

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.

2019

Open to Public  
Inspection

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

Name of foundation PRIORY FUND		A Employer identification number 27-4014193	
Number and street (or P O box number if mail is not delivered to street address) 1482 EAST VALLEY ROAD NO 678		B Telephone number (see instructions) (805) 565-1413	
City or town, state or province, country, and ZIP or foreign postal code MONTECITO, CA 93108			
<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>C</b> If exemption application is pending, check here ► <input type="checkbox"/> <b>D</b> 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <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>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <u>14,496,366</u>		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	567,948	512,515		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	90,667			
	b Gross sales price for all assets on line 6a	2,969,886			
	7 Capital gain net income (from Part IV, line 2)		90,667		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	4,847	4,847		
	<b>12 Total.</b> Add lines 1 through 11	663,462	608,029		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	0	0	0	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	36,789	18,394	18,395	
	c Other professional fees (attach schedule)	45,381	34,804	10,577	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,423	0	10	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	121,577	119,158	0	
	<b>24 Total operating and administrative expenses.</b>				
	Add lines 13 through 23	205,170	172,356	28,982	
	<b>25 Contributions, gifts, grants paid</b>	720,000		720,000	
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	925,170	172,356	748,982	
	<b>27 Subtract line 26 from line 12</b>				
	a <b>Excess of revenue over expenses and disbursements</b>	-261,708			
	b <b>Net investment income</b> (if negative, enter -0-)		435,673		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

<b>Part II</b> <b>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 . . . . .			
	<b>2</b>	Savings and temporary cash investments . . . . .	2,170,709	236,310	236,130
	<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 . . . . .			
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)	1,295,525	2,045,535	2,377,227
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	4,764,683	2,277,908	3,394,390
	<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) . . . . .	4,313,063	7,452,941	8,488,619	
<b>14</b>	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
<b>15</b>	Other assets (describe ►) . . . . .				
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	12,543,980	12,012,694	14,496,366	
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .			
	<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</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow FASB ASC 958, check here ►</b> <input type="checkbox"/>				
	and complete lines 24, 25, 29 and 30.				
	<b>24</b>	Net assets without donor restrictions . . . . .			
	<b>25</b>	Net assets with donor restrictions . . . . .			
	<b>Foundations that do not follow FASB ASC 958, check here ►</b> <input checked="" type="checkbox"/>				
	and complete lines 26 through 30.				
	<b>26</b>	Capital stock, trust principal, or current funds . . . . .	12,543,980	12,012,694	
	<b>27</b>	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	<b>28</b>	Retained earnings, accumulated income, endowment, or other funds	0	0	
	<b>29</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .	12,543,980	12,012,694	
<b>30</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	12,543,980	12,012,694		

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

<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>	12,543,980
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-261,708
<b>3</b>	Other increases not included in line 2 (itemize) ►	<b>3</b>	0
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	12,282,272
<b>5</b>	Decreases not included in line 2 (itemize) ►	<b>5</b>	269,578
<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>	12,012,694

**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> FIDELITY #667	P		
<b>b</b> FIDELITY #714	P		
<b>c</b> PASSTHROUGH CAPITAL GAINS	P		
<b>d</b> ENRON CLAIMS	P		
<b>e</b> NONCASH STOCK MERGERS	P		

(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> 366,135		328,630	37,505
<b>b</b> 2,521,497		2,550,589	-29,092
<b>c</b> 56,187			56,187
<b>d</b> 9,420			9,420
<b>e</b> 16,647			16,647

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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>			37,505
<b>b</b>			-29,092
<b>c</b>			56,187
<b>d</b>			9,420
<b>e</b>			16,647
<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> 90,667
<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>

**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?

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

 Yes  No**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	769,681	15,111,805	0.050932
2017	652,431	15,472,715	0.042167
2016	628,883	13,645,204	0.046088
2015	427,187	13,787,757	0.030983
2014	263,824	10,358,279	0.025470
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.195640
<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> 0.039128
<b>4</b> Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			<b>4</b> 14,744,398
<b>5</b> Multiply line 4 by line 3			<b>5</b> 576,919
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 4,357
<b>7</b> Add lines 5 and 6			<b>7</b> 581,276
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 748,982

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	4,357
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	4,357
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	4,357
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	4,987
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments Add lines 6a through 6d.	7	4,987
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	630
11	Enter the amount of line 10 to be <b>Credited to 2020 estimated tax</b> ►	630	Refunded ►
		11	0

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition).  <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	Yes	No
c	Did the foundation file <b>Form 1120-POL</b> for this year?	1c	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation ► \$ _____ 0 <b>(2)</b> 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?  <i>If "Yes," attach a detailed description of the activities</i>	2	Yes	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	4b	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?  <i>If "Yes," attach the statement required by General Instruction T</i>	5	Yes	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	Yes	No
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 2019 or the taxable year beginning in 2019? See the instructions for Part XIV <i>If "Yes," complete Part XIV</i>	9	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	Yes	No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12	No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►N/A	13	Yes
14	The books are in care of ►EDWARD MCKINLEY	Telephone no ►(805) 565-1413	
Located at ►1482 EAST VALLEY ROAD MONTECITO CA			ZIP+4 ►93108
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —check here. and enter the amount of tax-exempt interest received or accrued during the year.	► <input type="checkbox"/> 15	
16	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 ►	16	Yes No

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	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"/>	1b	
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 2019?	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 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	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)	2b	
c	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____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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).	3b	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	4b	No

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

		Yes	No
<b>5a</b>	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	<input checked="" type="checkbox"/> No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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 . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ►	<input type="checkbox"/>	
<b>c</b>	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/>	<input type="checkbox"/> Yes
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>		<input type="checkbox"/> No
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
	<i>If "Yes" to 6b, file Form 8870</i>		<b>No</b>
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
<b>b</b>	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes
<b>8</b>	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year? . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes

Yes  No

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

1. List all officers, directors, trustees, foundation managers and their compensation. See instructions.

List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATHLEEN A LAVIDGE 1482 EAST VALLEY ROAD MONTECITO, CA 93108	PRESIDENT 1 00	0	0	0
EDWARD J MCKINLEY 1482 EAST VALLEY ROAD MONTECITO, CA 93108	TREASURER 2 00	0	0	0

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

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

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

Total number of others receiving over \$50,000 for professional services. . . . . ► 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		
2		
3		
4		

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1		
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	7,812,977
b	Average of monthly cash balances. . . . .	1b	543,300
c	Fair market value of all other assets (see instructions). . . . .	1c	6,612,655
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	14,968,932
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	14,968,932
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	224,534
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,744,398
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	737,220

**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign**Part XI** organizations check here ►  and do not complete this part )

1	Minimum investment return from Part X, line 6. . . . .	1	737,220
2a	Tax on investment income for 2019 from Part VI, line 5. . . . .	2a	4,357
b	Income tax for 2019 (This does not include the tax from Part VI). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	4,357
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	732,863
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	732,863
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	732,863

**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	748,982
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	748,982
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions. . . . .	5	4,357
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6	744,625
<b>Note:</b> 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				732,863
<b>2</b> Undistributed income, if any, as of the end of 2019			722,193	
<b>a</b> Enter amount for 2018 only. . . . .		0		
<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 Total of lines 3a through e. . . . .</b>	0			
<b>4</b> Qualifying distributions for 2019 from Part XII, line 4 ► \$ 748,982			722,193	
<b>a</b> Applied to 2018, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2019 distributable amount. . . . .				26,789
<b>e</b> Remaining amount distributed out of corpus	0			
<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) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .			0	
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .			0	
<b>e</b> Undistributed income for 2018 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				0
<b>f</b> Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020 . . . . .				706,074
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .	0			
<b>8</b> Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions) . . . . .	0			
<b>9</b> Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a . . . . .	0			
<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)

<b>1a</b> 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>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
<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				
(1) Value of all assets . . . . .				
(2) 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				
(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))  
See Additional Data Table

**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  
See Additional Data Table

**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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Line	Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
			(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue							
a							
b							
c							
d							
e							
f							
g Fees and contracts from government agencies							
2 Membership dues and assessments.							
3 Interest on savings and temporary cash investments							
4 Dividends and interest from securities.					14	567,948	
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.					14	4,847	
8 Gain or (loss) from sales of assets other than inventory							
					18	90,667	
9 Net income or (loss) from special events							
10 Gross profit or (loss) from sales of inventory							
11 Other revenue a							
b							
c							
d							
e							
12 Subtotal Add columns (b), (d), and (e).				0		663,462	
13 Total. Add line 12, columns (b), (d), and (e).					13		663,462
(See worksheet in line 13 instructions to verify calculations.)							

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



**Form 990PF Part XV Line 1a - 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).**

KATHLEEN A LAVIDGE

EDWARD J MCKINLEY

**Form 990PF Part XV Line 1b - 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.**

KATHLEEN A LAVIDGE

EDWARD J MCKINLEY

## 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)				
<i>a Paid during the year</i>				
CHILD ABUSE LISTENING AND MEDIATION 1236 CHAPALA STREET SANTA BARBARA, CA 93101	NONE	PC	IN FURTHERANCE OF SECTION 501(C)(3) CHARITABLE PURPOSE	100,000
COTTAGE HEALTH 400 W PUEBLO ST SANTA BARBARA, CA 93105	NONE	PC	IN FURTHERANCE OF SECTION 501(C)(3) CHARITABLE PURPOSE	150,000
FUND FOR GLOBAL HUMAN RIGHTS 1301 CONNECTICUT AVENUE NW SUITE 400 WASHINGTON, DC 20036	NONE	PC	IN FURTHERANCE OF SECTION 501(C)(3) CHARITABLE PURPOSE	100,000
<b>Total . . . . .</b>			► 3a	720,000

## 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)				
<i>a Paid during the year</i>				
HUMAN RIGHTS WATCH 350 FIFTH AVENUE 34TH FLOOR NEW YORK, NY 10118	NONE	PC	IN FURTHERANCE OF SECTION 501(C)(3) CHARITABLE PURPOSE	25,000
INSTITUTE FOR COLLECTIVE TRAUMA PO BOX 3498 SANTA BARBARA, CA 93130	NONE	PC	IN FURTHERANCE OF SECTION 501(C)(3) CHARITABLE PURPOSE	50,000
STANFORD UNIVERSITY 320 GALVEZ STREET STANFORD, CA 943056105	NONE	PC	IN FURTHERANCE OF SECTION 501(C)(3) CHARITABLE PURPOSE	50,000
<b>Total . . . . .</b>			► 3a	720,000

## 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 Paid during the year</b>				
UNIVERSITY OF CALIFORNIA SANTA BARBARA OFFICE OF DEVELOPMENT SANTA BARBARA, CA 93106	NONE	PC	IN FURTHERANCE OF SECTION 501(C)(3) CHARITABLE PURPOSE	80,000
YALE UNIVERSITY PO BOX 2038 NEW HAVEN, CT 065212038	NONE	PC	IN FURTHERANCE OF SECTION 501(C)(3) CHARITABLE PURPOSE	40,000
SANTA BARBARA CENTER FOR THE PERFORMING ARTS 1214 STATE ST SANTA BARBARA, CA 93101	NONE	PC	IN FURTHERANCE OF SECTION 501(C)(3) CHARITABLE PURPOSE	25,000
<b>Total . . . . .</b>			► 3a	720,000

# 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)				
<i>a Paid during the year</i>				
SANTA BARBARA FOUNDATION 1111 CHAPALA STREET SUITE 200 SANTA BARBARA, CA 931013100	NONE	PC	IN FURTHERANCE OF SECTION 501(C)(3) CHARITABLE PURPOSE	100,000
<b>Total . . . . .</b>			► 3a	720,000

## TY 2019 Accounting Fees Schedule

**Name:** PRIORY FUND**EIN:** 27-4014193

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	36,789	18,394		18,395

## TY 2019 Investments Corporate Stock Schedule

Name: PRIORY FUND

EIN: 27-4014193

## Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CLOVIS ONCOLOGY INC	5,075	182,437
LIBERTY GLOBAL PLC CL C	146,731	88,270
AON PLC COM	47,919	105,603
ALPHABET INC CAP STK CL C	168,308	284,785
AMAZON.COM INC	56,327	166,306
BERKSHIRE HATHAWAY INC DEL CL B	146,849	228,312
CITIGROUP INC COM	148,388	213,306
DISH NETWORK CORP CL A	47,898	31,817
GOLDMAN SACHS GROUP INC	148,131	172,677
MARRIOTT INTL INC CL A	82,006	145,979
MICROSOFT CORP	103,192	299,315
MORGAN STANLEY	63,570	77,498
ORACLE CORP	62,695	82,914
UNITEDHEALTH GROUP	41,614	103,775
AERCAP HOLDINGS N.V.	46,083	55,077
GENERAL MTRS CO COM	68,788	73,200
LIBERTY TRIPADVISOR HLDGS INC	5,218	4,410
TRIPADVISOR INC COM	26,378	23,393
WELLS FARGO CO NEW COM	148,185	150,048
CHARTER COMMUNICATIONS INC	54,602	101,867
COMCAST CORP	118,528	160,993
FACEBOOK INC	111,830	136,697
GCI LIBERTY INC	71,479	106,913
GENERAL ELECTRIC CO	124,642	148,361
HILTON WORLDWIDE HOLDINGS INC	27,373	44,919
MOHAWK INDs INC	90,537	63,008
DISNEY WALT CO	2,030	2,603
FISERV INC	26,871	43,824
NETFLIX COM INC	56,655	63,096
WABTEC CORP COM	30,006	32,987

## TY 2019 Investments Government Obligations Schedule

**Name:** PRIORY FUND

**EIN:** 27-4014193

<b>US Government Securities - End of Year Book Value:</b>	1,997,503
<b>US Government Securities - End of Year Fair Market Value:</b>	2,010,326
<b>State &amp; Local Government Securities - End of Year Book Value:</b>	48,032
<b>State &amp; Local Government Securities - End of Year Fair Market Value:</b>	366,901

**TY 2019 Investments - Other Schedule****Name:** PRIORY FUND**EIN:** 27-4014193**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
LAPIS MUNICIPAL OPPORTUNITIES FUND	AT COST	659,399	666,733
WP XIII PARTNERS LIMITED PARTNERSHIPS	AT COST	1,615,869	2,187,791
LEGACY VENTURE VIII LLC	AT COST	1,222,920	1,618,665
NALANDA INDIA EQUITY	AT COST	328,789	352,339
GOLUB CAPITAL PARTNERS	AT COST	1,750,000	1,787,127
FIMM TREASURY ONLY PORTFOOLIO	AT COST	1,875,964	1,875,964

# TY 2019 Other Decreases Schedule

**Name:** PRIORY FUND

**EIN:** 27-4014193

Description	Amount
PRIOR PERIOD BASIS ADJUSTMENTS	269,578

## TY 2019 Other Expenses Schedule

**Name:** PRIORY FUND**EIN:** 27-4014193**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NONDEDUCTIBLE EXPENSES - PASSTHROUGHS	2,419	0		0
INVESTMENT EXPENSES - PASSTHROUGHS	119,158	119,158		0

## TY 2019 Other Income Schedule

**Name:** PRIORY FUND**EIN:** 27-4014193

## Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME FROM PASSTHROUGHS	4,847	4,847	4,847

## TY 2019 Other Professional Fees Schedule

**Name:** PRIORY FUND**EIN:** 27-4014193

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT FEES	24,227	24,227		0
OTHER PROFESSIONAL FEES	21,154	10,577		10,577

## TY 2019 Taxes Schedule

**Name:** PRIORY FUND**EIN:** 27-4014193

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CA FILING FEE	10	0		10
FEDERAL EXCISE TAXES	1,413	0		0