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Form **990-PF****Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

▶ 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.

1909

**2018**

Open to Public Inspection

For calendar year 2018 or tax year beginning OCT 1, 2018, and ending SEPT 30, 2019

Name of foundation

MAZDA FOUNDATION (USA), INC.

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

Room/suite

200 SPECTRUM CTR DRIVE, STE 100

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

IRVINE CA 92618

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 04  
☐ 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) ▶ \$ 9,530,720  
 J Accounting method: ☐ Cash ☒ Accrual  
☐ Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis.)

A Employer identification number

38-2952236

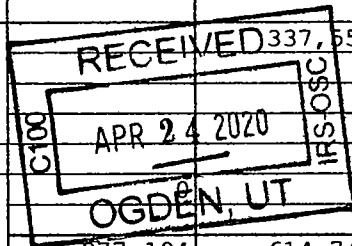
B Telephone number (see instructions)

949-727-1990

C If exemption application is pending, check here ☐ 6D 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) (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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	277,194	277,194	277,194	
	4 Dividends and interest from securities				
	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				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	277,194	614,748	277,194		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 1	7,891			7,983
	b Accounting fees (attach schedule) STMT 1	23,575			23,575
	c Other professional fees (attach schedule) STMT 1	61,429	61,429	61,429	61,429
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 1	11,349			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,187			1,187
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 1	5,883			
	24 Total operating and administrative expenses. Add lines 13 through 23	111,314	61,429	61,429	94,174
	25 Contributions, gifts, grants paid	323,714			455,000
26 Total expenses and disbursements. Add lines 24 and 25	435,028	61,429	61,429	549,174	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(157,834)				
b Net investment income (if negative, enter -0-)		553,319			
c Adjusted net income (if negative, enter -0-)			215,765		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2018)

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing . . . . .	351,321	352,565	352,565
	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 (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .	679		
	10a Investments—U.S. and state government obligations (attach schedule) . . . . .	1,390,944	1,631,177	1,631,177
	b Investments—corporate stock (attach schedule) STMT 2 . . . . .	5,304,243	4,841,335	4,841,335
	c Investments—corporate bonds (attach schedule) STMT 2 . . . . .	1,670,710	1,631,013	1,631,013
Liabilities	11 Investments—land, buildings, and equipment: basis ▶ . . . . .			
	Less: accumulated depreciation (attach schedule) ▶ . . . . .			
	12 Investments—mortgage loans . . . . .			
	13 Investments—other (attach schedule) STMT 2 . . . . .	1,062,559	1,050,150	1,050,150
	14 Land, buildings, and equipment: basis ▶ . . . . .			
	Less: accumulated depreciation (attach schedule) ▶ . . . . .			
	15 Other assets (describe ▶ Interest receivable ) . . . . .	24,645	24,480	24,480
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	9,813,101	9,530,720	9,530,720
	17 Accounts payable and accrued expenses . . . . .	647	555	
	18 Grants payable . . . . .	229,581	98,295	
Net Assets or Fund Balances	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ STMT 2 ) . . . . .	18,347	12,195	
	23 Total liabilities (add lines 17 through 22) . . . . .	248,575	111,045	
	24 Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31. . . . .			
	25 Unrestricted . . . . .	9,564,526	9,419,675	
	26 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	27 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) . . . . .	9,564,526	9,419,675	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .	9,813,101	9,530,720	

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	9,564,526
2	Enter amount from Part I, line 27a . . . . .	2	(157,834)
3	Other increases not included in line 2 (itemize) ▶ STMT 3 . . . . .	3	372,555
4	Add lines 1, 2, and 3 . . . . .	4	9,779,247
5	Decreases not included in line 2 (itemize) ▶ STMT 3 . . . . .	5	359,573
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	9,419,674

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

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>		P	VARIOUS	VARIOUS
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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))	
<b>a</b> 4,377,048		4,039,494	337,554	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }			<b>2</b>	337,554
<b>3</b> 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			<b>3</b>	(2,869)

**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.

(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	526,088	9,392,527	0.0560
2016	566,592	9,099,543	0.0623
2015	900,000	8,617,889	0.1044
2014	1,744,103	9,090,355	0.1919
2013	1,377,584	8,741,029	0.1576
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.5722
<b>3</b> 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			<b>3</b> 0.1144
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			<b>4</b> 9,260,117
<b>5</b> Multiply line 4 by line 3			<b>5</b> 1,059,357
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 5,533
<b>7</b> Add lines 5 and 6			<b>7</b> 1,064,890
<b>8</b> Enter qualifying distributions from Part XII, line 4 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.			<b>8</b> 549,174

**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(c) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	11,066	
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	11,066	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	0	
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	11,066	
6 Credits/Payments.				
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	11,482		
b Exempt foreign organizations—tax withheld at source	6b	0		
c Tax paid with application for extension of time to file (Form 8868)	6c	0		
d Backup withholding erroneously withheld	6d	0		
7 Total credits and payments. Add lines 6a through 6d	7	11,482		
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8			
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	0		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	416		
11 Enter the amount of line 10 to be: <b>Credited to 2019 estimated tax</b> 416 <b>Refunded</b>	11	0		

**Part VII-A Statements Regarding Activities**

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

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

	Yes	No
<b>11</b> At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.		X
<b>12</b> Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.		X
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address <b>▶</b> <u>www.mazdafoundation.org</u>		
<b>14</b> The books are in care of <b>▶</b> <u>KATHLEEN SMITH</u> Telephone no. <b>▶</b> <u>949-727-1990</u>		
Located at <b>▶</b> <u>200 SPECTRUM CTR DR., STE 100, IRVINE, CA</u> ZIP+4 <b>▶</b> <u>92618</u>		
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here <b>▶</b> <input type="checkbox"/> and enter the amount of tax exempt interest received or accrued during the year <b>▶</b> <u>15</u>		
<b>16</b> 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 <b>▶</b>		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
<b>1a</b> 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 type="checkbox"/> Yes <input checked="" 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>b</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 <b>▶</b> <input type="checkbox"/>		
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?		X
<b>2</b> 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)):		
<b>a</b> 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 <b>▶</b> <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
<b>b</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.)		
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <b>▶</b> <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
<b>3a</b> 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>b</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.)		
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		X

**Part VII-B Statements Regarding Activities for Which Form 1720 May Be Required (continued)**

		Yes	No
<b>5a</b>	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))?	<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 type="checkbox"/> Yes	<input checked="" 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>b</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		
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
<b>c</b>	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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
<b>6a</b>	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
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
	If "Yes" to 6b, file Form 8870.		
<b>7a</b>	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
<b>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		
<b>8</b>	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?	<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, and 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
STMT 5				

**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
NONE				

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



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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
<b>1</b> NONE	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> NONE	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	

**Total.** Add lines 1 through 3

0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	9,083,979
<b>b</b>	Average of monthly cash balances	<b>1b</b>	292,675
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	24,480
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	9,401,134
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	9,401,134
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	141,017
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	9,260,117
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	463,006

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	463,006
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5	<b>2a</b>	11,066
<b>b</b>	Income tax for 2018. (This does not include the tax from Part VI.)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	11,066
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	451,940
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0
<b>5</b>	Add lines 3 and 4	<b>5</b>	451,940
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	451,940

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	549,174
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	<b>4</b>	549,174
<b>5</b>	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	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	549,174

**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 . . . . .				451,940
<b>2</b> Undistributed income, if any, as of the end of 2018:				
<b>a</b> Enter amount for 2017 only . . . . .			0	
<b>b</b> Total for prior years: 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2018:				
<b>a</b> From 2013 . . . . .	594,787			
<b>b</b> From 2014 . . . . .	1,300,827			
<b>c</b> From 2015 . . . . .	474,496			
<b>d</b> From 2016 . . . . .	119,826			
<b>e</b> From 2017 . . . . .	66,141			
<b>f</b> Total of lines 3a through e . . . . .	2,556,077			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4: ► \$ 549,174				
<b>a</b> Applied to 2017, but not more than line 2a . . . . .			0	
<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 . . . . .				451,940
<b>e</b> Remaining amount distributed out of corpus . . . . .	97,234			
<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:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	2,653,311			
<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 instructions . . . . .			0	
<b>f</b> Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019 . . . . .				0
<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 (see instructions) . . . . .	594,787			
<b>9</b> Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a . . . . .	2,058,524			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2014 . . . . .	1,300,827			
<b>b</b> Excess from 2015 . . . . .	474,496			
<b>c</b> Excess from 2016 . . . . .	119,826			
<b>d</b> Excess from 2017 . . . . .	66,141			
<b>e</b> Excess from 2018 . . . . .	97,234			

**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 N/A

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

Tax year	Prior 3 years			(e) Total
(a) 2018	(b) 2017	(c) 2016	(d) 2015	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				0
<b>b</b> 85% of line 2a	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon.				
<b>a</b> "Assets" alternative test—enter:				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
<b>c</b> "Support" alternative test—enter:				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> 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).)

NONE

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

NONE

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

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

- a** The name, address, and telephone number or 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</b> <i>Paid during the year</i>  STMT 6				455,000
<b>Total</b>			<b>3a</b>	455,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b>			<b>3b</b>	0

Enter gross amounts unless otherwise indicated.

Analysis of Income-Producing Activities				
Enter gross amounts unless otherwise indicated.				
	Unrelated business income		Excluded by section 512, 513, or 514	
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
				(e) Related or exempt function income (See instructions )
1 Program service revenue:				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments . . . . .				
3 Interest on savings and temporary cash investments			14	333,014
4 Dividends and interest from securities . . . . .				
5 Net rental income or (loss) from real estate:				
a Debt-financed property . . . . .				
b Not debt-financed property . . . . .				
6 Net rental income or (loss) from personal property				
7 Other investment income . . . . .				
8 Gain or (loss) from sales of assets other than inventory				
9 Net income or (loss) from special events . . . . .				
10 Gross profit or (loss) from sales of inventory . . . . .				
11 Other revenue a _____				
b _____				
c _____				
d _____				
e _____				
12 Subtotal. Add columns (b), (d), and (e) . . . . .		0		333,014
13 Total. Add line 12, columns (b), (d), and (e) . . . . .				333,014

(See worksheet in line 13 instructions to verify calculations.)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

N/A
-----

**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) (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		X
	(2) Other assets		X
<b>b</b>	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	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

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

<b>Sign Here</b>	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	3/31/2020 Date	TREASURER/TRUSTEE Title

May the IRS discuss this return with the preparer shown below?  
 See instructions.    ☐ Yes   ☐ No

<b>Paid Preparer Use Only</b>	Pnnnt/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no. ▶	

**FORM 990-PF  
FYE 9/30/2019**

**STATEMENT 6**

**DESCRIPTION**

**PART XV, SUPPLEMENTARY INFORMATION**  
**3.Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient  Name and Address	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
<i>a. Paid during the year</i>				
Boys & Girls Clubs Alabama 203 Eastside Square Huntsville, AL 35804	N/A	EXEMPT	Provide funding for local children programs focusing on educational assistance and reading	50,000
Food Bank of North Alabama PO.Box 18607 Huntsville, AL 35804	N/A	EXEMPT	Provide funding to purchase food for local children welfare and senior aide programs	50,000
Second Harvest Food Bank 8014 Marine Way Irvine, CA 92618	N/A	EXEMPT	Funding for purchase of food	100,000
Greater Huntsville Humane Society 2812 Johnson Rd. Huntsville, AL 35805	N/A	EXEMPT	Provide funding for the humane care, welfare and treatment of animals	20,000
After School All Stars 5670 Wilshire Blvd., Ste 620 Los Angeles, CA 90036	N/A	EXEMPT	Provide funding for STEM programs and purchasing essential STEM-related equipment and tools	100,000
Building Homes for Heroes 65 Roosevelt Ave, Ste 105 Valley Stream, NY 11581	N/A	EXEMPT	Provide funding to build or modify homes for wounded veterans	100,000
The Student Conservation Association, Inc. 4245 N. Fairfax Dr., Ste 825 Arlington, VA 22203	N/A	EXEMPT	Provide funding for programs focusing on education, management and conservation of natural resources.	35,000
Total				<u>455,000</u>

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## STATEMENT 5

DESCRIPTION

## PART VIII, LINE 1 - OFFICERS

	(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
Jeff Guyton 200 Spectrum Ctr Dr., Irvine, CA 92618	Chairman/Trustee 1	0	0	0
Robert Davis 200 Spectrum Ctr Dr., Irvine, CA 92618	Pres/Trustee 1	0	0	0
Kara Hudson 200 Spectrum Ctr Dr., Irvine, CA 92618	Secretary/Trustee 1	0	0	0
Kathleen Smith 200 Spectrum Ctr Dr., Irvine, CA 92618	Treasurer/Trustee 1	0	0	0
Blase De Leo 200 Spectrum Ctr Dr., Irvine, CA 92618	Director/Trustee 1	0	0	0

**FORM 990-PF  
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**STATEMENT 4**

**DESCRIPTION**

PART VII-A, LINE 8a - REGISTERED WITH THE FOLLOWING STATES:

Alabama  
Alaska  
~~Arkansas~~  
California  
Colorado  
Connecticut  
District of Columbia  
Florida  
~~Georgia~~  
Hawaii  
Illinois  
Kansas  
Kentucky  
Maine  
~~Maryland~~  
Massachusetts  
Michigan  
Minnesota  
Mississippi  
New Hampshire  
New Jersey  
New Mexico  
New York  
~~North Carolina~~  
North Dakota  
Ohio  
~~Oklahoma~~  
Oregon  
Pennsylvania  
~~Rhode Island~~  
South Carolina  
Tennessee  
Utah  
Virginia  
Washington  
~~West Virginia~~  
Wisconsin



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## STATEMENT 1

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PART I, LINE 16a - LEGAL FEES FEES TO MAINTAIN LEGAL COMPLIANCE	7,891			7,983
PART I, LINE 16b - ACCOUNTING FEES AUDIT FEES	23,575			23,575
PART I, LINE 16c - OTHER PROFESSIONAL FEES INVESTMENT FEES	61,429	61,429	61,429	61,429
PART I, LINE 18 - TAXES				
FOREIGN TAXES	6,821			
FEDERAL EXCISE TAXES	11,020			
DEFERRED TAXES	(6,492)			
TOTAL	<u>11,349</u>	<u>0</u>	<u>0</u>	<u>0</u>
PART I, LINE 23 - OTHER EXPENSES				
FEDERAL/STATE FILING FEES	5,883			
TOTAL	<u>5,883</u>	<u>0</u>	<u>0</u>	<u>0</u>

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## STATEMENT 2

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	END OF YEAR	
			BOOK VALUE	FAIR MARKET VALUE
PART II, LINE 10a - U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS				
Morgan Stanley Smith Barney LLC	X		1,631,177	1,631,177
TOTAL			<u>1,631,177</u>	<u>1,631,177</u>
PART II, LINE 10b - CORPORATE STOCK				
Morgan Stanley Smith Barney LLC			4,841,335	4,841,335
TOTAL			<u>4,841,335</u>	<u>4,841,335</u>
PART II, LINE 10c - CORPORATE BONDS				
Morgan Stanley Smith Barney LLC			1,631,013	1,631,013
TOTAL			<u>1,631,013</u>	<u>1,631,013</u>
PART II, LINE 13 - OTHER INVESTMENTS				
Morgan Stanley Smith Barney LLC - Corporate fixed income			14,712	14,712
Morgan Stanley Smith Barney LLC - Mutual funds			1,035,438	1,035,438
TOTAL			<u>1,050,150</u>	<u>1,050,150</u>
PART II, LINE 22 - OTHER LIABILITIES				
Excise Tax Payable			341	341
Deferred Excise Tax Payable			11,854	11,854
TOTAL			<u>12,195</u>	<u>12,195</u>

**FORM 990-PF  
FYE 9/30/2019****STATEMENT 3****DESCRIPTION****Part III, LINE 3 - Analysis of Changes in Net Assets or Fund Balances**

Contributions - in-kind services	35,000
Realized gain - investment	337,554
<b>TOTAL</b>	<b><u>372,554</u></b>

**Part III, LINE 5 - Analysis of Changes in Net Assets or Fund Balances**

Accrued admin exp	35,000
Unrealized loss - investment	324,573
<b>TOTAL</b>	<b><u>359,573</u></b>