

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	171,267	1,242,512	1,242,511
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	7,583,729	11,796,472	10,373,847
	c	Investments—corporate bonds (attach schedule)	44,770		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	7,198,440	4,738,949	4,663,398	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,998,206	17,777,933	16,279,756	
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 (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	14,998,206	17,777,933	
	30	Total net assets or fund balances (see instructions)	14,998,206	17,777,933	
31	Total liabilities and net assets/fund balances (see instructions) .	14,998,206	17,777,933		

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	14,998,206
2	Enter amount from Part I, line 27a	2	2,773,865
3	Other increases not included in line 2 (itemize) ▶ _____	3	5,862
4	Add lines 1, 2, and 3	4	17,777,933
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	17,777,933

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a BANK OF THE WEST	P	2018-11-11	2018-11-11
b BANK OF THE WEST	P	2018-11-11	2018-11-11
c BANK OF THE WEST	P	2018-11-11	2018-11-11
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 539,617		576,150	-36,533
b 14,687,190		11,935,592	2,751,598
c 840,418		812,790	27,628
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-36,533
b			2,751,598
c			27,628
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	2,742,693
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	2,742,693

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?



Yes



No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	697,058	16,306,837	0 04275
2016	943,367	15,007,570	0 06286
2015	735,010	15,566,428	0 04722
2014	1,111,828	15,728,955	0 07069
2013	1,468,191	14,684,771	0 09998

2 Total of line 1, column (d)	2	0 323491
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 064698
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	17,420,386
5 Multiply line 4 by line 3	5	1,127,064
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	32,863
7 Add lines 5 and 6	7	1,159,927
8 Enter qualifying distributions from Part XII, line 4	8	984,605

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	65,726
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	65,726
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	65,726
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	68,741
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	78,741
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13,015
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 13,015 Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
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? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ PACIFIC FOUNDATION SERVICES Telephone no ▶ (415) 561-6540			

Located at **▶** 1660 BUSH STREET SUITE 300 SAN FRANCISCO CAZIP+4 **▶** 94109

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	11,723,835
b	Average of monthly cash balances.	1b	288,058
c	Fair market value of all other assets (see instructions).	1c	5,673,778
d	Total (add lines 1a, b, and c).	1d	17,685,671
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	
3	Subtract line 2 from line 1d.	3	17,685,671
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	265,285
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	17,420,386
6	Minimum investment return. Enter 5% of line 5.	6	871,019

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	871,019
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	65,726
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	65,726
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	805,293
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	805,293
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	805,293

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	984,605
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	984,605
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	984,605

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				805,293
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013.	757,582			
b From 2014.	361,345			
c From 2015.				
d From 2016.	202,995			
e From 2017.				
f Total of lines 3a through e.	1,321,922			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 984,605				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2018 distributable amount.				805,293
e Remaining amount distributed out of corpus	179,312			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,501,234			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	757,582			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	743,652			
10 Analysis of line 9				
a Excess from 2014.	361,345			
b Excess from 2015.				
c Excess from 2016.	202,995			
d Excess from 2017.				
e Excess from 2018.	179,312			

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

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

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

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

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))

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

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE SCHEDULE ATTACHED VARIOUS VARIOUS, CA 94109	N/A	PC	PLEASE SEE ATTACHED SCHEDULE FOR DETAIL	700,500
Total ► 3a				
b <i>Approved for future payment</i> SEE SCHEDULE ATTACHEED VARIOUS VARIOUS, CA 94109	N/A	PC	PLEASE SEE ATTACHED SCHEDULE FOR DETAIL	77,500
Total ► 3b				

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	94,971	
4 Dividends and interest from securities.			14	427,859	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	20,754	
8 Gain or (loss) from sales of assets other than inventory					2,742,693
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).				543,584	2,742,693
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		3,286,277

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

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

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

Sign Here	*****	2019-11-14	*****	May the IRS discuss this return with the preparer shown below? (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	Walter Beddeo				P00517021
	Firm's name ► BRIGHTON FINANCIAL NETWORK INC				Firm's EIN ► 32-0082823
Firm's address ► 27441 TOURNEY RD 200 VALENCIA, CA 91355					Phone no (661) 295-4691

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
HOWARD LEVINE 1660 BUSH STREET 300 SAN FRANCISCO, CA 94109	President 0 00	0		
IRENE LEVINE 1660 BUSH STREET 300 SAN FRANCISCO, CA 94109				
DAVID LEVINE 1660 BUSH STREET 300 SAN FRANCISCO, CA 94109	Secretary 0 00	120,000		
JAY LEVINE 1660 BUSH STREET 300 SAN FRANCISCO, CA 94109				
MARC DOLLINGER 1660 BUSH STREET 300 SAN FRANCISCO, CA 94109	Director 0 00	0		

TY 2018 Accounting Fees Schedule

Name: HOWARD AND IRENE LEVINE
FAMILY FOUNDATION

EIN: 95-4663360

Software ID: 18007218

Software Version: 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	2,475	0	0	2,475

TY 2018 Other Assets Schedule

Name: HOWARD AND IRENE LEVINE
FAMILY FOUNDATION

EIN: 95-4663360

Software ID: 18007218

Software Version: 2018v3.1

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MUTUAL FUNDS	6,197,476	4,113,275	4,037,724
PREPAID EXPENSES	964	674	674
S3 REAL ESTATE CAPITAL FUND III		625,000	625,000

TY 2018 Other Expenses Schedule

Name: HOWARD AND IRENE LEVINE
FAMILY FOUNDATION

EIN: 95-4663360

Software ID: 18007218

Software Version: 2018v3.1

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	83			83
BUSINESS EXPENSES	325			325
CONTINUING EDUCATION	1,100			1,100
MEDICAL PREMIUMS	27,070			27,070
PAYROLL FEES	795			795
WORKERS COMP	955			955

TY 2018 Other Income Schedule

Name: HOWARD AND IRENE LEVINE
FAMILY FOUNDATION

EIN: 95-4663360

Software ID: 18007218

Software Version: 2018v3.1

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	20,754	20,754	20,754

TY 2018 Other Increases Schedule

Name: HOWARD AND IRENE LEVINE
FAMILY FOUNDATION

EIN: 95-4663360

Software ID: 18007218

Software Version: 2018v3.1

Description	Amount
BASIS ADJUSTMENT	5,862

TY 2018 Other Professional Fees Schedule

Name: HOWARD AND IRENE LEVINE
FAMILY FOUNDATION

EIN: 95-4663360

Software ID: 18007218

Software Version: 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT FEES	7,315	0	0	7,315
INVESTMENT ADVISOR FEES	37,500	0	0	37,500
PROFESSIONAL SERVICES	51,487	0	0	51,487
TAX PREPARATION AND CONSULTING	5,000	0	0	5,000

TY 2018 Taxes Schedule

Name: HOWARD AND IRENE LEVINE
FAMILY FOUNDATION

EIN: 95-4663360

Software ID: 18007218

Software Version: 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	9,907			
FRANCHISE TAX BOARD	10			
INTERNAL REVENUE SERVICE	65,000			
INTERNAL REVENUE SERVICE	8,992			
PAYROLL TAXES	9,162			
REGISTRY OF CHARITABLE TRUSTS	150			
STATE FEE	50			
STATE OF CALIFORNIA	20			

THE HOWARD & IRENE LEVINE FAMILY FOUNDATION

2018 GRANTS PAID
As of December 31, 2018

ORGANIZATION	GRANT DESCRIPTION	ADDRESS	DECISION YEAR	PAYMENT DATE	PAYMENT INFO	PAYMENT AMOUNT
Academic Exchange	General operating support	8383 Wilshire Boulevard, Suite 400 Beverly Hills, CA 90211	2018	12/14/2018	1 of 1	\$3,100
ACLU Foundation, Inc	General operating support	125 Broad Street New York, NY 10004	2018	12/14/2018	1 of 1	\$1,000
American Associates Ben-Gurion University	General operating support	1001 Avenue of the Americas, 19th Floor New York, NY 10018	2018	12/14/2018	1 of 1	\$10,000
American Committee for the Weizmann Institute of Science	General operating support	1762 Westwood Boulevard, Suite 410 Los Angeles, CA 90024	2018	12/21/2018	1 of 1	\$5,000
American Jewish World Service	General operating support	45 West 36th Street, 11th floor New York, NY 10018	2018	12/14/2018	1 of 1	\$10,000
American Jewish World Service	General operating support	45 West 36th Street, 11th floor New York, NY 10018	2018	12/14/2018	1 of 1	\$2,000
Bay Area Jewish Healing Center	General operating support	2530 Taraval Street, Suite 202 San Francisco, CA 94116	2018	12/14/2018	1 of 1	\$25,000
Be chol Lashon (a project of the Institute for Jewish and Community Research)	General operating support	3198 Fulton Street San Francisco, CA 94118	2018	12/14/2018	1 of 1	\$2,500

ORGANIZATION	GRANT DESCRIPTION	ADDRESS	DECISION YEAR	PAYMENT DATE	PAYMENT INFO	PAYMENT AMOUNT
Birthright Israel Foundation	General operating support	3 E 33rd Street, 7th Floor New York, NY 10016	2018	12/14/2018	1 of 1	\$5,000
Brandeis Marin	General operating support	180 N San Pedro Road San Rafael, CA 94903	2018	12/14/2018	1 of 1	\$4,000
Camp Ramah	To support the leadership team in retention and continuing education	17525 Ventura Boulevard Encino, CA 91316	2018	12/14/2018	1 of 5	\$36,500
Camp Ramah	New Edah	17525 Ventura Boulevard Encino, CA 91316	2018	12/14/2018	5 of 5	\$1,000
Camp Tawonga	General operating support	131 Steuart Street, Suite 460 San Francisco, CA 94105	2018	12/14/2018	1 of 1	\$10,000
Child Mind Institute	Scholarship Fund	101 East 56th Street New York, NY 10022	2018	12/14/2018	1 of 1	\$1,000
Child Mind Institute	Healthy Brain Network	101 East 56th Street New York, NY 10022	2018	12/14/2018	1 of 1	\$25,000
City Harvest	Kosher Initiative	6 East 32nd Street, 5th Floor New York, NY 10016	2018	12/14/2018	1 of 1	\$6,000
City Harvest	General operating support	6 East 32nd Street, 5th Floor New York, NY 10016	2018	12/14/2018	1 of 1	\$2,500

ORGANIZATION	GRANT DESCRIPTION	ADDRESS	DECISION YEAR	PAYMENT DATE	PAYMENT INFO	PAYMENT AMOUNT
Claremont Autism Center (under Claremont McKenna College)	General operating support	850 Columbia Avenue Claremont, CA 91711	2018	12/14/2018	1 of 1	\$1,000
Congregation Emanu-el	General operating support	2 Lake Street San Francisco, CA 94118	2018	12/14/2018	1 of 1	\$10,000
Congregation Rodef Sholom of Marin	REAL Mental Health	170 No San Pedro Road San Rafael, CA 94903	2018	12/14/2018	1 of 1	\$1,000
Contemporary Jewish Museum	General operating support	736 Mission Street San Francisco, CA 94103	2018	12/21/2018	1 of 1	\$1,000
Girls on the Run of the Bay Area	General operating support	3543 18th Street, #31 San Francisco, CA 94110	2018	12/14/2018	1 of 1	\$1,000
Hebrew Free Loan Association	General operating support	131 Steuart Street, Suite 520 San Francisco, CA 94105	2018	12/14/2018	1 of 1	\$10,000
Horizons at San Francisco Friends School (a project of San Francisco Friends School)	General operating support	250 Valencia Street San Francisco, CA 94103	2018	12/14/2018	1 of 1	\$1,000
Huerta del Valle	General operating support	310 E Philadelphia Street, SP#71 Ontario, CA 91761	2018	12/14/2018	1 of 1	\$2,000
IsraAID (US)	General operating support	PO Box 61227 Palo Alto, CA 94306	2018	12/14/2018	1 of 1	\$1,000

ORGANIZATION	GRANT DESCRIPTION	ADDRESS	DECISION YEAR	PAYMENT DATE	PAYMENT INFO	PAYMENT AMOUNT
Israel21C	General operating support	44 Montgomery Street, Suite 3700 San Francisco, CA 94104	2018	12/14/2018	1 of 1	\$5,000
Jewish Community Federation & Endowment Fund	General operating support	121 Steuart Street San Francisco, CA 94105	2018	12/14/2018	1 of 1	\$10,000
Jewish Community Federation & Endowment Fund	Hassed and Roach Fund	121 Steuart Street San Francisco, CA 94105	2018	12/14/2018	1 of 1	\$2,000
Jewish Community High School of the Bay	General operating support	1835 Ellis Street San Francisco, CA 94115	2018	12/14/2018	1 of 1	\$2,800
Jewish Community Relations Council Of San Francisco Marin & Peninsula / Jewish Coalition for Literacy	General operating support	121 Steuart Street, #301 San Francisco, CA 94105-1221	2018	12/14/2018	1 of 1	\$3,600
Jewish Family and Children's Services	Marin programs	2150 Post Street San Francisco, CA 94115	2018	12/14/2018	1 of 1	\$10,000
Jewish Family Service of Los Angeles	General operating support	3580 Wilshire Boulevard, Seventh Floor Los Angeles, CA 90010	2018	12/21/2018	1 of 1	\$5,000
Jewish Family Services of Greenwich	General operating support	One Holly Hill Lane Greenwich, CT 06830	2018	12/14/2018	1 of 1	\$2,500

ORGANIZATION	GRANT DESCRIPTION	ADDRESS	DECISION YEAR	PAYMENT DATE	PAYMENT INFO	PAYMENT AMOUNT
Jewish Federation of Los Angeles	General operating support	6505 Wilshire Boulevard, Suite 1000 Los Angeles, CA 90048	2018	12/21/2018	1 of 1	\$37,000
Jewish Federation of Los Angeles	General operating support	6505 Wilshire Boulevard, Suite 1000 Los Angeles, CA 90048	2018	12/21/2018	1 of 1	\$23,000
Jewish Foundation for the Righteous	General operating support	80 Main Street, Suite 380 West Orange, NJ 07052	2018	12/21/2018	1 of 1	\$1,000
Kaima Organic Farm (a project of the Good People Fund, Inc)	General operating support	384 Wyoming Avenue Millburn, NJ 07041	2018	12/14/2018	1 of 1	\$5,000
Kiva	General operating support	875 Howard Street, Suite 340 San Francisco, CA 94103	2018	12/14/2018	1 of 1	\$1,000
Lehrhaus Judaica	General operating support	The Reutlinger Center, Ground Floor Berkeley, CA 94704	2018	12/14/2018	1 of 1	\$3,600
Los Angeles Jewish Home	General operating support	7150 Tampa Avenue Reseda, CA 91335	2018	12/21/2018	1 of 1	\$5,000
Mazon A Jewish Response to Hunger	General operating support	PO Box 96119 Washington, DC 20090	2018	12/14/2018	1 of 1	\$1,000
Memorial Sloan Kettering Cancer Center	In memory of Bob Rohdie	885 Second Avenue, 7th Floor New York, NY 10017	2018	12/14/2018	1 of 1	\$2,500

ORGANIZATION	GRANT DESCRIPTION	ADDRESS	DECISION YEAR	PAYMENT DATE	PAYMENT INFO	PAYMENT AMOUNT
Mercy Housing California	General operating support	1256 Market Street San Francisco, CA 94102	2018	12/21/2018	1 of 1	\$1,000
Michael J Fox Foundation	General operating support	P O Box 5014 Hagerstown, MD 21741-5014	2018	12/14/2018	1 of 1	\$2,500
Middle East Entrepreneurs of Tomorrow (MEET)	General operating support	177 Huntington Ave, Ste 1703 Boston, MA 02115	2018	12/14/2018	1 of 1	\$5,000
Moishe House	Domestic, general operating support	300 South Orange Ave Suite 1000 Orlando, FL 32801	2018	12/14/2018	1 of 1	\$5,000
Moving Traditions	General operating support	8380 Old York Road, Suite 4300 Elkins Park, PA 19027	2018	12/14/2018	1 of 1	\$2,500
Museum of Modern Art (New York)	General operating support	11 West 53 Street New York, NY 10019	2018	12/14/2018	1 of 1	\$1,000
NAMI Marin	General operating support	555 Northgate Drive, Suite 101 San Rafael, CA 94903	2018	12/14/2018	1 of 1	\$1,000
National Public Radio	General operating support	PO Box 791490 Baltimore, MD 21279-1490	2018	12/14/2018	1 of 1	\$1,000
National Ramah Commission Inc	General operating support	3080 Broadway New York, NY 10027	2018	12/14/2018	1 of 1	\$12,500
North Valley Community Foundation	Butte County Schools Fire Relief Fund	240 Main St Suite 260 Chico, CA 95928	2018	12/14/2018	1 of 1	\$1,000

ORGANIZATION	GRANT DESCRIPTION	ADDRESS	DECISION YEAR	PAYMENT DATE	PAYMENT INFO	PAYMENT AMOUNT
Osher Marin Jewish Community Center	General operating support	200 N. San Pedro Road San Rafael, CA 94903	2018	12/14/2018	1 of 1	\$2,500
Parsons Dance	In memory of Bob Rohdie	229 W 42nd St Suite 800 New York, NY 10036	2018	12/14/2018	1 of 1	\$2,500
PBS Foundation	General operating support	2100 Crystal Drive Arlington, VA 22202	2018	12/14/2018	1 of 1	\$1,000
Penn Hillel (a project of the Jewish Campus Activites Board)	Jewish Renaissance Project	215 S 39th Street Philadelphia, PA 19104	2018	12/14/2018	1 of 1	\$5,000
Reboot, Inc	General operating support	734 Longmeadow St., Unit 103 Longmeadow, MA 01106	2018	12/14/2018	1 of 1	\$5,000
Rye Country Day School	\$750 Alumni Fund, \$750 Scholarship Fund	Cedar Street Rye, NY 10580	2018	12/14/2018	1 of 1	\$1,500
San Francisco Food Bank	Emanuel Initiative	900 Pennsylvania Avenue San Francisco, CA 94107	2018	12/14/2018	1 of 1	\$1,000
Shalom Bayit (a project of Tides Center)	General operating support	P O. Box 2883 Berkeley, CA 94702	2018	12/14/2018	1 of 1	\$2,500
Shalom Hartman Institute of North America	General operating support	475 Riverside Drive, Suite 1450 New York, NY 10115	2018	12/14/2018	1 of 1	\$5,000

ORGANIZATION	GRANT DESCRIPTION	ADDRESS	DECISION YEAR	PAYMENT DATE	PAYMENT INFO	PAYMENT AMOUNT
Skidmore College	General operating support	815 North Broadway Saratoga Springs, NY 12866	2018	12/14/2018	1 of 1	\$10,000
The Institute of Contemporary Art at the University of Pennsylvania	General operating support	118 S 36th Street Philadelphia, PA 19104	2018	12/14/2018	1 of 1	\$1,000
To Write Love on Her Arms (Twloha)	General operating support	PO Box 2203 Melbourne, FL 32902	2018	12/14/2018	1 of 1	\$1,000
UCLA Anderson School of Management	Richard S Ziman Center for Real Estate to establish the Howard & Irene Levine Affordable Housing Training Program (LAHTP)	110 Westwood Plaza, Mullin Management Commons Los Angeles, CA 90095	2018	6/25/2018	1 of 2	\$75,000
UCLA Foundation	A Path to a Cure - Parkinson's Disease	10889 Wilshire Blvd Los Angeles, CA 90024	2018	6/25/2018	3 of 3	\$200,000
UJA Federation New York	Real Estate Division	130 East 59th Street, Suite 956A New York, NY 10022	2018	12/14/2018	1 of 1	\$3,600
UJA Federation of New York/ Westchester	Sunrise - Israeli Camps	701 Westchester Avenue, Suite 203E White Plains, NY 10604	2018	12/17/2018	1 of 1	\$10,000
UJA Federation of New York/ Westchester	J Teen Leadership	701 Westchester Avenue, Suite 203E White Plains, NY 10604	2018	12/14/2018	1 of 1	\$1,000
UJA Federation of New York/ Westchester	United Hatzallah	701 Westchester Avenue, Suite 203E White Plains, NY 10604	2018	12/17/2018	1 of 1	\$1,500

ORGANIZATION	GRANT DESCRIPTION	ADDRESS	DECISION YEAR	PAYMENT DATE	PAYMENT INFO	PAYMENT AMOUNT
UJA Federation of New York/ Westchester	Committees	701 Westchester Avenue, Suite 203E White Plains, NY 10604	2018	12/17/2018	1 of 1	\$1,800
University of Pennsylvania	Penn Fund	2929 Walnut Street, Suite 300 Philadelphia, PA 19104- 5099	2018	12/14/2018	1 of 1	\$1,000
Urban Adamah	General operating support	1151 Sixth Street Berkeley, CA 94710	2018	12/14/2018	1 of 1	\$5,000
Urban School of San Francisco	General operating support	1563 Page Street San Francisco, CA 94117	2018	12/14/2018	1 of 1	\$1,000
Urban School of San Francisco	General operating support	1563 Page Street San Francisco, CA 94117	2018	12/14/2018	1 of 1	\$10,000
Washington Institute for Near East Policy	General operating support	1111 19th Street, NW Suite 500 Washington, DC 20036	2018	12/21/2018	1 of 1	\$10,000
Waterside School	General operating support	770 Pacific Street Stamford, CT 06902	2018	12/14/2018	1 of 1	\$5,000
Wesleyan University	General operating support	45 Wyllys Avenue Middletown, CT 06459	2018	12/14/2018	1 of 1	\$5,000
Zero Breast Cancer	General operating support	30 North San Pedro Road, Suite 140 San Rafael, CA 94903	2018	12/14/2018	1 of 1	\$2,500
TOTAL GRANTS PAID IN 2018:						\$700,500

THE HOWARD & IRENE LEVINE FAMILY FOUNDATION

SCHEDULED GRANTS TO BE PAID
As of December 31, 2018

Organization	General Grant Description	Address	Decision Year	Scheduled Payment Date	Payment Info	Payment Amount
Jewish World Watch	General operating support	5551 Balboa Boulevard Encino, CA 91316	2018	1/16/2019	1 of 1	\$2,500
UCLA Anderson School of Management	Richard S. Ziman Center for Real Estate to establish the Howard & Irene Levine Affordable Housing Training Program (LAHTP)	110 Westwood Plaza, Mullin Management Commons Los Angeles, CA 90095	2018	6/5/2019	2 of 2	\$75,000
TOTAL GRANTS SCHEDULED AND PAID AFTER DECEMBER 31, 2018						\$77,500