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EXTENDED TO AUGUST 17, 2020

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 for instructions and the latest information.

1909

OMB No 1545-0052

2018

Open to Public Inspection

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

Name of foundation

WAYNE AND GLADYS VALLEY FOUNDATION

A Employer identification number

95-3203014

Number and street (or P O box number if mail is not delivered to street address) | Room/suite

1939 HARRISON STREET | 510

B Telephone number

(510) 466-6060

6

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

OAKLAND, CA 94612-3532

C If exemption application is pending, check here ▶

G Check all that apply: Initial return | Initial return of a former public charity | Final return | Amended return | Address change | Name change

D 1. Foreign organizations, check here ▶

2. Foreign organizations meeting the 85% test, check here and attach computation ▶

H Check type of organization: [X] Section 501(c)(3) exempt private foundation | Section 4947(a)(1) nonexempt charitable trust | Other taxable private foundation

04

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 370,544,907.

J Accounting method: [X] Cash | Accrual | Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶

03/04

SCANNED FEB 04 2021

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	34,868.	34,868.		STATEMENT 1
	4 Dividends and interest from securities	9,219,900.	9,219,900.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss) 8A				
	6a Net gain or (loss) from sale of assets not on line 10	4,424,505.			
	b Gross sales price for all assets on line 6a 278,990,328.				
	7 Capital gain net income (from Part IV, line 2)		4,424,505.		
	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)				
	11 Other income	18,534.	18,534.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	13,697,807.	13,697,807.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,349,543.	596,412.		753,132.
	14 Other employee salaries and wages	42,026.	21,013.		21,013.
	15 Pension plans, employee benefits	308,961.	129,966.		178,995.
	16a Legal fees STMT 4	61,176.	61,176.		0.
	b Accounting fees STMT 5	57,011.	57,011.		0.
	c Other professional fees STMT 6	80,711.	80,711.		0.
	17 Interest				
	18 Taxes STMT 7	3,539.	0.		0.
	19 Depreciation and depletion	7,656.	0.		
	20 Occupancy	140,930.	45,098.		95,832.
	21 Travel, conferences, and meetings	3,984.	797.		3,187.
	22 Printing and publications	834.	417.		417.
	23 Other expenses STMT 8	677,799.	663,017.		14,782.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,734,170.	1,655,618.		1,067,358.
	25 Contributions, gifts, grants paid	44,233,833.			44,233,833.
	26 **Total expenses and disbursements.** Add lines 24 and 25	46,968,003.	1,655,618.		45,301,191.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-33,270,196.			
	b **Net investment income** (if negative, enter -0-)		12,042,189.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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823501 12-11-18 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2018)

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Part II Balance Sheets

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
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	26,444,460.	12,623,129.	12,623,129.
	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 STMT 11	223,670,366.	219,200,952.	223,066,919.
	b Investments - corporate stock STMT 12	52,999,098.	43,912,187.	72,248,133.
	c Investments - corporate bonds STMT 13	74,046,407.	60,070,093.	61,010,025.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 288,310.			
	Less accumulated depreciation STMT 14▶ 283,394.	12,572.	4,916.	4,916.
	15 Other assets (describe ▶)	1,900,409.	1,591,785.	1,591,785.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	379,073,312.	337,403,062.	370,544,907.
Liabilities	17 Accounts payable and accrued expenses	1,813,188.	1,479,519.	
	18 Grants payable	185,385,500.	181,766,667.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)	8,648,141.	666,579.	
	23 Total liabilities (add lines 17 through 22)	195,846,829.	183,912,765.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	183,226,483.	153,490,297.	
	30 Total net assets or fund balances	183,226,483.	153,490,297.	
	31 Total liabilities and net assets/fund balances	379,073,312.	337,403,062.	

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	183,226,483.
2	Enter amount from Part I, line 27a	2	-33,270,196.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	3,952,503.
4	Add lines 1, 2, and 3	4	153,908,790.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	418,493.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	153,490,297.

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.)
1a	STOCKS	P	VARIOUS	VARIOUS
b	BONDS	P	VARIOUS	VARIOUS
c	TEMPORARY INVESTMENTS	P	VARIOUS	VARIOUS
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	23,735,432.		17,841,248.	5,894,184.
b	119,560,632.		121,030,311.	-1,469,679.
c	135,694,264.		135,694,264.	0.
d				
e				

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))
a				5,894,184.
b				-1,469,679.
c				0.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 4,424,505.

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 N/A

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	60,424,472.	411,468,206.	.146851
2016	29,310,718.	445,907,349.	.065733
2015	21,475,037.	452,329,441.	.047477
2014	13,304,747.	463,224,628.	.028722
2013	11,187,438.	459,339,989.	.024355

2	**Total** of line 1, column (d)	2	.313138
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	.062628
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	371,463,913.
5	Multiply line 4 by line 3	5	23,264,042.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	120,422.
7	Add lines 5 and 6	7	23,384,464.
8	Enter qualifying distributions from Part XII, line 4	8	45,301,191.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	120,422.
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	120,422.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	120,422.
6	Credits/Payments.			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a 307,646.		
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	307,646.
8	Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached		8	0.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	187,224.
11	Enter the amount of line 10 to be: **Credited to 2019 estimated tax** ▶	187,224. **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	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?	1c		X
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.	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	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	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

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	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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RICHARD M. KINGSLAND Telephone no. ▶ 510-466-6060

Located at ▶ 1939 HARRISON STREET, SUITE 510, OAKLAND, CA ZIP+4 ▶ 94612-3532

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

			Yes	No
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year, did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	Yes [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	[X] Yes No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	[ ] Yes [X] No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	[ ] Yes [X] No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions		1b		X
	Organizations relying on a current notice regarding disaster assistance, check here	▶ [ ]			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?		1c		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?	[ ] Yes [X] No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
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	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	Yes [X] 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.)	N/A	3b		
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)*

		Yes	No
5a During the year, did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions N/A	5b		
Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ 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
SEE STATEMENT 17		1,349,543	241,183.	8,853.

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
DODGE & COX, INCORPORATED - 555 CALIFORNIA STREET, 40TH FLOOR, SAN FRANCISCO, CA 94104-1	INVESTMENT MANAGER	474,861.
UNION BANK P.O. BOX 51477, LOS ANGELES, CA 90051-5777	CUSTODIAL SERVICE	80,711.
CAMBRIDGE ASSOCIATES P.O. BOX 412015, BOSTON, MA 02241-2015	INVESTMENT ADVISOR	79,000.
FARELLA BROWN & MARTEL - 235 MONTGOMERY STREET, SAN FRANCISCO, CA 94104	LEGAL FEES	61,176.
MARCUM LLP - 1 MONTGOMERY STREET, STE 1700, SAN FRANCISCO, CA 94104	AUDIT/TAX	57,010.
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
1 N/A	
2	
3	
4	

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
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	369,893,339.
b	Average of monthly cash balances	1b	7,227,385.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	377,120,724.
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	377,120,724.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,656,811.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	371,463,913.
6	**Minimum investment return.** Enter 5% of line 5	6	18,573,196.

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	18,573,196.
2a	Tax on investment income for 2018 from Part VI, line 5 — 2a: 120,422.		
b	Income tax for 2018. (This does not include the tax from Part VI.) — 2b: 2,120.		
c	Add lines 2a and 2b	2c	122,542.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,450,654.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	18,450,654.
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	18,450,654.

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	45,301,191.
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	45,301,191.
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	120,422.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	45,180,769.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				18,450,654.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016 7,260,977.				
e From 2017 40,132,399.				
f **Total** of lines 3a through e	47,393,376.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ $ 45,301,191.				
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				18,450,654.
e Remaining amount distributed out of corpus	26,850,537.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	74,243,913.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	74,243,913.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016 7,260,977.				
d Excess from 2017 40,132,399.				
e Excess from 2018 26,850,537.				

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)

	Tax year	Prior 3 years			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
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:

SEE STATEMENT 18

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
BERKELEY FOOD AND HOUSING PROJECT 1901 FAIRVIEW STREET BERKELEY, CA 94703			SEE STATEMENT	25,000.
BOYS & GIRLS CLUBS OF OAKLAND P.O. BOX 18770 OAKLAND, CA 94619			SEE STATEMENT	30,000.
BOYS & GIRLS CLUBS OF SAN LEANDRO 401 MARINA BOULEVARD SAN LEANDRO, CA 94577			SEE STATEMENT	100,000.
BRENTWOOD LIBRARY FOUNDATION 35 OAK STREET BRENTWOOD, CA 94513			SEE STATEMENT	13,000.
CATHOLIC CHARITIES OF THE DIOCESE OF OAKLAND 433 JEFFERSON STREET OAKLAND, CA 94607			SEE STATEMENT	100,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	44,233,833.
b Approved for future payment				
BERKELEY FOOD AND HOUSING PROJECT 1901 FAIRVIEW STREET BERKELEY, CA 94703			SEE STATEMENT	25,000.
BOYS & GIRLS CLUBS OF OAKLAND P.O. BOX 18770 OAKLAND, CA 94619			SEE STATEMENT	30,000.
BUILDING FUTURES WITH WOMEN & CHILDREN / CORNERSTONE COMMUNITY DEVELOPMENT 1395 BANCROFT AVENUE, SUITE 13 BERKELEY, CA 94577			SEE STATEMENT	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	40,000,000.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	34,868.	
4 Dividends and interest from securities			14	9,219,900.	
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			18	4,424,505.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a LEGAL SETTLEMENT			01	18,534.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		13,697,807.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 13,697,807.

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

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

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).
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
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
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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
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] 5-12-2020 ▶ VICE PRESIDENT

Signature of officer or trustee — Date — Title

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	Check ☐ if self-employed	PTIN
ROGER BULOSAN	[signature]	4/9/20		P00221282

Firm's name ▶ MARCUM LLP — Firm's EIN ▶ 11-1986323

Firm's address ▶ 1 MONTGOMERY STREET SUITE 1700, SAN FRANCISCO, CA 94104 — Phone no. (415) 432-6200

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
CORPUS CHRISTI SCHOOL 322 SAINT JAMES DRIVE PIEDMONT, CA 94611			SEE STATEMENT	25,000.
DIOCESE OF OAKLAND -CYO 2121 HARRISON STREET, SUITE 100 OAKLAND, CA 94612			SEE STATEMENT	15,000.
DIOCESE OF OAKLAND -CYO 2121 HARRISON STREET, SUITE 100 OAKLAND, CA 94612			SEE STATEMENT	2,000,000.
FAMILY AID-CATHOLIC EDUCATION (FACE) 2121 HARRISON STREET OAKLAND, CA 94612			SEE STATEMENT	100,000.
HOLY NAMES HIGH SCHOOL 4660 HARBORD DRIVE OAKLAND, CA 94618			SEE STATEMENT	750,000.
MERCY RETIREMENT AND CARE CENTER 3431 FOOTHILL BOULEVARD OAKLAND, CA 94601			SEE STATEMENT	25,000.
PROJECT OPEN HAND 730 POLK STREET SAN FRANCISCO, CA 94109			SEE STATEMENT	40,000.
RANCHO SANTE FE ATTACK SOCCER CLUB 616 STEVENS AVENUE SOLANA BEACH, CA 92075			SEE STATEMENT	7,500.
ST. VINCENT DE PAUL SOCIETY (CONTRA COSTA) 2210 GLADSTONE DRIVE PITTSBURG, CA 94565			SEE STATEMENT	25,000.
STUDENTS RISING ABOVE P.O. BOX 29174 SAN FRANCISCO, CA 94129			SEE STATEMENT	150,000.
Total from continuation sheets				43,965,833.

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
THE NATIONAL WORLD WAR MUSEUM 945 MAGAZINE STREET NEW ORLEANS, LA 70130			SEE STATEMENT	5,000,000.
UNIVERSITY FOUNDATION, CALIFORNIA STATE UNIVERSITY, CHICO 400 WEST FIRST STREET CHICO, CA 95920			SEE STATEMENT	15,000.
UNIVERSITY FOUNDATION, CALIFORNIA STATE UNIVERSITY, CHICO 400 WEST FIRST STREET CHICO, CA 95920			SEE STATEMENT	3,000.
BLDG, FURTURES WITH WOMEN & CHILDREN/CORNERSTONE 1395 BANCROFT AVENUE, SUITE 13 BERKELEY, CA 94577			SEE STATEMENT	25,000.
CONTRA COSTA CRISIS CENTER 307 LENNON LANE WALNUT CREEK, CA 94598			SEE STATEMENT	25,000.
DAVIS STREET COMMUNITY CENTER (WAS FAMILY RESOURCE CENTER) 3081 TEAGARDEN STREET SAN LEANDRO, CA 94577			SEE STATEMENT	25,000.
DOWN SYNDROME CONNECTION OF THE BAY AREA 101-J TOWN AND COUNTRY DRIVE DANVILLE, CA 94526			SEE STATEMENT	50,000.
EAST BAY CENTER FOR THE PERFORMING ARTS 339 ELEVENTH STREET RICHMOND, CA 94801			SEE STATEMENT	10,000.
FRANCISCAN FRIARS OF CALIFORNIA 1500 34TH AVENUE OAKLAND, CA 94601			SEE STATEMENT	50,000.
HANDS OF HOPE P.O. BOX 88 YUBA CITY, CA 95992			SEE STATEMENT	30,000.
Total from continuation sheets				

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
MAGDALENA ECKE FAMILY YMCA 200 SAXONY ROAD ENCINITAS, CA 92024			SEE STATEMENT	5,000.
MARINE TOYS FOR TOTS FOUNDATION 3225 WILLOW PASS ROAD CONCORD, CA 94519			SEE STATEMENT	25,000.
NORTH VALLEY COMMIMITY FOUNDATION 240 MAIN STREET, SUITE 260 CHICO, CA 95928			SEE STATEMENT	1,000,000.
NORTHERN CALIFORNIA PGA FOUNDATION 411 DAVIS STREET, SUITE 103 VACAVILLE, CA 95688			SEE STATEMENT	37,000.
OAKWOOD SCHOOLS FOUNDATION (THE DAYTON FDYN.) P.O. BOX 351 DAYTON, OH 45409			SEE STATEMENT	50,000.
OREGON STATE UNIVERSITY FOUNDATION 850 SW 35TH STREET CORVALLIS, OR 97333			SEE STATEMENT	13,333,333.
REDWOOD CHRISTIAN SCHOOLS 4200 JAMES AVENUE CASTRO VALLEY, CA 94546			SEE STATEMENT	350,000.
SALVATION ARMY - ALAMEDA COUNTY COMMAND P.O. BOX 2058 SAN LEANDRO, CA 94577			SEE STATEMENT	25,000.
SAN FRANCISCO MARITIME NATIONAL PARK ASSOCIATION P.O. BOX 470310 SAN FRANCISCO, CA 94147-0310			SEE STATEMENT	50,000.
SISTERS OF THE HOLY NAMES P.O. BOX 907 LOS GATOS, CA 95031-0907			SEE STATEMENT	50,000.
Total from continuation sheets				

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
SOCIETY OF ST. VINCENT DE PAUL OF ALAMEDA COUNTY 2272 SAN PABLO AVENUE OAKLAND, CA 94612			SEE STATEMENT	25,000.
ST. JOSEPH NOTRE DAME HIGH SCHOOL 1011 CHESTNUT STREET ALAMEDA, CA 94501			SEE STATEMENT	50,000.
ST. MARY'S CENTER 925 BROCKHURST STREET OAKLAND, CA 94608			SEE STATEMENT	50,000.
ST. VINCENT DE PAUL VILLAGE 3350 E STREET SAN DIEGO, CA 92102-3332			SEE STATEMENT	25,000.
TEACH FOR AMERICA, INC. 685 MARKET STREET SAN FRANCISCO, CA 94105			SEE STATEMENT	450,000.
UCSF BENIOFF'S CHILDREN'S HOSPITAL FOUNDATION LOCKBOX 45339 SAN FRANCISCO, CA 94145-0339			SEE STATEMENT	25,000.
USO 2111 WILSON BLVD., SUITE 1200 ARLINGTON, VA 22201			SEE STATEMENT	25,000.
WEST COUNTY ADULT DAY CARE/ALZHEIMERS RESPITE CENTER 1015 NEVIN AVENUE, SUITE 108 RICHMOND, CA 94801			SEE STATEMENT	20,000.
UCSF FOUNDATION/THAT MAN MAY SEE 10 KORET WAY K 301 SAN FRANCISCO, CA 94143-0730			SEE STATEMENT	20,000,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (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
BUTTE HUMANE SOCIETY 2580 FAIR STREET CHICO, CA 95928			SEE STATEMENT	500,000.
CARDINAL NEWMAN HIGH SCHOOL 50 URSULINE ROAD SANTA ROSA, CA 94503			SEE STATEMENT	16,000,000.
CHARTER SCHOOL OF MORGAN HILL 9530 MONTEREY ROAD MORGAN HILL, CA 95037-9356			SEE STATEMENT	300,000.
COLLEGE PREPARATORY SCHOOL 6100 BROADWAY OAKLAND, CA 94618-1824			SEE STATEMENT	8,000,000.
CONTRA COSTA CRISIS CENTER 307 LENNON LANE WALNUT CREEK, CA 94598			SEE STATEMENT	25,000.
DAVIS STREET COMMUNITY CENTER (WAS FAMILY RESOURCE CENTER) 3081 TEAGARDEN STREET SAN LEANDRO, CA 94577			SEE STATEMENT	25,000.
DOWN SYNDROME CONNECTION OF THE BAY AREA 101-J TOWN AND COUNTRY DRIVE DANVILLE, CA 94526			SEE STATEMENT	100,000.
FOUNDATION FOR HEARING RESEARCH/WEINGARGEN CHILDREN'S CENTER 3518 JEFFERSON AVENUE REDWOOD CITY, CA 94062			SEE STATEMENT	10,000.
FRAZIER FARMSTEAD MUSEUM 1403 CHESTNUT STREET MILTON-FREEWATER, OR 97862			SEE STATEMENT	40,000.
HANDS OF HOPE P.O. BOX 88 YUBA CITY, CA 95992			SEE STATEMENT	30,000.
Total from continuation sheets				39,920,000.

823635
04-01-18

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (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
HEAD-ROYCE SCHOOL 4315 LINCOLN AVENUE OAKLAND, CA 94602			SEE STATEMENT	6,000,000.
MARINE TOYS FOR TOTS FOUNDATION 3225 WILLOW PASS ROAD CONCORD, CA 94519			SEE STATEMENT	25,000.
MERCY RETIREMENT AND CARE CENTER 3431 FOOTHILL BOULEVARD OAKLAND, CA 94601			SEE STATEMENT	25,000.
OREGON STATE UNIVERSITY FOUNDATION 850 SW 35TH STREET CORVALLIS, OR 97333			SEE STATEMENT	2,000,000.
SALESIAN COLLEGE PREPARATORY 2851 SALESIAN AVENUE RICHMOND, CA 94804			SEE STATEMENT	6,000,000.
SALVATION ARMY - ALAMEDA COUNTY COMMAND P.O. BOX 18740 OAKLAND, CA 94619			SEE STATEMENT	25,000.
SOCIETY OF ST. VINCENT DE PAUL OF ALAMEDA COUNTY 2272 SAN PABLO AVENUE OAKLAND, CA 94612			SEE STATEMENT	25,000.
SOCIETY OF ST. VINCENT DE PAUL OF CONTRA COSTA COUNTY 2210 GLADSTONE DRIVE PITTSBURG, CA 94565			SEE STATEMENT	25,000.
SORRY WORKS! P.O. BOX 531 GLEN CARBON, IL 62034			SEE STATEMENT	25,000.
ST. JOSEPH NOTRE DAME HIGH SCHOOL 1011 CHESTNUT STREET ALAMEDA, CA 94501			SEE STATEMENT	50,000.
Total from continuation sheets				

823635
04-01-18

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (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
ST. JOSEPH SCHOOL (FREMONT) 43222 MISSION BOULEVARD FREMONT, CA 94539			SEE STATEMENT	75,000.
ST. MARY'S CENTER 925 BROCKHURST STREET OAKLAND, CA 94603			SEE STATEMENT	50,000.
ST. VINCENT DE PAUL VILLAGE 3350 E STREET SAN DIEGO, CA 92102			SEE STATEMENT	25,000.
TEACH FOR AMERICA, INC. 685 MARKET STREET SAN FRANCISCO, CA 94105			SEE STATEMENT	450,000.
UCSF BENIOFF'S CHILDREN'S HOSPITAL & RESEARCH FOUNDATION LOCKBOX 45339 SAN FRANCISCO, CA 94145-0339			SEE STATEMENT	25,000.
USO 2111 WILSON BLVD., SUITE 1200 ARLINGTON, VA 22201			SEE STATEMENT	25,000.
WEST COUNTY ADULT DAY CARE/ALZHEIMERS RESPITE CENTER 1015 NEVIN AVENUE, SUITE 108 RICHMOND, CA 94801			SEE STATEMENT	40,000.
Total from continuation sheets				

Part XV **Supplementary Information**

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

NAME OF RECIPIENT - SISTERS OF THE HOLY NAMES

REPLACE THE HVAC UNIT IN THE HOLY SPIRIT CHAPEL AND OTHER REPAIR &

MAINTENANCE NEEDS OF THE ROSE MARIE CENTER

NAME OF RECIPIENT - ST. JOSEPH NOTRE DAME HIGH SCHOOL

TWO-YEAR BUDGET SUPPORT FOR TUITION ASSISTANCE FOR FORMER ST. ELIZABETH

HS STUDENTS DURING THE 2018/2019 AND 2019-2020 SCHOOL YEARS.

Part XV Supplementary Information

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

NAME OF RECIPIENT - HEAD-ROYCE SCHOOL

RENOVATION OF THE ACILITIES AT THE LINCOLN CHILD CENTER SITE (LIMITED TO THE TWO STEM BUILDINGS AND THE

NAME OF RECIPIENT - ST. JOSEPH NOTRE DAME HIGH SCHOOL

2-YEAR BUDGET SUPPORT FOR TUITION ASSISTANCE FOR THE FORMER ST. ELIZABETH HS STUDENTS DURING THE 2018/2019 AND 2019/2020 SCHOOL YEARS

NAME OF RECIPIENT - ST. MARY'S CENTER

BUDGET SUPPORT FOR CHRISTMAS 2019 PROGRAMS FOR THE NEEDY IN THE EAST BAY RUN BY ST. MARY'S CENTER AND A FRIENDLY MANOR.

FORM 990-PF INTERCEPT ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	34,868.	34,868.	
TOTAL TO PART I, LINE 3	34,868.	34,868.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	9,219,900.	0.	9,219,900.	9,219,900.	
TO PART I, LINE 4	9,219,900.	0.	9,219,900.	9,219,900.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LEGAL SETTLEMENT	18,534.	18,534.	
TOTAL TO FORM 990-PF, PART I, LINE 11	18,534.	18,534.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	61,176.	61,176.		0.
TO FM 990-PF, PG 1, LN 16A	61,176.	61,176.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEES	45,835.	45,835.		0.
TAX PREPARATION FEES	6,953.	6,953.		0.
ACCOUNTING ADVICE	4,223.	4,223.		0.
TO FORM 990-PF, PG 1, LN 16B	57,011.	57,011.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAL FEES	80,711.	80,711.		0.
TO FORM 990-PF, PG 1, LN 16C	80,711.	80,711.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBIT FOR 2018 PAID 2.15.19	1,419.	0.		0.
UBIT FOR 2019 PAID 2.15.19	2,120.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,539.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES	591,694.	591,694.		0.
OFFICE EXPENSE	29,564.	14,782.		14,782.
INSURANCE	56,541.	56,541.		0.
TO FORM 990-PF, PG 1, LN 23	677,799.	663,017.		14,782.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 9

DESCRIPTION	AMOUNT
INCREASE IN GRANTS PAYABLE	3,618,833.
DECREASE IN INCENTIVE/RETENTION PAYABLE	327,983.
DECREASE IN ACCOUNTS PAYABLE	5,687.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,952,503.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 10

DESCRIPTION	AMOUNT
DECREASE IN INTEREST RECEIVABLE	184,641.
INCREASE IN EXCISE TAX PAYABLE	109,869.
DECREASE IN EXCISE TAX RECEIVABLE	123,983.
TOTAL TO FORM 990-PF, PART III, LINE 5	418,493.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT & MUNICIPAL BONDS	X		219,200,952.	223,066,919.
TOTAL U.S. GOVERNMENT OBLIGATIONS			219,200,952.	223,066,919.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			219,200,952.	223,066,919.

FORM 990-PF	CORPORATE STOCK	STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	43,912,187.	72,248,133.
TOTAL TO FORM 990-PF, PART II, LINE 10B	43,912,187.	72,248,133.

FORM 990-PF CORPORATE BONDS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	60,070,093.	61,010,025.
TOTAL TO FORM 990-PF, PART II, LINE 10C	60,070,093.	61,010,025.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE	86,226.	86,226.	0.
FURNITURE	46,254.	46,254.	0.
FURNITURE	3,117.	3,117.	0.
LEASEHOLD IMPROVEMENTS	58,692.	58,692.	0.
PROPERTY, PLANT & EQUIPMENT	2,498.	2,498.	0.
PROPERTY, PLANT & EQUIPMENT	330.	330.	0.
PROPERTY, PLANT & EQUIPMENT	1,006.	1,006.	0.
WALL HANGINGS/ART WORK	38,828.	38,828.	0.
WALL HANGINGS/ART WORK	1,775.	1,775.	0.
PROPERTY, PLANT & EQUIPMENT	11,305.	11,305.	0.
PROPERTY, PLANT & EQUIPMENT	36,467.	32,820.	3,647.
PROPERTY, PLANT & EQUIPMENT	1,812.	543.	1,269.
TOTAL TO FM 990-PF, PART II, LN 14	288,310.	283,394.	4,916.

FORM 990-PF OTHER ASSETS STATEMENT 15

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE	1,592,720.	1,408,080.	1,408,080.
EXCISE TAX RECEIVABLE	307,689.	183,705.	183,705.
TO FORM 990-PF, PART II, LINE 15	1,900,409.	1,591,785.	1,591,785.

FORM 990-PF — OTHER LIABILITIES — STATEMENT 16

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE	556,710.	666,579.
PAYABLE FOR THE PURCHASE OF SECURITIES	8,091,431.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	8,648,141.	666,579.

FORM 990-PF — PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS — STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TAMARA A. VALLEY 1939 HARRISON STREET, SUITE #510 OAKLAND, CA 94612	CHAIRWOMAN/PRESIDENT 10.00	37,000.	0.	0.
BARBARA B. LASALLE 1939 HARRISON STREET, SUITE #510 OAKLAND, CA 94612	DIRECTOR 10.00	37,000.	0.	0.
JOHN V. STOCK 1939 HARRISON STREET, SUITE #510 OAKLAND, CA 94612	DIRECTOR 10.00	37,000.	0.	0.
MICHAEL D. DESLER 1939 HARRISON STREET, SUITE #510 OAKLAND, CA 94612	EXECUTIVE DIRECTOR 40.00	369,044.	100,092.	2,951.
RICHARD M. KINGSLAND 1939 HARRISON STREET, SUITE #510 OAKLAND, CA 94612	DIRECTOR/CFO/VICE PRESIDEN 40.00	588,003.	73,963.	2,951.
CAROLYN A. WORTH 1939 HARRISON STREET, SUITE #510 OAKLAND, CA 94612	SECRETARY/ASST. VICE PRESI 40.00	281,496.	67,128.	2,951.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		1,349,543.	241,183.	8,853.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 18
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MR. MICHAEL DESLER, EXECUTIVE DIRECTOR
1939 HARRISON STREET, SUITE 510
OAKLAND, CA 94612-3532

TELEPHONE NUMBER

510-466-6060

FORM AND CONTENT OF APPLICATIONS

APPLICATION SHOULD INDICATE THE HISTORY OF THE ORGANIZATION'S EDUCATIONAL, RELIGIOUS, OR CHARITABLE PURPOSE AND INCLUDE THE PRIMARY AND/OR PURPOSE FOR WHICH THE GRANTS WILL BE USED.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE - PRIMARY CONSIDERATION IS GIVEN TO ORGANIZATIONS PRINCIPALLY SERVING THE EAST BAY AREA OF SAN FRANCISCO.

2018 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
2	FURNITURE	VARIOUS	200DB	7.00	HY	17	86,226.				86,226.	86,226.		0.	86,226.
3	FURNITURE	VARIOUS	200DB	7.00	HY	17	46,254.				46,254.	46,254.		0.	46,254.
4	FURNITURE	VARIOUS	200DB	7.00	HY	17	3,117.				3,117.	3,117.		0.	3,117.
5	LEASEHOLD IMPROVEMENTS	VARIOUS	200DB	10.00	HY	17	58,692.				58,692.	58,692.		0.	58,692.
6	PROPERTY, PLANT & EQUIPMENT	VARIOUS	200DB	5.00	HY	17	2,498.				2,498.	2,498.		0.	2,498.
7	PROPERTY, PLANT & EQUIPMENT	VARIOUS	200DB	5.00	HY	17	330.				330.	330.		0.	330.
9	PROPERTY, PLANT & EQUIPMENT	VARIOUS	200DB	5.00	HY	17	1,006.				1,006.	1,006.		0.	1,006.
11	WALL HANGINGS/ART WORK	VARIOUS	200DB	5.00	HY	17	38,828.				38,828.	38,828.		0.	38,828.
12	WALL HANGINGS/ART WORK	VARIOUS	200DB	5.00	HY	17	1,775.				1,775.	1,775.		0.	1,775.
23	PROPERTY, PLANT & EQUIPMENT	VARIOUS	200DB	5.00	HY	17	11,305.				11,305.	11,305.		0.	11,305.
34	PROPERTY, PLANT & EQUIPMENT	VARIOUS	200DB	5.00	HY	17	36,467.				36,467.	25,526.		7,294.	32,820.
35	PROPERTY, PLANT & EQUIPMENT	VARIOUS	200DB	5.00	HY	17	1,812.				1,812.	181.		362.	543.
	* TOTAL 990-PF PG 1 DEPR						288,310.				288,310.	275,738.		7,656.	283,394.

828111 04-01-18 (D) - Asset disposed * ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone