

Form **990-PF**  
 Department of the Treasury  
 Internal Revenue Service

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

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

OMB No. 1545-0052  
**2019**  
**Open to Public Inspection**

**For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019**

Name of foundation Lily Lai Foundation		<b>A Employer identification number</b> 27-1159623	
Number and street (or P.O. box number if mail is not delivered to street address) 4227 Mancilla Ct	Room/suite	<b>B Telephone number (see instructions)</b> (858) 537-7130	
City or town, state or province, country, and ZIP or foreign postal code San Diego, CA 92130		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here..... <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>	
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ..... <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <u>16,569,242</u>		<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	
		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ..... <input type="checkbox"/>	

	<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	2,488	2,488		
	<b>4</b> Dividends and interest from securities	283,027	283,027		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	495,152			
	<b>b</b> Gross sales price for all assets on line 6a	2,637,056			
	<b>7</b> Capital gain net income (from Part IV, line 2)		495,152		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	780,667	780,667			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.				
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)				
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	11,855	4,101		
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	1,847	1,128		
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	13,702	5,229		0
	<b>25</b> Contributions, gifts, grants paid	778,000			778,000
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	791,702	5,229		778,000	
<b>27</b> Subtract line 26 from line 12:					
<b>a Excess of revenue over expenses and disbursements</b>	-11,035				
<b>b Net investment income</b> (if negative, enter -0-)		775,438			
<b>c Adjusted net income</b> (if negative, enter -0-)					

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	29,687	7,726	7,726
	<b>2</b> Savings and temporary cash investments . . . . .	1,624,642	1,816,361	1,816,361
	<b>3</b> Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .	16,662	9,208	9,208
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	12,515,161	14,735,947	14,735,947
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			
	<b>14</b> Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	14,186,152	16,569,242	16,569,242	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	110	18	
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	110	18	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow FASB ASC 958, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24, 25, 29 and 30.</b>			
	<b>24</b> Net assets without donor restrictions . . . . .	14,186,042		
	<b>25</b> Net assets with donor restrictions . . . . .			
	<b>Foundations that do not follow FASB ASC 958, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 26 through 30.</b>			
	<b>26</b> Capital stock, trust principal, or current funds . . . . .			
	<b>27</b> Paid-in or capital surplus, or land, bldg., and equipment fund			
	<b>28</b> Retained earnings, accumulated income, endowment, or other funds			
<b>29 Total net assets or fund balances</b> (see instructions) . . . . .	14,186,042	16,569,224		
<b>30 Total liabilities and net assets/fund balances</b> (see instructions) .	14,186,152	16,569,242		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>			
<b>1</b> Total net assets or fund balances at beginning of year—Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return) . . . . .		<b>1</b>	14,186,042
<b>2</b> Enter amount from Part I, line 27a . . . . .		<b>2</b>	-11,035
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____		<b>3</b>	2,394,217
<b>4</b> Add lines 1, 2, and 3 . . . . .		<b>4</b>	16,569,224
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____		<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .		<b>6</b>	16,569,224

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1 a</b> Publicly Traded Securities (Wells ST)	P		
<b>b</b> Publicly Traded Securities (Wells LT)	P		
<b>c</b> Publicly Traded Securities (Merrill ST)	P		
<b>d</b> Publicly Traded Securities (Merrill LT)	P		
<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> 513,325		509,750	3,575
<b>b</b> 1,452,404		989,350	463,054
<b>c</b> 528,008		506,894	21,114
<b>d</b> 143,319		135,910	7,409
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			3,575
<b>b</b>			463,054
<b>c</b>			21,114
<b>d</b>			7,409
<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>	495,152
<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>	495,152

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	764,593	15,938,597	0.04797
2017	676,025	13,995,550	0.04830
2016	619,353	12,217,941	0.05069
2015	611,343	12,534,711	0.04877
2014	531,491	12,778,384	0.04159

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.237331
<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>	0.047466
<b>4</b> Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	<b>4</b>	15,467,397
<b>5</b> Multiply line 4 by line 3	<b>5</b>	734,175
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	7,754
<b>7</b> Add lines 5 and 6	<b>7</b>	741,929
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	778,000

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)

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, domestic foundations, tax under section 511, subtitle A tax, and total tax due. Total tax due is 9,208.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaign participation, political expenditures, and other activities. Includes Yes/No columns.

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

<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. . . . .	<b>11</b>		<b>No</b>
<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 . . . . .	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of ▶ <u>George Lai</u> Telephone no. ▶ <u>(858) 537-7130</u>			
	Located at ▶ <u>4227 Mancilla Ct San Diego CA</u> ZIP+4 ▶ <u>921302203</u>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <b>15</b>			
<b>16</b>	At any time during calendar year 2019, 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>16</b>	<b>Yes</b>	<b>No</b>

**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.**

		<b>Yes</b>	<b>No</b>
<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? ( <b>Exception.</b> 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 <b>any</b> 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. ▶ <input type="checkbox"/>	<b>1b</b>	<b>No</b>
<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 2019? . . . . .	<b>1c</b>	<b>No</b>
<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 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? . . . . . If "Yes," list the years ▶ 20____, 20____, 20____, 20____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions.) . . . . .	<b>2b</b>	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
<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 2019 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 2019.) . . . . .	<b>3b</b>	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>No</b>
<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 2019?	<b>4b</b>	<b>No</b>



**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".</b>		
(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>	
<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>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
Total. Add lines 1 through 3 . . . . . ▶	

**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>	15,654,188
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	48,753
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	15,702,941
<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>	15,702,941
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	235,544
<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>	15,467,397
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	773,370

**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>	773,370
<b>2a</b>	Tax on investment income for 2019 from Part VI, line 5. . . . .	<b>2a</b>	7,754
<b>b</b>	Income tax for 2019. (This does not include the tax from Part VI.). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	7,754
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	<b>3</b>	765,616
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	765,616
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	<b>7</b>	765,616

**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>	778,000
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. . . . .	<b>2</b>	
<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>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<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>	778,000
<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>	7,754
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	770,246

**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 2018	(c) 2018	(d) 2019
<b>1</b> Distributable amount for 2019 from Part XI, line 7				765,616
<b>2</b> Undistributed income, if any, as of the end of 2019:				
<b>a</b> Enter amount for 2018 only. . . . .			585,635	
<b>b</b> Total for prior years: 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2019:				
<b>a</b> From 2014. . . . .				
<b>b</b> From 2015. . . . .				
<b>c</b> From 2016. . . . .				
<b>d</b> From 2017. . . . .				
<b>e</b> From 2018. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ <u>778,000</u>				
<b>a</b> Applied to 2018, but not more than line 2a			585,635	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2019 distributable amount. . . . .				192,365
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2019. (If an amount appears in column (d), the same amount must be shown in column (a).)				
<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				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<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. . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020 . . . . .				573,251
<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). . . . .				
<b>8</b> Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2015. . . . .				
<b>b</b> Excess from 2016. . . . .				
<b>c</b> Excess from 2017. . . . .				
<b>d</b> Excess from 2018. . . . .				
<b>e</b> Excess from 2019. . . . .				

**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 2019, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
<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 . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<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 . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<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) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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).)

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

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

Check here  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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>			<b>▶ 3a</b>	778,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>			<b>▶ 3b</b>	



Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

Part XVII

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?

Table with 3 columns: Question, Yes, No. Rows include 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, and 1c Sharing of facilities.

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash.
(2) Other assets.

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

Schedule table with 4 columns: (a) Line No., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? [ ] Yes [x] No

b If "Yes," complete the following schedule.

Schedule table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here

Signature of officer or trustee: \*\*\*\*\* Date: 2020-10-12 Title: \*\*\*\*\*

May the IRS discuss this return with the preparer shown below (see instr.) [ ] Yes [ ] No

Paid Preparer Use Only

Table for Paid Preparer Use Only with fields: Print/Type preparer's name, Preparer's Signature, Date, Check if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a)</b> Name and address	Title, and average hours per week <b>(b)</b> devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	Expense account, <b>(e)</b> other allowances
George Lai 4227 Mancilla Ct San Diego, CA 92130	President & Dir 5.00	0		
Edwin Luwa 4227 Mancilla Ct San Diego, CA 92130	Secretary & Dir 1.00	0		
Doreen Young 4227 Mancilla Ct San Diego, CA 92130	Treasurer & Dir 1.00	0		
Antoinette Haskel 4227 Mancilla Ct San Diego, CA 92130	Director 1.00	0		
Ching Huang 4227 Mancilla Ct San Diego, CA 92130	Director 1.00	0		

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
UC San Diego Foundation 9500 Gilman Drive San Diego, CA 92093	N/A	PC	Moores Cancer Center Program	100,000
San Diego Public Library Foundation 330 Park Boulevard San Diego, CA 92101	N/A	PC	Program/General Support	100,000
Monarch School Project 1625 Newton Avenue San Diego, CA 92113	N/A	PC	Program/General Support	30,000
<b>Total . . . . . ▶ 3a</b>				778,000

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
YWCA of San Diego County 1012 C Street San Diego, CA 92101	N/A	PC	Program/General Support	60,000
Feeding San Diego 9455 Waples Street Suite 135 San Diego, CA 92121	N/A	PC	Program/General Support	60,000
Children's Alopecia Project 906 Penn Avenue Wyomissing, PA 19610	N/A	PC	Program/General Support	3,000
<b>Total . . . . . ▶ 3a</b>				778,000

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Casa de Amparo 325 Buena Creek Road San Marcos, CA 92069	N/A	PC	Program/General Support	50,000
Just in Time for Foster Youth PO Box 81292 San Diego, CA 92138	N/A	PC	Program/General Support	30,000
A Reason to Survive 200 E 12th Street National City, CA 91950	N/A	PC	Program/General Support	40,000
<b>Total . . . . . ▶ 3a</b>				778,000

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Reality Changers 3910 University Avenue Suite 300-RC San Diego, CA 92105	N/A	PC	Program/General Support	10,000
Community Resource Center 650 Second Steet Encinitas, CA 92024	N/A	PC	Program/General Support	10,000
Computers 2 SD Kids8324 Miramar Mall San Diego, CA 92121	N/A	PC	Program/General Support	10,000
<b>Total . . . . . ▶ 3a</b>				778,000

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Promises2Kids9400 Ruffin Court Suite A San Diego, CA 92123	N/A	PC	Program/General Support	30,000
Women's Resource Center 1963 Apple Steet Oceanside, CA 92054	N/A	PC	Program/General Support	10,000
A Bridge for Kids 4445 Eastgate Mall Ste 200 San Diego, CA 92121	N/A	PC	Program/General Support	5,000
<b>Total . . . . . ▶ 3a</b>				778,000

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
California CASA Association PO Box 70675 Oakland, CA 94612	N/A	PC	Program/General Support	20,000
Kitchens for Good 404 Euclid Ave San Diego, CA 92114	N/A	PC	Program/General Support	10,000
San Diego Center for Children 3002 Armstrong Street San Diego, CA 92111	N/A	PC	Program/General Support	20,000
<b>Total . . . . .</b>				778,000

**▶ 3a**

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Ocean Discovery Institute 4255 Thorn Street San Diego, CA 92105	N/A	PC	Program/General Support	10,000
UC San Diego Foundation 9500 Gilman Drive La Jolla, CA 92093	N/A	PC	Preuss School Program	10,000
San Diego Children's Discovery Muse 320 North Broadway Escondido, CA 92025	N/A	PC	Program/General Support	10,000
<b>Total . . . . . ▶ 3a</b>				778,000

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Salk Institute 10010 N Torrey Pines Rd La Jolla, CA 92037	N/A	PC	Salk Cancer Center Program	50,000
Voices for Children 2851 Meadow Lark Drive San Diego, CA 92123	N/A	PC	Program/General Support	100,000
<b>Total . . . . .</b> ▶ <b>3a</b>				778,000

**TY 2019 Investments Corporate Stock Schedule****Name:** Lily Lai Foundation**EIN:** 27-1159623**Software ID:** 19009920**Software Version:** 2019v5.0**Investments Corporation Stock Schedule**

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
WFA:ALIBABA (BABA)	254,520	254,520
WFA:ALPHABET (GOOG)	738,035	738,035
WFA:AMAZON (AMZN)	1,062,508	1,062,508
WFA:AMERICA MOVIL (AMX)	353,600	353,600
WFA:APACHE (APA)	35,826	35,826
WFA:APPLE (AAPL)		
WFA:AT&T (T)	141,899	141,899
WFA:AUTONATION (AN)		
WFA:BAIDU (BIDU)	176,960	176,960
WFA:BANK OF AMERICA (BAC)	179,622	179,622
WFA:BHP BILLITON (BHP)	76,594	76,594
WFA:BIOGEN (BIIB)	178,038	178,038
WFA:CBS (CBS)		
WFA:CITIGROUP (C)	135,813	135,813
WFA:COCA-COLA (KO)	121,770	121,770
WFA:DICKS SPORTING GOODS (DKS)		
WFA:FACEBOOK (FB)	328,400	328,400
WFA:FORD MOTOR (F)	89,280	89,280
WFA:FOX CORP (FOXA)	9,861	9,861
WFA:GENERAL ELECTRIC (GE)	11,160	11,160
WFA:GENERAL MOTORS (GM)	157,380	157,380
WFA:GOLDCORP (GG)		
WFA:GOLDMAN SACHS (GS)		
WFA:HONDA MOTOR (HMC)	90,592	90,592
WFA:HP (HPQ)	20,550	20,550
WFA:INTEL (INTC)	544,635	544,635
WFA:INTERNATIONAL BUSINESS MACHINE (IBM)	335,100	335,100
WFA:JPMORGAN CHASE (JPM)	1,449,760	1,449,760
WFA:METLIFE (MET)		
WFA:MICHAEL KORS (KORS)		

## Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WFA:MORGAN STANLEY (MS)	25,560	25,560
WFA:NEWMONT GOLDCORP CORP (NEM)	133,956	133,956
WFA:ORACLE (ORCL)	291,390	291,390
WFA:PENSKE AUTO GROUP (PAG)	130,572	130,572
WFA:PENTAIR (PNR)		
WFA:PETROLEO BRASILEIRO (PBR/A)	326,748	326,748
WFA:QUALCOMM (QCOM)	335,274	335,274
WFA:SCHLUMBERGER (SLB)	20,100	20,100
WFA:SIEMENS (SIEGY)	32,485	32,485
WFA:TEVA PHARMACEUTICAL (TEVA)	133,280	133,280
WFA:TOYOTA MTR (TM)	14,054	14,054
WFA:TRANSOCEAN (RIG)	8,256	8,256
WFA:TWENTY-FIRST CENTY (FOXA)		
WFA:URBAN OUTFITTERS (URBN)	27,770	27,770
WFA:VALE	769,045	769,045
WFA:VERIZON COMMUNICATIONS (VZ)	202,620	202,620
WFA:WAL-MART (WMT)	118,840	118,840
WFA:YELP	76,626	76,626
WFA:CHEVERON (CVX)	48,204	48,204
WFA:JOHNSON CTRLS INTL (JCI)	47,590	47,590
WFA:SHIRE (SHPG)		
WFA:ALEXION PHARMA (ALXN)	32,445	32,445
WFA:AMERISOURCEBERGEN (ABC)	25,506	25,506
WFA:BRIGHTHOUSE FINL (BHF)	3,923	3,923
WFA:BRISTOL MYERS SQUIBB (BMY)	115,542	115,542
WFA:CELGENE CORP (CELG)		
WFA:CHEESECAKE FACTORY (CAKE)	38,860	38,860
WFA:GILEAD SCIENCES (GILD)	25,992	25,992
WFA:KROGER COMPANY (KR)	69,576	69,576
WFA:MATTEL INC (MAT)	67,750	67,750

## Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WFA:MICRO FOCUS INTL PLC (MFGP)	4,770	4,770
WFA:ALLERGAN (AGN)	95,585	95,585
WFA:CIGNA (CI)	134,759	134,759
WFA:DISNEY (DIS)	38,472	38,472
WFA:NUTRIEN (NTR)	321,764	321,764
WFA:REGENERON PHARMA (REGN)	75,096	75,096
WFA:VODAFONE GROUP (VOD)	135,310	135,310
WFA:WELLS FARGO (WFC)	75,320	75,320
ME:ALIBABA GROUP (BABA)	84,840	84,840
ME:ALLIANCE DATA SYS (ADS)	269,280	269,280
ME:ALPHABET (GOOGL)	267,878	267,878
ME:AMAZON (AMZN)	831,528	831,528
ME:AT&T (T)	359,536	359,536
ME:AUTONATION (AN)	34,041	34,041
ME:BAIDU (BIDU)	50,560	50,560
ME:BLACKROCK (BLK)	30,162	30,162
ME:COMCAST (CMDSA)	44,970	44,970
ME:CVS HEALTH (CVS)	66,861	66,861
ME:EBAY	144,440	144,440
ME:FACEBOOK (FB)	513,125	513,125
ME:GOLDMAN SACHS (GS)		
ME:HOME DEPOT (HD)		
ME:INTEL (INTC)	143,640	143,640
ME:INTL BUSINESS MACHINE (IBM)	53,616	53,616
ME:MCKESSON (MCK)	442,624	442,624
ME:MORGAN STANLEY (MS)	25,560	25,560
ME:MYLAN (MYL)	16,080	16,080
ME:STATE STREET (STT)	23,730	23,730
ME:VODAFONE (VOD)	38,660	38,660
ME:WHIRLPOOL (WHR)		

## Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WFA:ALLIANCE DATA SYSTEMS (ADS)	78,540	78,540
WFA:TAKEDA (TAK)	5,860	5,860
WFA:VIACOMCBS INC (VIAC)	29,379	29,379
WFA:WABTEC (WAB)	389	389
WFA:CAPRI HOLDINGS LTD (CPRI)	232,715	232,715
ME:CIGNA CORP (CI)	40,898	40,898
ME:KROGER CO (KR)	34,788	34,788
ME:L BRANDS INC (LB)	83,352	83,352
ME:MATTEL INC (MAT)	31,165	31,165
ME:NVIDIA (NVDA)	23,530	23,530
ME:PVH CORP (PVH)	70,661	70,661
ME:TEVA	17,640	17,640
ME:TRIPADVISOR INC (TRIP)	21,266	21,266
ME:UNITEDHEALTH GROUP INC (UNH)	29,398	29,398
ME:URBAN OUTFITTERS INC (URBN)	33,324	33,324
ME:WELLS FARGO & CO (WFC)	64,560	64,560
WFA:BRISTOL MYERS SQUIBB RTS (BMVRT)	2,408	2,408

**TY 2019 Other Expenses Schedule****Name:** Lily Lai Foundation**EIN:** 27-1159623**Software ID:** 19009920**Software Version:** 2019v5.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR Service Fee (Merrill)	68	68		
ADR Service Fee (Wells Fargo)	1,060	1,060		
Domain Name Registration Fee	13			
Postage	8			
State Filing Fee Form 199	10			
State Filing Fee Form SI-100	20			
State Registration Fee Form RRF-1	150			
Tax Preparation Software	419			
Tax Preparation Software REP Fee	99			

**TY 2019 Taxes Schedule****Name:** Lily Lai Foundation**EIN:** 27-1159623**Software ID:** 19009920**Software Version:** 2019v5.0

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Federal Tax Form 990-PF	7,754			
Foreign Tax on Dividends	4,101	4,101		