

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation Henry L Guenther Foundation		A Employer identification number 95-6026937	
% SUSANNE SUNDBERG			
Number and street (or P O box number if mail is not delivered to street address) 3020 Old Ranch Parkway STE 300	Room/suite	B Telephone number (see instructions) (562) 799-5544	
City or town, state or province, country, and ZIP or foreign postal code Seal Beach, CA 90740		C If exemption application is pending, check here ☐	
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		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) \$ 84,631,925	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	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) (see instructions))		(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 (attach schedule)	0			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	83	83		
	4 Dividends and interest from securities	2,068,076	2,068,076		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	-423,871			
	b Gross sales price for all assets on line 6a _____ 31,513,872				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,644,288	2,068,159		
	13 Compensation of officers, directors, trustees, etc	711,015	142,203		568,812
	14 Other employee salaries and wages	35,584	7,117		28,467
	15 Pension plans, employee benefits	220,566	44,113		176,453
	16a Legal fees (attach schedule)	23,607	4,721	0	18,886
	b Accounting fees (attach schedule)	72,748	14,550	0	58,198
	c Other professional fees (attach schedule)	387,390	387,390		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	25,897	5,179		20,718
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	33,877	6,775		27,102
	21 Travel, conferences, and meetings	5,402	1,080		4,322
	22 Printing and publications				
	23 Other expenses (attach schedule)	34,558	6,911		27,647
	24 Total operating and administrative expenses. Add lines 13 through 23	1,550,644	620,039	0	930,605
	25 Contributions, gifts, grants paid	1,925,000			1,925,000
	26 Total expenses and disbursements. Add lines 24 and 25	3,475,644	620,039	0	2,855,605
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,831,356			
	b Net investment income (if negative, enter -0-)		1,448,120		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,479,744	25,271,405	25,271,405
	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	0	27,554	27,554
	10a Investments—U S and state government obligations (attach schedule)	905,295	878,803	878,803
	b Investments—corporate stock (attach schedule)	52,451,774	41,954,303	41,954,303
	c Investments—corporate bonds (attach schedule)	26,272,969	7,257,617	7,257,617
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	8,843,303	9,242,243	9,242,243
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	89,953,085	84,631,925	84,631,925	
Liabilities	17 Accounts payable and accrued expenses	10,564	0	
	18 Grants payable	3,100,000	1,400,000	
	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)	3,110,564	1,400,000	
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	86,842,521	83,231,925	
30 Total net assets or fund balances (see instructions)	86,842,521	83,231,925		
31 Total liabilities and net assets/fund balances (see instructions) .	89,953,085	84,631,925		

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	86,842,521
2 Enter amount from Part I, line 27a	2	-1,831,356
3 Other increases not included in line 2 (itemize) ▶ _____	3	1,933,118
4 Add lines 1, 2, and 3	4	86,944,283
5 Decreases not included in line 2 (itemize) ▶ _____	5	3,712,358
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	83,231,925

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 PUBLICLY TRADED SECURITIES-FIRST REPUBLIC	P		
b PUBLICLY TRADED SECURITIES-DUNCAN&BRANSON			
c PUBLICLY TRADED SECURITIES-PIMCO	P		
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 4,859,692		4,154,566	705,126
b 749,240		134,832	614,408
c 25,904,940		27,648,345	-1,743,405
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			705,126
b			614,408
c			-1,743,405
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	-423,871
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	

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	4,472,745	83,631,628	0 053482
2016	5,138,654	79,626,310	0 064535
2015	4,589,182	83,901,817	0 054697
2014	3,196,890	85,906,821	0 037213
2013	3,688,211	82,067,481	0 044941

2 Total of line 1, column (d)	2	0 254868
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 050974
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	87,451,234
5 Multiply line 4 by line 3	5	4,457,739
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,481
7 Add lines 5 and 6	7	4,472,220
8 Enter qualifying distributions from Part XII, line 4	8	2,855,605

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	28,962
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	28,962
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	28,962
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	48,039
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	48,039
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	19,077
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ▶ 19,077 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). 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	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? If "Yes," attach a detailed description of the activities	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? If "Yes," attach a conformed copy of the changes	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	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	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? If "Yes," complete Part II, col (c), and Part XV	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? If "No," attach explanation .	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. If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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 ▶ <u>n/a</u>	13	Yes	
14	The books are in care of ▶ <u>SUSANNE SUNDBERG</u> Telephone no ▶ <u>(562) 799-5544</u>			

Located at ▶ 3020 OLD RANCH PARKWAY STE 300 SEAL BEACH CA ZIP+4 ▶ 90740

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
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
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		
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		
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 VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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.		5b
	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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No	
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 No
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?		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 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, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FIRST REPUBLIC INVESTMENT MANAGEMENT 1200 STATE ST SANTA BARBARA, CA 93101	INV MANAGEMENT	149,563
DUNCAN & BRANSON INVESTMENT MANAGEMENT 200 HOMER AVE PALO ALTO, CA 94301	INV MANAGEMENT	159,537
MAGINNIS KNECHTEL & MCINTYRE LLP 300 W COLORADO BLVD PASADENA, CA 91105	ACCOUNTING & TAX	72,748

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 NOT APPLICABLE	
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	85,964,850
b	Average of monthly cash balances.	1b	2,818,129
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	88,782,979
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	88,782,979
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,331,745
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	87,451,234
6	Minimum investment return. Enter 5% of line 5.	6	4,372,562

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	4,372,562
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	28,962
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	28,962
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	4,343,600
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	4,343,600
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	4,343,600

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	2,855,605
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	2,855,605
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	2,855,605

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				4,343,600
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 2016, 2015, 2014		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				464,821
d From 2016.				1,211,560
e From 2017.				348,542
f Total of lines 3a through e.	2,024,923			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>2,855,605</u>				
a Applied to 2017, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2018 distributable amount.				2,855,605
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))	1,487,995			1,487,995
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	536,928			
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(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).				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	536,928			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				188,386
d Excess from 2017.				348,542
e Excess from 2018.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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)) NONE	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest NONE	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed SUSANNE SUNDBERG PRESIDENT CEO 3020 OLD RANCH PARKWAY STE 300 SEAL BEACH, CA 90740 (562) 799-5544	
b The form in which applications should be submitted and information and materials they should include APPLICATION FORMS AND APPLICATION PROCEDURES ARE ATTACHED	
c Any submission deadlines OCTOBER 31ST AND MAY 31ST	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors IN GENERAL, THE FOUNDATION APPLIES ITS RESOURCES TO PRESERVE AND ENRICH THE BENEFITS TO BE DERIVED BY CALIFORNIA RESIDENTS, AND PRINCIPALLY THOSE RESIDING IN SOUTHERN CALIFORNIA. THE FOUNDATION HAS ESTABLISHED POLICIES (ATTACHED) TO GUIDE ITS BOARD OF DIRECTORS IN ALLOCATING ITS DONATIONS. THESE POLICIES ARE NOT RIGID AND OCCASIONAL EXCEPTIONS MAY BE MADE TO SOME OF THEM UNDER UNUSUAL CIRCUMSTANCES.	

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 <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	
b <i>Approved for future payment</i> See Additional Data Table				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

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) (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) (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	*****	2019-09-04	*****	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
	Linda E G Ballesteros				P00366852
	Firm's name ► Maginnis Knechtel & McIntyre LLP				Firm's EIN ►
Firm's address ► 300 W Colorado Blvd Pasadena, CA 91105					Phone no (626) 449-3466

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
W D MILLIKEN	FORMER DIRECTOR/OFFICER 0 0	0	135,588	0
3020 Old Ranch Parkway STE 300 Seal Beach, CA 90740				
ANN LEATHERBURY	DIRECTOR/VICE PRESIDENT/SECRTY 40 0	195,085	5,336	0
3020 Old Ranch Parkway STE 300 Seal Beach, CA 90740				
SUSANNE SUNDBERG	DIRECTOR/CHAIRMAN OF THE BOARD 40 0	210,085	4,595	0
3020 Old Ranch Parkway STE 300 Seal Beach, CA 90740				
SARAH C MILLIKEN	FORMER DIRECTOR/OFFICER 0 0	0	30,728	0
3020 Old Ranch Parkway STE 300 Seal Beach, CA 90740				
RICHARD BATTAGLIA	DIRECTOR 20 0	67,500	15,121	0
3020 Old Ranch Parkway STE 300 Seal Beach, CA 90740				
CHARLES LEATHERBURY	DIRECTOR/treasurer 30 0	103,345	21,303	0
3020 Old Ranch Parkway STE 300 Seal Beach, CA 90740				
PHILIP BATTAGLIA	DIRECTOR 40 0	67,500	6,595	0
3020 Old Ranch Parkway STE 300 Seal Beach, CA 90740				
ERIC MOOBERRY	DIRECTOR 40 0	67,500	1,300	0
3020 Old Ranch Parkway STE 300 Seal Beach, CA 90740				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PASADENA HOSPITAL ASSOCIATION DBA HUNTINGTON HOSPI OFFICE OF PHILANTHROPY 100 WEST CALIFORNIA BLVD PASADENA, CA 91105	UNRELATED	PC	FOURTH OF FIVE INSTALLMENTS OF A JANUARY 2015 GRANT OF \$1,000,000 TO ACQUIRE NEW CONTROL SYSTEMS FOR 4 SURGERY SUITES	200,000
LOMA LINDA UNIVERSITY OFFICE OF THE PRESIDENT MAGAN HALL LOMA LINDA, CA 92350	UNRELATED	PC	FIFTH INSTALLMENT OF A \$2,400,000 GRANT IN JULY 2012, PAYABLE OVER SIX YEARS, FOR THE PURCHASE OF A SIEMENS CYCLOTRON FOR THE RESEARCH IMAGING CENTER	400,000
METHODIST HOSPITAL OF SOUTHERN CALIFORNIA 300 WEST HUNTINGTON DR ARCADIA, CA 91007	UNRELATED	PC	FIFTH INSTALLMENT OF A \$500,000 GRANT IN JULY 2012 FOR THE PURCHASE AND INSTALLATION OF A SIEMANS ARTIS BIPLANE SYSTEM	100,000
Total ► 3a				1,925,000

Form 990PF Part XV Line 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>				
PROVIDENCE HEALTH AND SERVICES FOUNDATION 15031 RINALDI STREET MISSION HILLS, CA 91346	UNRELATED	PC	FOURTH OF FOUR INSTALLMENTS OF A JANUARY 2015 GRANT OF \$800,000 FOR THE PURCHASE OF FIXED AND MOBILE X-RAY FLUOROSCOPY MACHINES	200,000
ST JOSEPH HOSPITAL OF ORANGE 1100 WEST STEWART DRIVE ORANGE, CA 92868	UNRELATED	PC	THIRD OF FOUR INSTALLMENTS OF A JULY 2015 GRANT OF \$2,000,000 FOR THE VARIAN EDGE RADIOSURGERY SYSTEM AND LINEAR ACCELERATOR	500,000
TORRANCE MEMORIAL MEDICAL CENTER 3330 LOMITA BLVD TORRANCE, CA 90505	UNRELATED	PC	FOURTH OF FIVE INSTALLMENTS OF A JANUARY 2015 GRANT OF \$1,500,000 TO ACQUIRE A VARIAN TRUE BEAM SLIM LINEAR ACCELERATOR	300,000
Total ► 3a				1,925,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Alisa Ann Ruch Burn Foundation 50 N Hill Ave Ste 305 Pasadena, CA 91106	UNRELATED	PC	Grant to provide support services programs for Southern California burn victims	5,000
Casa Youth Shelter (CYS) 10911 Reagan St Los Alamitos, CA 90720	UNRELATED	PC	Grant to support the Residential Care program	10,000
Kitchens for Good404 Euclid Ave San Diego, CA 92114	UNRELATED	PC	Grant to support the expansion of the youth meal program	5,000
Total ► 3a				1,925,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Los Angeles Regional Food Bank 1734 E 4th Street Los Angeles, CA 90058	UNRELATED	PC	Grant to support the operating fund	15,000
Make-A-Wish Greater Los Angeles 11390 Olympic Blvd Ste 300 Los Angeles, CA 90064	UNRELATED	PC	Grant to support 350 wishes for children with critical illnesses and their families	10,000
San Pedro City Ballet1231 S Pacific Ave San Pedro, CA 90731	UNRELATED	PC	Grant to maintain and expand the Danced Step Up program	5,000
Total ▶ 3a				1,925,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
The Let It Be Foundation Inc 14720 Central Ave Chino, CA 91710	UNRELATED	PC	Grant to expand the youth program in the community	30,000
Aquarium of the Pacific 100 Aquarium Way Long Beach, CA 90802	UNRELATED	PC	Grant to address the needs of children from underprivileged neighborhoods who lack access to cultural and scientific learning resources	20,000
Desert Arc73255 Country Club Dr Palm Desert, CA 92260	UNRELATED	PC	Grant to purchase a forklift and commercial mower	10,000
Total ► 3a				1,925,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Greater Los Angeles Zoo Association (GLAZA) 5333 Zoo Dr Los Angeles, CA 90027	UNRELATED	PC	Grant to establish the animal health emergency fund to purchase needed veterinary equipment and supplies	25,000
Simpson University 2211 College View Dr Redding, CA 96003	UNRELATED	PC	Grant to purchase four simulation mannequins and Sim Pad Plus System to train nurses	50,000
St Peter's by the sea 6410 Palos Verdes Dr South Rancho Palos Verdes, CA 90275	UNRELATED	PC	Grant to update playground equipment to meet current safety standards and encourage enrollment	15,000
Total ▶ 3a				1,925,000

Form 990PF Part XV Line 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				
Students Run America (DBA Students Run LA) 5252 Crebs Ave Tarzana, CA 91356	UNRELATED	PC	Grant to support 28 at-risk middle and high school students in Los Angeles with a seven-month physical training and mentoring program to prepare them to complete the LA Marathon	5,000
Women Helping Women (WHW) 1800 E McFadden Ave Ste 1A Santa Ana, CA 92705	UNRELATED	PC	Grant to support an employment success program	20,000
Total ► 3a				1,925,000

TY 2018 Accounting Fees Schedule**Name:** Henry L Guenther Foundation**EIN:** 95-6026937

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT AND TAX ACCOUNTING FEES	72,748	14,550		58,198

TY 2018 Contractor Compensation Explanation**Name:** Henry L Guenther Foundation**EIN:** 95-6026937

Contractor	Explanation
FIRST REPUBLIC INVESTMENT MANAGEMEN	INVESTMENT MANAGEMENT SERVICE
DUNCAN BRANSON INVESTMENT MANAGEM	INVESTMENT MANAGEMENT SERVICE
MAGINNIS KNECHTEL MCINTYRE LLP	ACCOUNTING & TAX SERVICES

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2018 Depreciation Schedule

Name: Henry L Guenther Foundation

EIN: 95-6026937

TY 2018 Investments Corporate Bonds Schedule

Name: Henry L Guenther Foundation

EIN: 95-6026937

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIRST REPUBLIC	7,257,617	7,257,617
PIMCO FIXED INCOME ALLOC	0	0

TY 2018 Investments Corporate Stock Schedule

Name: Henry L Guenther Foundation

EIN: 95-6026937

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PUBLICLY TRADED EQUITIES:		
FIRST REPUBLIC - SEE ATTACHED	19,091,364	19,091,364
DUNCAN & BRANSON	22,862,939	22,862,939
PIMCO EQUITY ALLOC	0	0

TY 2018 Investments Government Obligations Schedule**Name:** Henry L Guenther Foundation**EIN:** 95-6026937**US Government Securities - End
of Year Book Value:**

878,803

**US Government Securities - End
of Year Fair Market Value:**

878,803

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2018 Investments - Other Schedule**Name:** Henry L Guenther Foundation**EIN:** 95-6026937**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER MANAGED INVESTMENTS			
-CASH AND EQUIVALENTS	FMV	8,348,272	8,348,272
-FOREIGN & OTHER FIXED INCOME	FMV	893,971	893,971

TY 2018 Legal Fees Schedule**Name:** Henry L Guenther Foundation**EIN:** 95-6026937

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	23,607	4,721		18,886

TY 2018 Other Decreases Schedule**Name:** Henry L Guenther Foundation**EIN:** 95-6026937

Description	Amount
GRANTS ACCRUED (BOOK)	225,000
UNREALIZED LOSS (BOOK)	3,487,358

TY 2018 Other Expenses Schedule**Name:** Henry L Guenther Foundation**EIN:** 95-6026937**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODIAN BANK FEE	861	172		689
FILING FEE	160	32		128
INSURANCE	5,607	1,121		4,486
OFFICE SUPPLIES AND OTHER	10,525	2,105		8,420
OTHER	5,758	1,152		4,606
SALK SEMINAR	11,368	2,274		9,094
SECRETARIAL SERVICES	107	21		86
TELEPHONE AND FAX	172	34		138

TY 2018 Other Increases Schedule**Name:** Henry L Guenther Foundation**EIN:** 95-6026937

Description	Amount
GRANTS PAID (TAX)	1,925,000
FEDERAL EXCISE TAX REFUND	8,118

TY 2018 Other Professional Fees Schedule**Name:** Henry L Guenther Foundation**EIN:** 95-6026937

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIRST REPUBLIC	180,962	180,962		
DUNCAN AND BRANSON	185,800	185,800		
CUSTODIAN BANK ADMIN	20,628	20,628		

TY 2018 Taxes Schedule**Name:** Henry L Guenther Foundation**EIN:** 95-6026937

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	25,897	5,179		20,718