

For calendar year 2018, or tax year beginning 07-01-2018, and ending 06-30-2019

Name of foundation MAKING WAVES FOUNDATION INC		A Employer identification number 68-0204312	
Number and street (or P.O. box number if mail is not delivered to street address) 3045 RESEARCH DRIVE		Room/suite	B Telephone number (see instructions) (510) 375-7328
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, CA 94806		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here..... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 255,864,571	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

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)	102,700,550			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	489,721	489,721	489,721	
	5a Gross rents	3,274,601	1,387,484	3,274,601	
	b Net rental income or (loss) 3,274,601				
	6a Net gain or (loss) from sale of assets not on line 10	5,575			
	b Gross sales price for all assets on line 6a 2,040,365				
	7 Capital gain net income (from Part IV, line 2)		765,531		
	8 Net short-term capital gain			0	
	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)	73,574	0	73,574	
	12 Total. Add lines 1 through 11	106,544,021	2,642,736	3,837,896	
	13 Compensation of officers, directors, trustees, etc.	1,825,181	0	0	1,825,181
	14 Other employee salaries and wages	4,440,455	0	0	4,440,455
	15 Pension plans, employee benefits	1,562,251	0	0	1,562,251
	16a Legal fees (attach schedule)	18,920	10,826	0	18,920
	b Accounting fees (attach schedule)	52,233	2,720	0	52,233
	c Other professional fees (attach schedule)	784,895	0	0	784,895
	17 Interest	1,774,885	0	0	1,774,885
	18 Taxes (attach schedule) (see instructions)	1,048,005	287,307	1,020,736	0
	19 Depreciation (attach schedule) and depletion	13,302,878	3,596,224	10,810,224	
	20 Occupancy	1,740,779	60,177	165,482	1,575,298
	21 Travel, conferences, and meetings	199,707	42	0	199,707
	22 Printing and publications	44,378	0	0	44,378
	23 Other expenses (attach schedule)	4,515,754	84,744	76,760	4,268,361
	24 Total operating and administrative expenses. Add lines 13 through 23	31,310,321	4,042,040	12,073,202	16,546,564
	25 Contributions, gifts, grants paid	87,099			87,099
	26 Total expenses and disbursements. Add lines 24 and 25	31,397,420	4,042,040	12,073,202	16,633,663
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	75,146,601			
	b Net investment income (if negative, enter -0-)		0		
	c Adjusted net income (if negative, enter -0-)			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	5,202,139	15,840,348	15,840,348
	2 Savings and temporary cash investments	12,013,275	4,665,250	4,665,250
	3 Accounts receivable ▶ <u>8,918</u>			
	Less: allowance for doubtful accounts ▶ _____	3,856,061	8,918	8,918
	4 Pledges receivable ▶ <u>965,000</u>			
	Less: allowance for doubtful accounts ▶ <u>36,029</u>	1,277,104	928,971	928,971
	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) ▶ <u>3,856,016</u>			
	Less: allowance for doubtful accounts ▶ <u>0</u>	0	3,856,016	3,856,016
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	2,416,471	2,601,972	2,601,972
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	12,782,037	13,433,639	13,433,639
	c Investments—corporate bonds (attach schedule)	4,030,648	3,057,529	3,057,529
	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 ▶ <u>197,889,326</u>				
Less: accumulated depreciation (attach schedule) ▶ <u>31,088,538</u>	101,164,313	166,800,788	166,800,788	
15 Other assets (describe ▶ _____)	42,041,441	44,671,140	44,671,140	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	184,783,489	255,864,571	255,864,571	
Liabilities	17 Accounts payable and accrued expenses	10,122,742	6,958,028	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)	42,404,380	40,954,244	
	22 Other liabilities (describe ▶ _____)	420,283	470,232	
	23 Total liabilities (add lines 17 through 22)	52,947,405	48,382,504	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	111,037,074	188,746,102	
	25 Temporarily restricted	7,799,010	5,735,965	
	26 Permanently restricted	13,000,000	13,000,000	
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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			
	30 Total net assets or fund balances (see instructions)	131,836,084	207,482,067	
31 Total liabilities and net assets/fund balances (see instructions) .	184,783,489	255,864,571		

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	131,836,084
2 Enter amount from Part I, line 27a	2	75,146,601
3 Other increases not included in line 2 (itemize) ▶ _____	3	499,382
4 Add lines 1, 2, and 3	4	207,482,067
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	207,482,067

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			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,040,365		1,274,834	765,531
b			
c			
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			765,531
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) <div style="float: right; border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	765,531
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	0

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	50,198,913	59,597,382	0.842301
2016	58,591,790	32,403,776	1.808178
2015	21,250,522	17,668,990	1.202702
2014	4,496,145	19,218,409	0.233950
2013	4,023,542	21,390,353	0.188101

2 Total of line 1, column (d)	2	4.275232
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	0.855046
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	48,830,467
5 Multiply line 4 by line 3	5	41,752,295
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	41,752,295
8 Enter qualifying distributions from Part XII, line 4	8	95,633,663

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	0
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	0
b	Exempt foreign organizations—tax withheld at source	6b	
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	0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax ▶ 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?		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>		No
c Did the foundation file Form 1120-POL for this year?		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>		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>	Yes	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	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>	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> .	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>	Yes	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		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>WWW.MAKING-WAVES.ORG</u>	13	Yes	
14	The books are in care of ► <u>ORGANIZATION</u> Telephone no. ► <u>(510) 375-7328</u>			

Located at ► 3045 RESEARCH DRIVE RICHMOND CAZIP+4 ► 94806

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ► <input type="checkbox"/>			
	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.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions <input type="checkbox"/>	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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018.) <input type="checkbox"/>	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)

5a	During the year did the foundation pay or incur any amount to:		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		5b	No
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	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.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, 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
PAULA GROVES 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	VP OF SOCIAL ENTERPR 40.00	184,285	14,322	0
JOHN SCHEIDT 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	VP OF HR 40.00	153,743	19,649	0
LAWRENCE LEE 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	CONTOLLER 40.00	161,022	11,966	0
AMANDA MEDRESS 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	VP OF MARKETING & CO 40.00	162,942	9,677	0
AREZOU SHADABADI 3220 BLUME DRIVE STE 250 RICHMOND, CA 94806	VP OF REAL ESTATE 40.00	144,720	12,869	0
Total number of other employees paid over \$50,000.				4

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
ALLEN MATKINS	LEGAL RELATED TO CONSTRUCTION PROJECTS	663,274
3 EMBARCADERO CENTER SUITE 1200 SAN FRANCISCO, CA 94111		
CAMPUS LLC	CONSTRUCTION	559,168
5860 W LAS POSITAS BLVD SUITE 21 PLEASANTON, CA 94588		
ALLIED UNIVERSAL SECURITY SERVICES	CONTRACTED SERVICES	148,307
PO BOX 31001-2374 PASADENA, CA 91101		
DIVERSIFIED SEARCH	RECRUITMENT	131,572
2005 MARKET ST 33RD FLOOR PHILADELPHIA, PA 19103		
RICARDO ANTONIO FREITAS DE GOUVEIA	GYM MURAL FOR RICHMOND CAMPUS	110,348
218 NORTH ORCHARD DRIVE BURBANK, CA 91506		
Total number of others receiving over \$50,000 for professional services. ▶		1

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 ACADEMIC COACHING, GRANTS AND/OR SCHOLARSHIPS, TRAINING IN PERSONAL DEVELOPMENT, PROVIDING NEW RECREATIONAL AND CULTURE DEVELOPMENT AND CAREER OPPORTUNITY EXPOSURE.	14,413,131
2 DEVELOPMENT EXPENDITURES.	963,033
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 CONSTRUCTION OF SCHOOL FOR USE BY MAKING WAVES ACADEMY	79,000,000
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	79,000,000

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	15,715,268
b	Average of monthly cash balances.	1b	8,758,810
c	Fair market value of all other assets (see instructions).	1c	25,100,000
d	Total (add lines 1a, b, and c).	1d	49,574,078
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	49,574,078
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	743,611
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,830,467
6	Minimum investment return. Enter 5% of line 5.	6	2,441,523

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

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	16,633,663
b	Program-related investments—total from Part IX-B.	1b	79,000,000
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	95,633,663
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	95,633,663

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				
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.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ _____				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2018 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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.				
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.				
10 Analysis of line 9:				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
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. ▶		1999-07-21			
b Check box to indicate whether the organization is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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	
	0	319,415	27,774	522,378	869,567
b 85% of line 2a	0	271,503	23,608	444,021	739,132
c Qualifying distributions from Part XII, line 4 for each year listed	95,633,663	50,220,399	58,599,657	21,250,522	225,704,241
d Amounts included in line 2c not used directly for active conduct of exempt activities	87,099	37,569,051	47,413,889	13,533,948	98,603,987
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	95,546,564	12,651,348	11,185,768	7,716,574	127,100,254
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.	1,627,682	1,986,579	2,260,505	588,967	6,463,733
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
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 <input checked="" type="checkbox"/> 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a <i>Paid during the year</i> MAKING WAVES ACADEMY 4123 LAKESIDE DRIVE RICHMOND, CA 94806		PC	PROVIDE FUNDING FOR THE SCHOOL.	87,099
Total				▶ 3a
b <i>Approved for future payment</i>				
Total				▶ 3b

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 CHARTER SCHOOL SUPPORT SERVICES						73,559
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						
4 Dividends and interest from securities. . . .				14	489,721	
5 Net rental income or (loss) from real estate:						
a Debt-financed property.						1,472,302
b Not debt-financed property.				16	1,387,484	414,815
6 Net rental income or (loss) from personal property						
7 Other investment income.						
8 Gain or (loss) from sales of assets other than inventory				18	5,575	
9 Net income or (loss) from special events:						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a MISCELLANEOUS REVENUE						15
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e). . .			0		1,882,780	1,960,691
13 Total. Add line 12, columns (b), (d), and (e).				13		3,843,471

[illegible]

Part XVII

		Yes	No
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1a(1)		No
1a(2)		No

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1b(1)	No
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1b(2)		No
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1b(3)		No
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1b(4)		No
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1b(5)	No
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1b(6)		No
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1c		No
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[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

<p>Sign Here</p> <p>*****</p> <p>_____</p> <p>Signature of officer or trustee</p>	<p>2020-07-08</p> <p>_____</p> <p>Date</p>	<p>*****</p> <p>_____</p> <p>Title</p>
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May the IRS discuss this return with the preparer shown below (see instr.)? ☒ **Yes** ☐ **No**

Paid Preparer Use Only	KIMBERLY ANDERSON		2020-07-07	
	Firm's name ► CLIFTONLARSONALLEN LLP			Firm's EIN ► 41-0746749
	Firm's address ► 8215 GREENWAY BOULEVARD SUITE 600 MIDDLETON, WI 53562			Phone no. (608) 662-8600

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
JOHN H SCULLY	CHAIRMAN 2.00	0	0	0
3045 RESEARCH DR RICHMOND, CA 94806				
MIKE YUEN	VICE PRESIDENT 2.00	0	0	0
3045 RESEARCH DR RICHMOND, CA 94806				
RONALD A COHAN	SECRETARY 2.00	0	0	0
3045 RESEARCH DR RICHMOND, CA 94806				
PHILLIP GORDON	DIRECTOR 2.00	0	0	0
3045 RESEARCH DR RICHMOND, CA 94806				
DEBRA GORE-MANN	DIRECTOR 2.00	0	0	0
3045 RESEARCH DR RICHMOND, CA 94806				
AJANI JACKSON	DIRECTOR 2.00	0	0	0
3045 RESEARCH DR RICHMOND, CA 94806				
ALICIA MALET KLEIN	DIRECTOR 2.00	0	0	0
3045 RESEARCH DR RICHMOND, CA 94806				
IAN MCGUIRE	DIRECTOR 2.00	0	0	0
3045 RESEARCH DR RICHMOND, CA 94806				
JONATHAN STERN	DIRECTOR 2.00	0	0	0
3045 RESEARCH DR RICHMOND, CA 94806				
ELI J WEINBERG	DIRECTOR 2.00	0	0	0
3045 RESEARCH DR RICHMOND, CA 94806				
STEVEN ROTH	CHIEF OPERATING OFFICER THRU MAR 2019 40.00	295,598	39,332	0
3045 RESEARCH DR RICHMOND, CA 94806				
MELISSA FRIES	EXECUTIVE DIRECTOR, COLLEGE & ALUMNI 40.00	252,540	22,543	0
3045 RESEARCH DR RICHMOND, CA 94806				
DARCY DEMING	CHIEF ADVANCEMENT OFFICER 40.00	655,305	15,776	0
3045 RESEARCH DR RICHMOND, CA 94806				
HEATHER DAVIS	CHIEF FINANCIAL OFFICER THRU NOV 2018 40.00	201,686	11,521	0
3045 RESEARCH DR RICHMOND, CA 94806				
RONG CLARK	CHIEF FINANCIAL OFFICER AS OF MAR 2019 40.00	95,489	0	0
3045 RESEARCH DR RICHMOND, CA 94806				

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
REGINA SCULLY 3045 RESEARCH DR RICHMOND, CA 94806	DIRECTOR 2.00	0	0	0
SHERRY SMITH 3045 RESEARCH DR RICHMOND, CA 94806	MANAGING DIRECTOR 40.00	324,563	8,517	0

TY 2018 Accounting Fees Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	52,233	2,720	0	52,233

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

TY 2018 Depreciation Schedule

Name: MAKING WAVES FOUNDATION INC
EIN: 68-0204312

Depreciation Schedule									
Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
PRI - 4123-4131 LAKESIDE - LAND	2009-07-01	1,703,423			0 %	0	0	0	
PRI - 4123-4131 LAKESIDE - BUILDING	2009-07-01	4,434,023	1,018,499	SL	39.0000000000000	113,693	113,693	113,693	
PRI - 4123-4131 LAKESIDE - BUILDING IMPROVEMENTS	2009-07-01	8,924,608	2,049,149	SL	39.0000000000000	228,836	228,836	228,836	
PRI - 4123-4131 LAKESIDE - BUILDING IMPROVEMENTS	2010-07-01	33,315	6,786	SL	39.0000000000000	854	854	854	
PRI - 4123-4131 LAKESIDE - BUILDING IMPROVEMENTS	2012-07-01	419,833	64,995	SL	39.0000000000000	10,765	10,765	10,765	
PRI - 4123-4131 LAKESIDE - BUILDING IMPROVEMENTS	2014-10-01	76,567	7,280	SL	39.0000000000000	1,963	1,963	1,963	
PRI - 4123-4131 LAKESIDE - BUILDING IMPROVEMENTS	2015-07-01	150,760	11,436	SL	39.0000000000000	3,866	3,866	3,866	
PRI - 2900 TECHNOLOGY CT - LAND	2012-07-01	927,870			0 %	0	0	0	
PRI - 2900 TECHNOLOGY CT - BUILDING IMPROVEMENTS	2012-07-01	11,389,439	1,740,053	SL	39.0000000000000	292,037	292,037	292,037	
PRI - 2900 TECHNOLOGY CT - BUILDING IMPROVEMENTS	2014-01-01	15,886	15,886	SL	39.0000000000000	0	0	0	
PRI - 2900 TECHNOLOGY CT - BUILDING IMPROVEMENTS	2013-07-01	52,204	6,373	SL	39.0000000000000	1,339	1,339	1,339	
PRI - 2900 TECHNOLOGY CT - BUILDING IMPROVEMENTS	2014-07-01	22,856	22,856	SL	39.0000000000000	0	0	0	
PRI - 2900 TECHNOLOGY CT - BUILDING IMPROVEMENTS	2015-09-01	102,912	7,367	SL	39.0000000000000	2,639	2,639	2,639	
PRI - 2900 TECHNOLOGY CT - BUILDING IMPROVEMENTS	2016-07-18	37,125	1,864	SL	39.0000000000000	952	952	952	
PRI - 2900 TECHNOLOGY CT - BUILDING IMPROVEMENTS	2017-04-15	41,877	1,563	SL	39.0000000000000	1,074	1,074	1,074	
PRI - 2900 TECHNOLOGY CT - SOLAR PANEL PROJECT	2015-09-01	709,204	98,993	SL	20.0000000000000	35,460	35,460	35,460	
PRI - 2925 TECHNOLOGY CT - LAND	2016-01-01	1,346,916			0 %	0	0	0	
PRI - 3043-3055 RESEARCH DR - LAND	2016-01-01	1,036,702			0 %	0	0	0	
PRI - 3043-3055 RESEARCH DR - BUILDING	2016-01-01	2,967,717	729,564	SL	10.0000000000000	296,772	296,772	296,772	
PRI - 3043-3055 RESEARCH DR - BUILDING IMPROVEMENTS	2017-03-05	1,153,388	148,980	SL	10.0000000000000	115,339	115,339	115,339	

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
PRI - 3043-3055 RESEARCH DR - BUILDING IMPROVEMENTS	2017-03-05	47,489	6,134	SL	10.0000000000000	4,749	4,749	4,749	
PRI - 3043-3055 RESEARCH DR - BUILDING IMPROVEMENTS	2017-06-15	216,620	22,565	SL	10.0000000000000	21,662	21,662	21,662	
PRI - 3055-3075 RESEARCH DR - LAND	2016-01-01	786,508		SL	0 %	0	0	0	
PRI - 3055-3075 RESEARCH DR - BUILDING	2016-01-01	3,513,537	2,159,361	SL	4.0000000000000	878,384	878,384	878,384	
PRI - 3055-3075 RESEARCH DR - BUILDING IMPROVEMENTS	2016-10-31	25,674	10,965	SL	4.0000000000000	6,419	6,419	6,419	
PRI - 2930 TECHNOLOGY CT - LAND	2016-01-01	555,028			0 %	0	0	0	
PRI - 4301 LAKESIDE - LAND	2016-01-01	512,305			0 %	0	0	0	
PRI - 2600 HILLTOP DR - LAND	2016-01-01	13,871,597			0 %	0	0	0	
PRI - 4175-4197 LAKESIDE DR - LAND	2017-01-01	1,299,206			0 %	0	0	0	
PRI - 4075 LAKESIDE DR - LAND	2017-03-31	1,543,685			0 %	0	0	0	
PRI - 4075 LAKESIDE DR - BUILDING	2017-03-31	4,299,005	2,897,155	SL	0 %	1,401,850	1,401,850	1,401,850	
PRI - 2975 LAKESIDE DR - LAND	2017-10-13	4,946,204			0 %	0	0	0	
PRI - 2151 APPIAN WAY - LAND	2018-04-19	663,348			0 %	0	0	0	
PRI - 2151 APPIAN WAY - BUILDING	2018-04-19	9,004,940	938,015	SL	0 %	4,502,470	4,502,470	4,502,470	
PRI - 415-420 3RD ST PITTSBURG - LAND	2017-12-11	9,771,455			0 %	0	0	0	
PRI - EAST 18TH ST ANTIOCH - LAND	2018-02-07	2,022,636			0 %	0	0	0	
PRI - 595 E 3RD ST PITTSBURG - LAND	2018-03-28	7,015,605			0 %	0	0	0	
PRI - 1699 VINEYARD DR ANTIOCH - LAND	2018-06-11	553,634			0 %	0	0	0	
PRI - 2901 E 18TH ST ANTIOCH - LAND	2018-03-28	3,591,230			0 %	0	0	0	
1700 WEST 4TH ST - LAND	2017-01-01	3,837,100			0 %	0	0	0	

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
1700 WEST 4TH ST - BUILDING	2017-01-01	13,847,184	5,048,453	SL	4.000000000000	3,461,796	3,461,796	3,461,796	
4123-4131 LAKESIDE - FURNITURE/EQUIPMENT	2009-07-01	68,330	68,330	SL	5.000000000000	0	0	0	
4123-4131 LAKESIDE - FURNITURE/EQUIPMENT	2010-07-01	14,738	14,738	SL	5.000000000000	0	0	0	
4123-4131 LAKESIDE - FURNITURE/EQUIPMENT	2011-07-01	18,330	18,330	SL	5.000000000000	0	0	0	
4123-4131 LAKESIDE - FURNITURE/EQUIPMENT	2013-07-01	124,270	123,472	SL	5.000000000000	798	798	798	
4123-4131 LAKESIDE - FURNITURE/EQUIPMENT	2014-07-01	45,089	35,695	SL	5.000000000000	9,018	9,018	9,018	
4123-4131 LAKESIDE - FURNITURE/EQUIPMENT	2016-07-01	78,772	31,353	SL	5.000000000000	16,133	16,133	16,133	
4123-4131 LAKESIDE - FURNITURE/EQUIPMENT	2017-04-01	40,224	4,860	SL	10.000000000000	4,022	4,022	4,022	
4123-4131 LAKESIDE - FURNITURE/EQUIPMENT	2017-04-01	775	94	SL	10.000000000000	78	78	78	
4123-4131 LAKESIDE - FURNITURE/EQUIPMENT	2017-10-31	32,759	4,641	SL	5.000000000000	6,006	6,006	6,006	
SOFTWARE - RAISERS EDGE FOR DEVELOPMENT	2012-07-01	18,407	18,407	SL	5.000000000000	0	0	0	
EQUIPMENT	2017-08-01	390,807		SL	5.000000000000	73,276	73,276	73,276	
BLUME DRIVE - FURNITURE AND EQUIPMENT	2015-09-01	233,964	131,654	SL	5.000000000000	46,329	46,329	46,329	
BLUME DRIVE - COMPUTER EQUIPMENT	2015-09-01	291,740	271,480	SL	3.000000000000	20,260	20,260	20,260	
BLUME DRIVE - LEASEHOLD IMPROVEMENTS	2015-09-01	121,153	48,316	SL	7.000000000000	17,308	17,308	17,308	
3045 RESEARCH DRIVE - BUILDING IMPROVEMENTS	2018-07-01	1,488		SL	15.000000000000	95	95	95	
BLUME DRIVE - BUILDING IMPROVEMENTS	2018-07-01	641,373		SL	15.000000000000	40,977	40,977	40,977	
3043 RESEARCH DRIVE - BUILDING IMPROVEMENTS	2018-07-01	32,485		SL	15.000000000000	2,075	2,075	2,075	
3045 RESEARCH DRIVE - BUILDING IMPROVEMENTS	2018-07-01	2,181,297		SL	15.000000000000	139,361	139,361	139,361	
3055 - 3075 RESEARCH DRIVE - BUILDING IMPROVEMENTS	2018-07-01	173,537		SL	15.000000000000	11,087	11,087	11,087	

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
4285 LAKESIDE DRIVE - BUILDING	2018-10-19	38,241,858		SL	39.0000000000000	694,564	694,564	694,564	
4175 LAKESIDE DRIVE - BUILDING	2018-08-22	20,809,015		SL	39.0000000000000	466,869	466,869	466,869	
4165 LAKESIDE DRIVE - BUILDING	2019-01-07	13,307,078		SL	39.0000000000000	156,387	156,387	156,387	
3201 - 3299 E. 18TH ST - BUILDING	2018-10-16	759,125		SL	4.0000000000000	134,428	134,428	134,428	
3045 RESEARCH DRIVE - EQUIPMENT	2018-07-01	160,597		SL	5.0000000000000	30,781	30,781	30,781	
3043 RESEARCH DRIVE - FURNITURE & FIXTURES	2018-07-01	261,430		SL	5.0000000000000	50,107	50,107	50,107	
3201 - 3299 E. 18TH ST - LAND	2018-10-16	2,370,073			0 %	0	0	0	

TY 2018 Investments Corporate Bonds Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VTABX TOT INTL BOND IX ADMIRAL	1,435,685	1,435,685
VBTLX TOTAL BOND MKT INDEX ADM	1,621,844	1,621,844

TY 2018 Investments Corporate Stock Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VFDIX INTER-TERM INVEST-GR ADM	986,234	986,234
VFSUX SHORT-TERM INVEST-GR ADM	397,133	397,133
VTIAX TOT INTL STOCK LX ADMIRAL	4,319,399	4,319,399
VITSX TOTAL STOCK MKT IDX INST	7,442,149	7,442,149
VWETX SHORT-TERM INVEST-GR ADM	288,724	288,724

TY 2018 Land, Etc.
Schedule

Name: MAKING WAVES FOUNDATION INC
EIN: 68-0204312

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
PRI - 4123-4131 LAKESIDE - LAND	1,703,423	0	1,703,423	
PRI - 4123-4131 LAKESIDE - BUILDING	4,434,023	1,132,192	3,301,831	
PRI - 4123-4131 LAKESIDE - BUILDING IMPROVEMENTS	8,924,608	2,277,985	6,646,623	
PRI - 4123-4131 LAKESIDE - BUILDING IMPROVEMENTS	33,315	7,640	25,675	
PRI - 4123-4131 LAKESIDE - BUILDING IMPROVEMENTS	419,833	75,760	344,073	
PRI - 4123-4131 LAKESIDE - BUILDING IMPROVEMENTS	76,567	9,243	67,324	
PRI - 4123-4131 LAKESIDE - BUILDING IMPROVEMENTS	150,760	15,302	135,458	
PRI - 2900 TECHNOLOGY CT - LAND	927,870	0	927,870	
PRI - 2900 TECHNOLOGY CT - BUILDING IMPROVEMENTS	11,389,439	2,032,090	9,357,349	
PRI - 2900 TECHNOLOGY CT - BUILDING IMPROVEMENTS	15,886	15,886	0	
PRI - 2900 TECHNOLOGY CT - BUILDING IMPROVEMENTS	52,204	7,712	44,492	
PRI - 2900 TECHNOLOGY CT - BUILDING IMPROVEMENTS	22,856	22,856	0	
PRI - 2900 TECHNOLOGY CT - BUILDING IMPROVEMENTS	102,912	10,006	92,906	
PRI - 2900 TECHNOLOGY CT - BUILDING IMPROVEMENTS	37,125	2,816	34,309	
PRI - 2900 TECHNOLOGY CT - BUILDING IMPROVEMENTS	41,877	2,637	39,240	
PRI - 2900 TECHNOLOGY CT - SOLAR PANEL PROJECT	709,204	134,453	574,751	
PRI - 2925 TECHNOLOGY CT - LAND	1,346,916	0	1,346,916	
PRI - 3043-3055 RESEARCH DR - LAND	1,036,702	0	1,036,702	
PRI - 3043-3055 RESEARCH DR - BUILDING	2,967,717	1,026,336	1,941,381	
PRI - 3043-3055 RESEARCH DR - BUILDING IMPROVEMENTS	1,153,388	264,319	889,069	
PRI - 3043-3055 RESEARCH DR - BUILDING IMPROVEMENTS	47,489	10,883	36,606	
PRI - 3043-3055 RESEARCH DR - BUILDING IMPROVEMENTS	216,620	44,227	172,393	
PRI - 3055-3075 RESEARCH DR - LAND	786,508	0	786,508	
PRI - 3055-3075 RESEARCH DR - BUILDING	3,513,537	3,037,745	475,792	
PRI - 3055-3075 RESEARCH DR - BUILDING IMPROVEMENTS	25,674	17,384	8,290	
PRI - 2930 TECHNOLOGY CT - LAND	555,028	0	555,028	
PRI - 4301 LAKESIDE - LAND	512,305	0	512,305	
PRI - 2600 HILLTOP DR - LAND	13,871,597	0	13,871,597	
PRI - 4175-4197 LAKESIDE DR - LAND	1,299,206	0	1,299,206	
PRI - 4075 LAKESIDE DR - LAND	1,543,685	0	1,543,685	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
PRI - 4075 LAKESIDE DR - BUILDING	4,299,005	4,299,005	0	
PRI - 2975 LAKESIDE DR - LAND	4,946,204	0	4,946,204	
PRI - 2151 APPIAN WAY - LAND	663,348	0	663,348	
PRI - 2151 APPIAN WAY - BUILDING	9,004,940	5,440,485	3,564,455	
PRI - 415-420 3RD ST PITTSBURG - LAND	9,771,455	0	9,771,455	
PRI - EAST 18TH ST ANTIOCH - LAND	2,022,636	0	2,022,636	
PRI - 595 E 3RD ST PITTSBURG - LAND	7,015,605	0	7,015,605	
PRI - 1699 VINEYARD DR ANTIOCH - LAND	553,634	0	553,634	
PRI - 2901 E 18TH ST ANTIOCH - LAND	3,591,230	0	3,591,230	
1700 WEST 4TH ST - LAND	3,837,100	0	3,837,100	
1700 WEST 4TH ST - BUILDING	13,847,184	8,510,249	5,336,935	
4123-4131 LAKESIDE - FURNITURE/EQUIPMENT	68,330	68,330	0	
4123-4131 LAKESIDE - FURNITURE/EQUIPMENT	14,738	14,738	0	
4123-4131 LAKESIDE - FURNITURE/EQUIPMENT	18,330	18,330	0	
4123-4131 LAKESIDE - FURNITURE/EQUIPMENT	124,270	124,270	0	
4123-4131 LAKESIDE - FURNITURE/EQUIPMENT	45,089	44,713	376	
4123-4131 LAKESIDE - FURNITURE/EQUIPMENT	78,772	47,486	31,286	
4123-4131 LAKESIDE - FURNITURE/EQUIPMENT	40,224	8,882	31,342	
4123-4131 LAKESIDE - FURNITURE/EQUIPMENT	775	172	603	
4123-4131 LAKESIDE - FURNITURE/EQUIPMENT	32,759	10,647	22,112	
SOFTWARE - RAISERS EDGE FOR DEVELOPMENT	18,407	18,407	0	
EQUIPMENT	390,807	73,276	317,531	
BLUME DRIVE - FURNITURE AND EQUIPMENT	233,964	177,983	55,981	
BLUME DRIVE - COMPUTER EQUIPMENT	291,740	291,740	0	
BLUME DRIVE - LEASEHOLD IMPROVEMENTS	121,153	65,624	55,529	
3045 RESEARCH DRIVE - BUILDING IMPROVEMENTS	1,488	95	1,393	
BLUME DRIVE - BUILDING IMPROVEMENTS	641,373	40,977	600,396	
3043 RESEARCH DRIVE - BUILDING IMPROVEMENTS	32,485	2,075	30,410	
3045 RESEARCH DRIVE - BUILDING IMPROVEMENTS	2,181,297	139,361	2,041,936	
3055 - 3075 RESEARCH DRIVE - BUILDING IMPROVEMENTS	173,537	11,087	162,450	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
4285 LAKESIDE DRIVE - BUILDING	38,241,858	694,564	37,547,294	
4175 LAKESIDE DRIVE - BUILDING	20,809,015	466,869	20,342,146	
4165 LAKESIDE DRIVE - BUILDING	13,307,078	156,387	13,150,691	
3201 - 3299 E. 18TH ST - BUILDING	759,125	134,428	624,697	
3045 RESEARCH DRIVE - EQUIPMENT	160,597	30,781	129,816	
3043 RESEARCH DRIVE - FURNITURE & FIXTURES	261,430	50,107	211,323	
3201 - 3299 E. 18TH ST - LAND	2,370,073	0	2,370,073	

TY 2018 Legal Fees Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	18,920	10,826	0	18,920

TY 2018 Mortgages and Notes Payable Schedule

Name: MAKING WAVES FOUNDATION INC

EIN: 68-0204312

Total Mortgage Amount:

Mortgages and Notes Payable Schedule

Item No.	1
Lender's Name	TERM LOAN FIRST REPUBLIC
Lender's Title	
Relationship to Insider	NONE
Original Amount of Loan	8,000,000
Balance Due	0
Date of Note	2014-03
Maturity Date	2034-02
Repayment Terms	MONTHLY
Interest Rate	3.800000000000
Security Provided by Borrower	SECURITIES AND DEPOSIT ACCOUNTS
Purpose of Loan	BUSINESS
Description of Lender Consideration	TERM LOAN
Consideration FMV	

Mortgages and Notes Payable Schedule

Item No.	2
Lender's Name	TERM LOAN MECHANICS BANK
Lender's Title	
Relationship to Insider	NONE
Original Amount of Loan	6,000,000
Balance Due	0
Date of Note	2009-08
Maturity Date	2019-08
Repayment Terms	MONTHLY
Interest Rate	1.500000000000
Security Provided by Borrower	4123/4133 LAKESIDE DRIVE
Purpose of Loan	REFINANCE PROPERTY
Description of Lender Consideration	
Consideration FMV	

TY 2018 Other Assets Schedule

Name: MAKING WAVES FOUNDATION INC

EIN: 68-0204312

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CONSTRUCTION IN PROGRESS	42,041,441	44,671,140	44,671,140

TY 2018 Other Expenses Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	1,041,211	11,368	10,040	1,031,171
INSURANCE	425,071	73,376	39,278	385,793
ADVERTISING AND PROMOTION	100,447	0	0	100,447
INFORMATION TECHNOLOGY	269,187	0	176	269,012
DIRECT PROGRAM SERVICE EXPENSE	2,340,202	0	0	2,340,202
SECURITY	218,944	0	26,366	21,944
ALL OTHER EXPENSES	110,390	0	0	110,390
MATERIALS AND SUPPLIES	10,302	0	900	9,402

TY 2018 Other Income Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CHARTER SCHOOL SUPPORT SERVICES	73,559		73,559
MISCELLANEOUS REVENUE	15		15

TY 2018 Other Increases Schedule

Name: MAKING WAVES FOUNDATION INC
EIN: 68-0204312

Description	Amount
UNREALIZED GAIN	499,382

TY 2018 Other Liabilities Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED LIABILITIES	420,283	470,232

TY 2018 Other Professional Fees Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RECRUITMENT	168,630	0	0	168,630
PAYROLL PROCESSING FEES	14,447	0	0	14,447
PROFESSIONAL FUNDRAISING SERVICES	98,238	0	0	98,238
PROFESSIONAL FEES OTHER	503,580	0	0	503,580

TY 2018 Taxes Schedule**Name:** MAKING WAVES FOUNDATION INC**EIN:** 68-0204312

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	27,269	0	0	0
REAL ESTATE TAXES	1,020,736	287,307	1,020,736	0

Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Go to www.irs.gov/Form990 for the latest information.	OMB No. 1545-0047
		2018
Name of the organization MAKING WAVES FOUNDATION INC		Employer identification number 68-0204312

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check 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 other 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 33¹/₃% 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, 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 990PF, 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 MAKING WAVES FOUNDATION INC	Employer identification number 68-0204312
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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
—	See Additional Data Table _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution.)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution.)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution.)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution.)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution.)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution.)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution.)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution.)

Name of organization MAKING WAVES FOUNDATION INC	Employer identification number 68-0204312
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Part II Noncash Property			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
4	STOCK DONATION	\$ 107,750	2019-06-11
9	STOCK DONATION	\$ 106,360	2019-06-02
29	STOCK DONATION	\$ 107,300	2019-06-10
33	STOCK DONATION	\$ 97,200	2018-07-20
34	STOCK DONATION	\$ 104,940	2018-08-01
35	STOCK DONATION	\$ 6,150	2018-12-31

Name of organization MAKING WAVES FOUNDATION INC	Employer identification number 68-0204312
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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 information once. See instructions.) ► \$ _____

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
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	<div></div>	<div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	<div></div>	<div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	<div></div>	<div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	<div></div>	<div></div>	

Additional Data

Software ID:
Software Version:
EIN: 68-0204312
Name: MAKING WAVES FOUNDATION INC

Form 990 Schedule B, 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>	2311 CORPORATION	\$ 45,000	Person <input checked="" type="checkbox"/>
	PO BOX 6202		Payroll <input type="checkbox"/>
	TAHOE CITY, CA 96145		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>2</u>	ALICIA MALET KLEIN	\$ 25,000	Person <input checked="" type="checkbox"/>
	46 WILLIAMS ST		Payroll <input type="checkbox"/>
	SAN RAFAEL, CA 94901		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>3</u>	ALLEN MATKINS	\$ 5,000	Person <input checked="" type="checkbox"/>
	THREE EMBARCADERO CENTER 12TH FLOOR		Payroll <input type="checkbox"/>
	SAN FRANCISCO, CA 94111		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>4</u>	BRIAN SCULLY	\$ 107,750	Person <input type="checkbox"/>
	591 REDWOOD HIGHWAY STE 3250		Payroll <input type="checkbox"/>
	MILL VALLEY, CA 94941		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>5</u>	DANA & ROBERT EMERY	\$ 50,000	Person <input checked="" type="checkbox"/>
	3450 SACRAMENTO ST		Payroll <input type="checkbox"/>
	SAN FRANCISCO, CA 94118		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>6</u>	DAVIDSON FAMILY FOUNDATION	\$ 5,000	Person <input checked="" type="checkbox"/>
	8 THIRD STREET NORTH STE 501		Payroll <input type="checkbox"/>
	GREAT FALLS, MT 59401		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>7</u>	DODGE & COX	\$ 20,000	Person <input checked="" type="checkbox"/>
	555 CALIFORNIA ST 40TH FLOOR		Payroll <input type="checkbox"/>
	SAN FRANCISCO, CA 94104		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>8</u>	HORATIO ALGER ASSOCIATION	\$ 8,710	Person <input checked="" type="checkbox"/>
	99 CANAL CENTER PLAZA STE 320		Payroll <input type="checkbox"/>
	ALEXANDRIA, VA 22314		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>9</u>	JOHN H SCULLY	\$ 106,360	Person <input type="checkbox"/>
	591 REDWOOD HIGHWAY STE 3250		Payroll <input type="checkbox"/>
	MILL VALLEY, CA 94941		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>10</u>	JON AMBROSE	\$ 10,000	Person <input checked="" type="checkbox"/>
	3697 MT DIABLO BLVD STE 250		Payroll <input type="checkbox"/>
	LAFAYETTE, CA 94549		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>11</u>	KIM SUMMERS-SILVA	\$ 5,000	Person <input checked="" type="checkbox"/>
	44 SAN RAFAEL AVE		Payroll <input type="checkbox"/>
	SAN ANSELMO, CA 94960		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>12</u>	KRISTIN ANN HITE	\$ 5,000	Person <input checked="" type="checkbox"/>
	1024 TRILLIUM LANE		Payroll <input type="checkbox"/>
	MILL VALLEY, CA 94941		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>13</u>	KURT & TAMRA MOBLEY	\$ 10,000	Person <input checked="" type="checkbox"/>
	PO BOX 407		Payroll <input type="checkbox"/>
	ROSS, CA 94957		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>14</u>	MICHAEL & ANN PARKER	\$ 5,000	Person <input checked="" type="checkbox"/>
	1316 SOLANO AVE		Payroll <input type="checkbox"/>
	ALBANY, CA 94706		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>15</u>	MIKE YUEN	\$ 5,000	Person <input checked="" type="checkbox"/>
	100 ISABELLA AVE		Payroll <input type="checkbox"/>
	ATHERTON, CA 94027		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>16</u>	PARKER DEBORAH & JONATHAN	\$ 5,000	Person <input checked="" type="checkbox"/>
	9 NORTH RIDGEWOOD RD		Payroll <input type="checkbox"/>
	KENTFIELD, CA 94904		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>17</u>	PAYETTE RIVER FOUNDATION	\$ 300,000	Person <input checked="" type="checkbox"/>
	3697 MT DIABLO BLVD STE 250		Payroll <input type="checkbox"/>
	LAFAYETTE, CA 94549		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>18</u>	RANDOM WALK INVESTMENT LLC	\$ 54,260	Person <input checked="" type="checkbox"/>
	44 EAST CAMPERDOWN WAY		Payroll <input type="checkbox"/>
	GREENVILLE, SC 29601		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>19</u>	RON & MARY COHAN	\$ 25,000	Person <input checked="" type="checkbox"/>
	9919 WEXFORD CIRCLE		Payroll <input type="checkbox"/>
	GRANITE BAY, CA 95746		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>20</u>	RYAN J STUART & SARAH WRIGHT	\$ 10,000	Person <input checked="" type="checkbox"/>
	172 BEACH ROAD		Payroll <input type="checkbox"/>
	BELVEDERE, CA 94920		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>21</u>	STANFORD UNIVERSITY	\$ 580,100	Person <input checked="" type="checkbox"/>
	3145 PORTER DR		Payroll <input type="checkbox"/>
	PALTO ALTO, CA 94304		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>22</u>	TED & LISA WILLIAMS	\$ 25,000	Person <input checked="" type="checkbox"/>
	PO BOX 1153		Payroll <input type="checkbox"/>
	ROSS, CA 94957		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>23</u>	THE RAINWATER CHARTIABLE FOUNDATION	\$ 100,000	Person <input checked="" type="checkbox"/>
	777 MAIN ST STE 2250		Payroll <input type="checkbox"/>
	FORT WORTH, TX 76102		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>24</u>	THE SAN FRANCISCO FOUNDATION	\$ 5,750	Person <input checked="" type="checkbox"/>
	ONE EMBARCADERO STE 1400		Payroll <input type="checkbox"/>
	SAN FRANCISCO, CA 94111		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	SILVER GIVING FOUNDATION	\$ 50,000	Person <input checked="" type="checkbox"/>
	ONE LOMBARD ST STE 305		Payroll <input type="checkbox"/>
	SAN FRANCISCO, CA 94111		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
26	WESTERN ALLIANCE BANCORPORATION	\$ 10,000	Person <input checked="" type="checkbox"/>
	601 W 5TH ST STE 100		Payroll <input type="checkbox"/>
	LOS ANGELES, CA 90071		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
27	ZALEC FAMILIAN & LILIAN FOUNDATION	\$ 10,000	Person <input checked="" type="checkbox"/>
	1316 SOLANO AVE		Payroll <input type="checkbox"/>
	ALBANY, CA 94706		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
28	KATIE PETERSON	\$ 95,800	Person <input checked="" type="checkbox"/>
	591 REDWOOD HIGHWAY STE 3250		Payroll <input type="checkbox"/>
	MILL VALLEY, CA 94941		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
29	KATIE PETERSON	\$ 107,300	Person <input type="checkbox"/>
	591 REDWOOD HIGHWAY STE 3250		Payroll <input type="checkbox"/>
	MILL VALLEY, CA 94941		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions.)
30	PHILLIP & NORMA GORDON	\$ 20,000	Person <input checked="" type="checkbox"/>
	406 CLARK ST		Payroll <input type="checkbox"/>
	EVANSTON, IL 60201		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>31</u>	DIANNA & PAUL FELTON	\$ 5,000	Person <input checked="" type="checkbox"/>
	9 REQUA PLACE		Payroll <input type="checkbox"/>
	PIEDMONT, CA 94611		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>32</u>	SCHWAB CHARITABLE FUND	\$ 68,000	Person <input checked="" type="checkbox"/>
	211 MAIN ST		Payroll <input type="checkbox"/>
	SAN FRANCISCO, CA 94105		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>33</u>	ELIZABETH SCULLY	\$ 97,200	Person <input type="checkbox"/>
	591 REDWOOD HIGHWAY STE 3250		Payroll <input type="checkbox"/>
	MILL VALLEY, CA 94941		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>34</u>	SHANNON SCULLY	\$ 104,940	Person <input type="checkbox"/>
	591 REDWOOD HIGHWAY STE 3250		Payroll <input type="checkbox"/>
	MILL VALLEY, CA 94941		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>35</u>	LORI CRAWFORD	\$ 6,150	Person <input type="checkbox"/>
	591 REDWOOD HIGHWAY STE 3250		Payroll <input type="checkbox"/>
	MILL VALLEY, CA 94941		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions.)
<u>36</u>	SCULLY 1997 FAMILY TRUST NO 2	\$ 2,507,820	Person <input checked="" type="checkbox"/>
	591 REDWOOD HIGHWAY STE 3250		Payroll <input type="checkbox"/>
	MILL VALLEY, CA 94941		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)

Form 990 Schedule B, 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>37</u>	SCULLY MEMORIAL FOUNDATION	<u>\$ 98,025,000</u>	Person <input checked="" type="checkbox"/>
	591 REDWOOD HIGHWAY STE 3250		Payroll <input type="checkbox"/>
	MILL VALLEY, CA 94941		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)