA, PA 19146	N/A	PUBLIC CHARITY	GENERAL	350.
NATIONAL INSTITUTE FOR JEWISH HOSPICE PO BOX 48025 LOS ANGELES, CA 90048	N/A	PUBLIC CHARITY	GENERAL	720.
NW CHILDREN'S FOUNDATION 2100 24TH AVENUE SOUTH, NO. 320 SEATTLE, WA 98144	N/A	PUBLIC CHARITY	GENERAL	1,000.
OAKLAND HEBREW DAY SCHOOL 5500 REDWOOD ROAD OAKLAND, CA 94619	N/A	PUBLIC CHARITY	GENERAL	104,400.
PLANNED PARENTHOOD OF AMERICA PO BOX 97166 WASHINGTON, DC 20090	N/A	PUBLIC CHARITY	GENERAL	180.
RABBINICAL COUNCIL OF AMERICA 305 SEVENTH AVE., 12TH FLOOR NEW YORK, NY 10001	N/A	PUBLIC CHARITY	GENERAL	7,200.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
REUTLINGER COMMUNITY 4000 CAMINO TASSAJARA DANVILLE, CA 94506	N/A	PUBLIC CHARITY	GENERAL	360.
RYSE CENTER 205 41ST ST. RICHMOND, CA 94805	N/A	PUBLIC CHARITY	GENERAL	180.
SAN FRANCISCO-MARIN FOOD BANK 900 PENNSYLVANIA AVE SAN FRANCISCO, CA 94107	N/A	PUBLIC CHARITY	GENERAL	5,000.
SMILE TRAIN PO BOX 96231 WASHINGTON, DC 20090-6231	N/A	PUBLIC CHARITY	GENERAL	500.
SOUTHERN CALIFORNIA PUBLIC RADIO PO BOX 511489 LOS ANGELES, CA 90051	N/A	PUBLIC CHARITY	GENERAL	360.
STANFORD UNIVERSITY MEMORIAL HALL-RM 144, 551 SERRA MALL STANFORD, CA 94305	N/A	PUBLIC CHARITY	GENERAL	5,000.
STRIVE 28 FODEN RD SOUTH PORTLAND, ME 04106	N/A	PUBLIC CHARITY	GENERAL	2,500.
THE SHALEM FOUNDATION 845 3RD AVE 6TH FLOOR NEW YORK, NY 10022	N/A	PUBLIC CHARITY	GENERAL	10,000.
UC BERKELEY FOUNDATION 4200 2080 ADDISON STREET BERKELEY, CA 94720	N/A	PUBLIC CHARITY	GENERAL	2,500.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024	N/A	PUBLIC CHARITY	GENERAL	5,000.
Total from continuation sheets				

94-3044121

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545 0047

2018

Name of the organization

SHORESH FOUNDATION

Employer identification number

94-3044121

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization

Employer identification number

SHORESH FOUNDATION**94-3044121****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	DAVID & FELA SHAPELL LEAD UNITRUST 9401 WILSHIRE BLVD STE 1200 BEVERLY HILLS, CA 90212	\$ 166,526.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>2</u>	DAVID SHAPELL 2009 CHARITABLE LEAD ANNUITY TRUST 9401 WILSHIRE BLVD STE 1200 BEVERLY HILLS, CA 90212	\$ 206,686.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>3</u>	FELA SHAPELL 2009 CHARITABLE LEAD ANNUITY TRUST 9401 WILSHIRE BLVD STE 1200 BEVERLY HILLS, CA 90212	\$ 206,686.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>4</u>	LORNE M BUCHMAN 115 W CALIFORNIA BLVD #430 PASADENA, CA 91105	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

Employer identification number

SHORESH FOUNDATION**94-3044121****Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization	Employer identification number
SHORESH FOUNDATION	94-3044121

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ► \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
CITIGROUP PRIVATE BANK - DIVIDENDS	250,243.	4,801.	245,442.	245,442.		
CLIPPER FUND	5,132.	4,672.	460.	460.		
VANGUARD PRIME MONEY MKT FUND	40,683.	0.	40,683.	40,683.		
TO PART I, LINE 4	296,058.	9,473.	286,585.	286,585.		

FORM 990-PF	OTHER INCOME			STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
OTHER INCOME - UNCLAIMED PROPERTY	1,900.	1,900.			
ANTERO MIDSTREAM PARTNERS, LP	-4,676.	0.			
TOTAL TO FORM 990-PF, PART I, LINE 11	-2,776.	1,900.			

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	7,700.	7,700.			0.
TO FORM 990-PF, PG 1, LN 16B	7,700.	7,700.			0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	1,674.	1,674.		0.
FEDERAL EXCISE TAX	10,400.	0.		0.
STATE FILING FEES	10.	10.		0.
ATTORNEY GENERAL REGISTRATION FEES	150.	150.		0.
TO FORM 990-PF, PG 1, LN 18	12,234.	1,834.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE FEES	37.	0.		0.
INVESTMENT ADVISORY FEES	34,210.	34,210.		0.
TO FORM 990-PF, PG 1, LN 23	34,247.	34,210.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CITI - MARKETABLE SECURITIES (SEE ATTACHED)	2,104,414.	2,370,432.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,104,414.	2,370,432.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CITI - ANTERO MIDSTREAM PARTNERS LP	COST	93,759.	64,173.
CITI - FIXED INCOME FUNDS (SEE ATTACHED)	COST	5,351,297.	5,138,559.
CLIPPER FUND	COST	47,448.	54,257.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,492,504.	5,256,989.