

Form 990-PF

Department of the Treasury  
Internal Revenue Service

## Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.  
Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

SEP 1, 2018

and ending

AUG 31, 2019

Name of foundation

JOHN SPERLING FOUNDATION

A Employer identification number

32-0284165

Number and street (or P.O. box number if mail is not delivered to street address)

5115 N. DYSART ROAD, SUITE 202 #305

Room/suite

B Telephone number

(602) 364-8000

City or town, state or province, country, and ZIP or foreign postal code

LITCHFIELD PARK, AZ 85340

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

\$ 62,786,660. (Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

15,694,000.

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

1,473,312.

1,473,312.

0. STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 18,301,367.

-385,738.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

N/A

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

38,940.

38,940.

0. STATEMENT 2

12 Total. Add lines 1 through 11

16,820,514.

1,512,252.

0.

13 Compensation of officers, directors, trustees, etc

314,583.

54,792.

0. 259,791.

14 Other employee salaries and wages

15 Pension plans, employee benefits

43,993.

5,137.

0. 38,856.

16a Legal fees STMT 3

20,788.

5,148.

0. 15,640.

b Accounting fees STMT 4

18,550.

2,925.

0. 15,625.

c Other professional fees STMT 5

413,698.

367,193.

0. 46,505.

17 Interest

18 Taxes STMT 6

86,326.

86,326.

0. 0.

19 Depreciation and depletion

825.

0.

0.

20 Occupancy

21 Travel, conferences, and meetings

5,833.

0.

0. 5,075.

22 Printing and publications

23 Other expenses STMT 7

21,748.

0.

0. 17,565.

24 Total operating and administrative expenses Add lines 13 through 23

926,344.

526,462.

0. 399,057.

25 Contributions, gifts, grants paid

1,336,000.

0.

1,336,000.

26 Total expenses and disbursements. Add lines 24 and 25

2,262,344.

526,462.

0. 1,735,057.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

14,558,170.

b Net investment income (if negative, enter -0-)

985,790.

c Adjusted net income (if negative, enter -0-)

0.

SCANNED NOV 30 2020

46 Received in  
Batching System

OCT 21 2020

928

14

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	843,172.	388,410.	388,410.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <b>STMT 9</b>	47,992,922.	46,702,669.	46,702,669.
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings and equipment basis ▶ 2,475.			
	Less accumulated depreciation <b>STMT 8</b> ▶ 894.	2,406.	1,581.	1,581.
	12 Investments - mortgage loans			
	13 Investments - other <b>STMT 10</b>	0.	15,694,000.	15,694,000.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	48,838,500.	62,786,660.	62,786,660.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
	24 Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26, and lines 30 and 31</b>	48,838,500.	62,786,660.	
<b>Net Assets or Fund Balances</b>	25 Unrestricted			
	26 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> <b>and complete lines 27 through 31</b>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
<b>Net Assets or Fund Balances</b>	29 Retained earnings, accumulated income, endowment, or other funds			
	30 <b>Total net assets or fund balances</b>	48,838,500.	62,786,660.	
	31 <b>Total liabilities and net assets/fund balances</b>	48,838,500.	62,786,660.	

**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	48,838,500.
2 Enter amount from Part I, line 27a	2	14,558,170.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	63,396,670.
5 Decreases not included in line 2 (itemize) ▶ <b>UNREALIZED GAIN(LOSS)</b>	5	610,010.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	62,786,660. /

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

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))		
a					
b					
c					
d					
e	18,301,367.	18,687,105.	-385,738.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			-385,738.		
2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>		2	-385,738.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>		3	-210,695.	

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

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

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

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

Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	253,566.	30,478,217.	.008320
2016	167,304.	1,885,950.	.088711
2015	64,800.	1,184,569.	.054703
2014	40,000.	407,708.	.098109
2013	0.	0.	.000000

2 Total of line 1, column (d)	2	.249843
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	.049969
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	55,346,217.
5 Multiply line 4 by line 3	5	2,765,595.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,858.
7 Add lines 5 and 6	7	2,775,453.
8 Enter qualifying distributions from Part XII, line 4	8	1,735,057.

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

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a	J.P. MORGAN - 2371 - PUBLICLY TRADED SECURITIES	P		08/31/19
b	J.P. MORGAN - 2372 - PUBLICLY TRADED SECURITIES	P		08/31/19
c	J.P. MORGAN - 2373 - PUBLICLY TRADED SECURITIES	P		08/31/19
d	J.P. MORGAN - 2374 - PUBLICLY TRADED SECURITIES	P		08/31/19
e	J.P. MORGAN - 2375 - PUBLICLY TRADED SECURITIES	P		08/31/19
f	J.P. MORGAN - 2376 - PUBLICLY TRADED SECURITIES	P		08/31/19
g	J.P. MORGAN - 2377 - PUBLICLY TRADED SECURITIES	P		08/31/19
h	J.P. MORGAN - 2378 - PUBLICLY TRADED SECURITIES	P		08/31/19
i	J.P. MORGAN - 2379 - PUBLICLY TRADED SECURITIES	P		08/31/19
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,945,568.		2,959,032.	-13,464.
b 3,051,024.		3,157,589.	-106,565.
c 260,557.		271,519.	-10,962.
d 262,036.		304,410.	-42,374.
e 581,565.		550,058.	31,507.
f 362,886.		513,246.	-150,360.
g 685,165.		784,329.	-99,164.
h 9,280,117.		9,246,184.	33,933.
i 872,449.		900,738.	-28,289.
j			
k			
l			
m			
n			
o			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** -13,464.
b			** -106,565.
c			** -10,962.
d			** -42,374.
e			** 31,507.
f			** -150,360.
g			** -99,164.
h			** 33,933.
i			** -28,289.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-385,738.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	-210,695.

**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**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-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)**5** Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-**6** Credits/Payments:**a** 2018 estimated tax payments and 2017 overpayment credited to 2018**b** Exempt foreign organizations - tax withheld at source**c** Tax paid with application for extension of time to file (Form 8868)**d** Backup withholding erroneously withheld**7** Total credits and payments. Add lines 6a through 6d**8** Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached**9** Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed**10** Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid**11** Enter the amount of line 10 to be: Credited to 2019 estimated tax ☐39,124. Refunded ☐**Part VII-A Statements Regarding Activities****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?**b** Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities**c** Did the foundation file Form 1120-POL for this year?**d** Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:(1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.**e** Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.**2** Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

**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**4a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?**b** If "Yes," has it filed a tax return on Form 990-T for this year?**5** Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

**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?

**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**8a** Enter the states to which the foundation reports or with which it is registered. See instructions. ☐

AZ

**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**9** Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV**10** Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Yes No

1a X

1b X

1c X

2 X

3 X

4a X

4b

5 X

6 X

7 X

8b X

9 X

10 X

N/A

**Part VII-A** Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions <b>STMT 11</b>	11 X	
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13 X	
14 The books are in care of ► <b>DARBY SHUPP</b> Telephone no. ► <b>602-364-8000</b> Located at ► <b>5115 N. DYSART RD, STE 202 #305, LITCHFIELD PARK,</b> ZIP+4 ► <b>85340</b>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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. Organizations relying on a current notice regarding disaster assistance, check here	1b	X
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	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input 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)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b	X

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year, did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

Organizations relying on a current notice regarding disaster assistance, check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PETER V. SPERLING	VP & DIRECTOR			
C/O 5115 N. DYSART ROAD SUITE 202 #30	1.73	0.	36,618.	0.
LITCHFIELD PARK, AZ 85340				
TERRI C. BISHOP	CHAIRMAN & DIRECTOR			
C/O 5115 N. DYSART ROAD SUITE 202 #30	9.50	81,250.	0.	0.
LITCHFIELD PARK, AZ 85340				
DARBY E. SHUPP	SECRETARY TREASURER DIRECT			
C/O 5115 N. DYSART ROAD SUITE 202 #30	40.00	233,333.	7,375.	0.
LITCHFIELD PARK, AZ 85340				

**2** Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

▶ 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
JP MORGAN - 560 MISSION STREET, SUITE 2400, SAN FRANCISCO, CA 94105	ADVISORY	390,418.

Total number of others receiving over \$50,000 for professional services

0

**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
<b>1</b> NONE	
	0.
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
<b>1</b> NONE	
	0.
<b>2</b>	
All other program-related investments See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	0.

Form 990-PF (2018)



**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	46,582,338.
b	Average of monthly cash balances	1b	600,773.
c	Fair market value of all other assets	1c	9,082,504.
d	Total (add lines 1a, b, and c)	1d	56,265,615.
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	56,265,615.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	843,984.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,421,631.
6	Minimum investment return. Enter 5% of line 5	6	2,771,082.

**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	2,771,082.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	19,716.
b	Income tax for 2018 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,716.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,751,366.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,751,366.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,751,366.

**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	1,735,057.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	1,735,057.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,735,057.

**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
<b>1</b> Distributable amount for 2018 from Part XI, line 7				2,751,366.
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only			1,164,765.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2018:				
<b>a</b> From 2013				
<b>b</b> From 2014				
<b>c</b> From 2015				
<b>d</b> From 2016				
<b>e</b> From 2017				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 1,735,057.				
<b>a</b> Applied to 2017, but not more than line 2a			1,164,765.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2018 distributable amount				570,292.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below	0.			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2018 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				2,181,074.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2014				
<b>b</b> Excess from 2015				
<b>c</b> Excess from 2016				
<b>d</b> Excess from 2017				
<b>e</b> Excess from 2018				

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

N/A

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

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

**b** 85% of line 2a

**c** Qualifying distributions from Part XII, line 4 for each year listed

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

**e** Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

**3** Complete 3a, b, or c for the alternative test relied upon:

**a** "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

**b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

**c** "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)****1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

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.

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

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

**c** Any submission deadlines.

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
<b>a Paid during the year</b>				
IGNITE YOGA FOUNDATION 5110 N DYSART ROAD, SUITE A-166 LITCHFIELD PARK, AZ 85340		PC	SEE STATEMENT	1,000.
JOHN MUIR LAND TRUST P.O. BOX 31 MARTINEZ, CA 94553		PC	SEE STATEMENT	8,000.
LAFAYETTE LIBRARY AND LEARNING CENTER FOUNDATION 3491 MT. DIABLO BLVD. SUITE 214 LAFAYETTE, CA 94549		PC	SEE STATEMENT	2,000.
MASSACHUSETTS GENERAL HOSPITAL 125 NASHUA STREET, SUITE 540 BOSTON, MA 02114		PC	SEE STATEMENT	135,000.
MAYO CLINIC 200 FIRST STREET SW ROCHESTER, MN 55905		PC	SEE STATEMENT	100,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>1,336,000.</b>
<b>b Approved for future payment</b>				
THE PEOPLES CHOICE FOR PRESIDENT INSTITUTE 380 WEST PORTAL AVENUE, SUITE F SAN FRANCISCO, CA 94127		PC	SEE STATEMENT	150,000.
MULTIDISCIPLINARY ASSOCIATION FOR PSYCHEDELIC STUDIES 1115 MISSION ST SANTA CRUZ, CA 95060		PC	SEE STATEMENT	100,000.
<b>Total</b>				<b>250,000.</b>

## JOHN SPERLING FOUNDATION

32-0284165

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EARTHJUSTICE 50 CALIFORNIA STREET, SUITE 500 SAN FRANCISCO, CA 94111		PC	SEE STATEMENT	250,000.
MULTIDISCIPLINARY ASSOCIATION FOR PSYCHEDELIC STUDIES 1115 MISSION ST SANTA CRUZ, CA 95060		PC	SEE STATEMENT	100,000.
NATIONAL PARK FOUNDATION 1110 VERMONT AVE NW, SUITE 200 WASHINGTON, DC 20005		PC	SEE STATEMENT	15,000.
NORTH VALLEY COMMUNITY FOUNDATION 240 MAIN STREET, SUITE 260 CHICO, CA 95928		PC	SEE STATEMENT	15,000.
ROADTRIP NATION, LTD. 1626 PLACENTIA AVE COSTA MESA, CA 92627		PC	SEE STATEMENT	240,000.
SUSTAINABLE LAFAYETTE 3491 MT. DIABLO BLVD. SUITE 214 LAFAYETTE, CA 94549		PC	SEE STATEMENT	5,000.
TERRA MARINE RESEARCH AND EDUCATION, INC. 665 TABOR LN MONTECITO, CA 93108		PC	SEE STATEMENT	15,000.
THE PEOPLES CHOICE FOR PRESIDENT INSTITUTE 380 WEST PORTAL AVENUE, SUITE F SAN FRANCISCO, CA 94127		PC	SEE STATEMENT	150,000.
NATIONAL FOREST FOUNDATION BUILDING 27, SUITE 3, FORT MISSOULA ROAD MISSOULA, MT 59804		PC	SEE STATEMENT	50,000.
CENTER FOR SCIENCE IN THE PUBLIC INTEREST 1220 L STREET NW, SUITE 300 WASHINGTON, DC 20005		PC	SEE STATEMENT	250,000.
<b>Total from continuation sheets</b>				<b>1,090,000.</b>

**Part XV** Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - IGNITE YOGA FOUNDATION

FOR YOGA PROGRAMS IN TWO SCHOOLS (DISCRETIONARY)

NAME OF RECIPIENT - JOHN MUIR LAND TRUST

FOR FAMILY HARVEST FARM (DISCRETIONARY)

NAME OF RECIPIENT - LAFAYETTE LIBRARY AND LEARNING CENTER FOUNDATION

FOR GENERAL SUPPORT (DISCRETIONARY)

NAME OF RECIPIENT - MASSACHUSETTS GENERAL HOSPITAL

FOR THE HATCH PROJECT OF THE WOMEN, HEART AND BRAIN GLOBAL INITIATIVE

NAME OF RECIPIENT - MAYO CLINIC

MAYO CLINIC WOMEN'S HEALTH RESEARCH CENTER

NAME OF RECIPIENT - EARTHJUSTICE

FOR WORK TO ACCELERATE THE TRANSITION FROM FOSSIL FUELS TO CLEAN  
ENERGY.

NAME OF RECIPIENT - MULTIDISCIPLINARY ASSOCIATION FOR PSYCHEDELIC STUDIES

FIRST INSTALLMENT OF A TWO YEAR GRANT FOR THE THERAPIST TRAINING  
PROGRAM

NAME OF RECIPIENT - NATIONAL PARK FOUNDATION

FOR THE RESTORATION FUND (DISCRETIONARY)

NAME OF RECIPIENT - NORTH VALLEY COMMUNITY FOUNDATION

FOR THE CAMP FIRE EVACUATION RELIEF FUND

**Part XV** Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ROADTRIP NATION, LTD.

TO CREATE AN OPEN-SOURCE EDUCATION RESOURCE

NAME OF RECIPIENT - SUSTAINABLE LAFAYETTE

FOR THE LAFAYETTE COMMUNITY GARDEN (DISCRETIONARY)

NAME OF RECIPIENT - TERRA MARINE RESEARCH AND EDUCATION, INC.

FOR GENERAL SUPPORT (DISCRETIONARY)

NAME OF RECIPIENT - THE PEOPLES CHOICE FOR PRESIDENT INSTITUTE

FOR GENERAL SUPPORT

NAME OF RECIPIENT - NATIONAL FOREST FOUNDATION

FOR THE BILL WILLIAMS MOUNTAIN RESTORATION PROJECT: THINNING FORESTS TO  
PROTECT COMMUNITIES

NAME OF RECIPIENT - CENTER FOR SCIENCE IN THE PUBLIC INTEREST

PROTECTING WOMEN'S AND CHILDREN'S HEALTH THROUGH SOUND SCIENCE AND  
SAFER FOOD INGREDIENTS

**Part XV** Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - THE PEOPLES CHOICE FOR PRESIDENT INSTITUTE

FOR GENERAL SUPPORT PENDING RECEIPT OF MATCHING PUBLIC FUNDS BY

12/31/2020

NAME OF RECIPIENT - MULTIDISCIPLINARY ASSOCIATION FOR PSYCHEDELIC STUDIES

FOR THE THERAPIST TRAINING





**[Part XVII]**

## Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

- b** If "Yes," complete the following schedule

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

**Sign  
Here**

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

  
Signature of officer or trustee

7/10/2020

► **TREASURER**

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

☒ Yes ☐ No**Paid  
Preparer  
Use Only**

Print/Type preparer's name
----------------------------

Preparer's signature

Date
7/10/2020

Check self- employed	
-------------------------	--

PTIN

JENNIFER WERTHEIM

junger Wertheim

P01252754

Firm's name ► **PRICEWATERHOUSECOOPERS LLP**

Firm's EIN ▶ 13-4008324

Firm's address ► 1850 N. CENTRAL AVE., STE. 700  
PHOENIX, AZ 85004

Phone no **602-364-8000**

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

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2018**

Name of the organization

Employer identification number

JOHN SPERLING FOUNDATION

32-0284165

Organization type (check one)

**Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private 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 property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

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

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

Name of organization

Employer identification number

**JOHN SPERLING FOUNDATION****32-0284165****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
1	JOHN SPERLING REVOCABLE TRUST 5115 N. DYSART ROAD, SUITE 202 #305 LITCHFIELD PARK, AZ 85340	\$ 15,579,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	JOHN SPERLING REVOCABLE TRUST 5115 N. DYSART ROAD, SUITE 202 #305 LITCHFIELD PARK, AZ 85340	\$ 115,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

**JOHN SPERLING FOUNDATION****32-0284165****Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>1</u>	1/3 INTEREST IN HERMES DAEDALUS, LLC	\$ <u>15,579,000.</u>	<u>02/01/19</u>
<u>2</u>	BLUE HORSE LABS LICENSE AGREEMENT	\$ <u>115,000.</u>	<u>12/31/18</u>
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization

Employer identification number

**JOHN SPERLING FOUNDATION****32-0284165**

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

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

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1	
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
J.P. MORGAN - 2370	364,007.	0.	364,007.	364,007.	0.	
J.P. MORGAN - 2371	213,641.	0.	213,641.	213,641.	0.	
J.P. MORGAN - 2372	82,759.	0.	82,759.	82,759.	0.	
J.P. MORGAN - 2373	130,020.	0.	130,020.	130,020.	0.	
J.P. MORGAN - 2374	34,362.	0.	34,362.	34,362.	0.	
J.P. MORGAN - 2375	32,948.	0.	32,948.	32,948.	0.	
J.P. MORGAN - 2376	199,900.	0.	199,900.	199,900.	0.	
J.P. MORGAN - 2377	53,298.	0.	53,298.	53,298.	0.	
J.P. MORGAN - 2378	226,299.	0.	226,299.	226,299.	0.	
J.P. MORGAN - 2379	136,076.	0.	136,076.	136,076.	0.	
J.P. MORGAN - 7431	2.	0.	2.	2.	0.	
TO PART I, LINE 4	1,473,312.	0.	1,473,312.	1,473,312.	0.	

FORM 990-PF		OTHER INCOME		STATEMENT 2	
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME		
ROYALTY INCOME	20,734.	20,734.	0.		
OTHER INVESTMENT INCOME	18,206.	18,206.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	38,940.	38,940.	0.		

FORM 990-PF		LEGAL FEES		STATEMENT 3	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADLER & COLVIN - LEGAL ADVICE RE: TRANSFER OF ASSETS FROM JS ESTATE	3,298.	3,298.	0.	0.	
BURNSBARTON PLC - GENERAL EMPLOYMENT ADVICE	15,640.	0.	0.	15,640.	
FARELLA, BRAUN + MARTEL LLP - ASSET ASSIGNMENT SERVICES	1,850.	1,850.	0.	0.	
TO FM 990-PF, PG 1, LN 16A	20,788.	5,148.	0.	15,640.	

FORM 990-PF	ACCOUNTING FEES		STATEMENT 4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRICEWATERHOUSECOOPERS LLP -TAX RETURN & CONSULTING SERVICES	18,550.	2,925.	0.	15,625.
TO FORM 990-PF, PG 1, LN 16B	18,550.	2,925.	0.	15,625.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JPM ADMIN & SUPPORT CONSULTING	46,505.	0.	0.	46,505.
JPM INVESTMENT ADVISORY	343,913.	343,913.	0.	0.
INVESTMENT EXPENSE OTHER	16,521.	16,521.	0.	0.
OTHER AGENCY FEES	6,759.	6,759.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	413,698.	367,193.	0.	46,505.

FORM 990-PF	TAXES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX EXPENSE	36,326.	36,326.	0.	0.
TAX ON NET INVESTMENT INCOME	50,000.	50,000.	0.	0.
TO FORM 990-PF, PG 1, LN 18	86,326.	86,326.	0.	0.



FORM 990-PF	OTHER EXPENSES		STATEMENT 7	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	15,591.	3,118.	0.	12,473.
PAYROLL ADMIN FEE	2,369.	474.	0.	1,895.
COMPUTER AND INTERNET EXPENSES	1,671.	334.	0.	1,337.
WORKER'S COMPENSATION	392.	78.	0.	314.
REGISTRATION FEES	403.	0.	0.	403.
TELEPHONE EXPENSE	274.	0.	0.	274.
CONTINUING EDUCATION	659.	132.	0.	527.
POSTAGE AND DELIVERY	181.	0.	0.	181.
OFFICE SUPPLIES	179.	18.	0.	161.
BANK SERVICE CHARGE	29.	29.	0.	0.
TO FORM 990-PF, PG 1, LN 23	21,748.	4,183.	0.	17,565.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT			STATEMENT 8
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND EQUIPMENT	2,475.	894.	1,581.	1,581.
TO 990-PF, PART II, LN 11	2,475.	894.	1,581.	1,581.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE
J.P. MORGAN - 2370 - SEE ATTACHED DETAIL	12,056,315.		12,056,315.
J.P. MORGAN - 2371 - SEE ATTACHED DETAIL	3,936,496.		3,936,496.
J.P. MORGAN - 2372 - SEE ATTACHED DETAIL	3,728,140.		3,728,140.
J.P. MORGAN - 2373 - SEE ATTACHED DETAIL	3,978,345.		3,978,345.
J.P. MORGAN - 2374 - SEE ATTACHED DETAIL	2,282,887.		2,282,887.
J.P. MORGAN - 2375 - SEE ATTACHED DETAIL	2,354,897.		2,354,897.
J.P. MORGAN - 2376 - SEE ATTACHED DETAIL	4,237,493.		4,237,493.
J.P. MORGAN - 2377 - SEE ATTACHED DETAIL	3,916,019.		3,916,019.
J.P. MORGAN - 2378 - SEE ATTACHED DETAIL	7,657,864.		7,657,864.
J.P. MORGAN - 2379 - SEE ATTACHED DETAIL	2,554,211.		2,554,211.
J.P. MORGAN - 7431 - SEE ATTACHED DETAIL	2.		2.
TOTAL TO FORM 990-PF, PART II, LINE 10B	46,702,669.		46,702,669.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HERMES DAEDALUS LLC PARTNERSHIP INTEREST	FMV	15,579,000.	15,579,000.
IP - BHL LICENSE	FMV	115,000.	115,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		15,694,000.	15,694,000.

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FORM 990-PF	SCHEDULE OF CONTROLLED ENTITIES PART VII-A, LINE 11	STATEMENT 11
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NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
AURORA FOUNDATION	86-0873239

ADDRESS	EXCESS BUSINESS HOLDING [ ] YES [X] NO
21 E. CARRILLO STREET, SUITE 130 SANTA BARBARA, CA 93101	

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[illegible]

(D) · Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone