

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

Name of foundation STUPSKI FOUNDATION		A Employer identification number 68-0397103	
% KARIE DEWAN			
Number and street (or P.O. box number if mail is not delivered to street address) 90 NEW MONTGOMERY STREET STE 1100	Room/suite	B Telephone number (see instructions)  (415) 655-4400	
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 941054551		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
G 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		D 1. Foreign organizations, check here..... ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... ▶ <input type="checkbox"/>	
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here ..... ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 238,777,806	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 ..... ▶ <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B . . . . .				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	2,393,308	3,715,509		
	5a Gross rents . . . . .				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	12,855,050			
	b Gross sales price for all assets on line 6a 55,609,391				
	7 Capital gain net income (from Part IV, line 2) . . .		13,987,349		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	0	56,018		
	12 Total. Add lines 1 through 11 . . . . .	15,248,358	17,758,876		
	13 Compensation of officers, directors, trustees, etc.	1,088,500	92,750		1,005,750
	14 Other employee salaries and wages . . . . .	1,445,940	97,275		1,356,165
	15 Pension plans, employee benefits . . . . .	563,053	40,550		571,537
	16a Legal fees (attach schedule) . . . . .	24,260	0	0	24,260
	b Accounting fees (attach schedule) . . . . .	167,661	68,329	0	68,327
	c Other professional fees (attach schedule) . . . . .	804,960	428,223		402,117
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .	59,798	80,403		
	19 Depreciation (attach schedule) and depletion . . . . .	49,182			
	20 Occupancy . . . . .	200,137	17,512		182,625
	21 Travel, conferences, and meetings . . . . .	284,901	3,475		281,624
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	2,337,769	698,280		1,967,628
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	7,026,161	1,526,797	0	5,860,033
	25 Contributions, gifts, grants paid . . . . .	31,500,860			16,935,160
	26 Total expenses and disbursements. Add lines 24 and 25	38,527,021	1,526,797	0	22,795,193
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-23,278,663			
	b Net investment income (if negative, enter -0-)		16,232,079		
c Adjusted net income (if negative, enter -0-) . . . . .					

Part II Balance Sheets		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
Assets	1 Cash—non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	2,245,417	1,588,022	1,588,022
	3 Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .	161,084	115,888	115,888
	10a Investments—U.S. and state government obligations (attach schedule)	65,942,729	71,267,408	71,267,408
	b Investments—corporate stock (attach schedule) . . . . .	8,975,968	7,326,276	7,326,276
	c Investments—corporate bonds (attach schedule) . . . . .			
	11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans . . . . .			
	13 Investments—other (attach schedule) . . . . .	148,186,333	146,291,902	146,291,902
	14 Land, buildings, and equipment: basis ▶ <u>1,220,639</u> Less: accumulated depreciation (attach schedule) ▶ <u>54,788</u>	136,993	1,165,851	1,165,851
15 Other assets (describe ▶ _____)	7,860,202	11,022,459	11,022,459	
16 <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	233,508,726	238,777,806	238,777,806	
Liabilities	17 Accounts payable and accrued expenses . . . . .	728,501	1,178,866	
	18 Grants payable . . . . .	8,185,460	22,734,507	
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ _____)			
	23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	8,913,961	23,913,373	
Net Assets or Fund Balances	<b>Foundations that follow FASB ASC 958, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24, 25, 29 and 30.</b>			
	24 Net assets without donor restrictions . . . . .	224,594,765	214,864,433	
	25 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>			
	26 Capital stock, trust principal, or current funds . . . . .			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
	29 <b>Total net assets or fund balances</b> (see instructions) . . . . .	224,594,765	214,864,433	
30 <b>Total liabilities and net assets/fund balances</b> (see instructions) .	233,508,726	238,777,806		

**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 29 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	224,594,765
2 Enter amount from Part I, line 27a . . . . .	2	-23,278,663
3 Other increases not included in line 2 (itemize) ▶ _____	3	13,548,331
4 Add lines 1, 2, and 3 . . . . .	4	214,864,433
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	6	214,864,433

**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	P		
<b>b</b> PORTFOLIO INVESTMENTS	P		
<b>c</b> CAPITAL GAINS FROM 2019 K-1S	P		
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 41,354,329		39,764,826	1,589,503
<b>b</b> 8,525,395		1,857,216	6,668,179
<b>c</b> 5,729,667			5,729,667
<b>d</b>			
<b>e</b>			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
<b>a</b>			1,589,503
<b>b</b>			6,668,179
<b>c</b>			5,729,667
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) <div style="float: right; border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	<b>2</b>	13,987,349
<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?

☐ 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	22,054,509	251,696,074	0.087624
2017	20,219,394	251,080,853	0.080529
2016	15,975,688	244,014,231	0.06547
2015	6,748,109	259,848,876	0.025969
2014	17,584,417	238,883,770	0.073611




<b>2</b> Total of line 1, column (d)	<b>2</b>	0.333203
<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>	0.066641
<b>4</b> Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	<b>4</b>	231,789,778
<b>5</b> Multiply line 4 by line 3	<b>5</b>	15,446,703
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	162,321
<b>7</b> Add lines 5 and 6	<b>7</b>	15,609,024
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	23,979,006

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)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
<b>b</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 . . . . .	<b>1</b>	162,321
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	162,321
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	162,321
<b>6</b>	Credits/Payments:		
<b>a</b>	2019 estimated tax payments and 2018 overpayment credited to 2019	<b>6a</b>	250,919
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	41,000
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	291,919
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <b>▶</b>	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . <b>▶</b>	<b>10</b>	129,598
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2020 estimated tax</b> <b>▶</b> 129,598 <b>Refunded</b> <b>▶</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 	<b>1a</b>	No
<b>b</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>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. <b>▶</b> \$ _____ <b>(2)</b> On foundation managers. <b>▶</b> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <b>▶</b> \$ _____		
<b>2</b> 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>	<b>2</b>	No
<b>3</b> 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> 	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	Yes
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	Yes
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i> 	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> 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> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>▶</b> CA _____		
<b>b</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>	<b>8b</b>	Yes
<b>9</b> 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> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> . . . . .	<b>10</b>	No

**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>Yes</b>	
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>▶</b> <u>HTTP://WWW.STUPSKI.ORG</u>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>▶</b> <u>KARIE DEWAN</u> Telephone no. <b>▶</b> <u>(415) 655-4400</u>			

Located at **▶** 90 NEW MONTGOMERY ST SUITE 1100 SAN FRANCISCO CA ZIP+4 **▶** 941054551

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —check here . . . . . <b>▶</b> <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>▶</b> <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? . . . . .	<b>16</b>	<b>Yes</b>	<b>No</b>
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country <b>▶</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>1a</b>	During the year did the foundation (either directly or indirectly):		<b>Yes</b>	<b>No</b>
	(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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <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 . . . . . <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? . . . . . <input type="checkbox"/>	<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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> 20____, 20____, 20____, 20____			
<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.) . . . . . <input type="checkbox"/>	<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. <b>▶</b> 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.) . . . . . <input type="checkbox"/>	<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 VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

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

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation. See instructions</b>				
(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 Additional Data Table				
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(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
DANIEL TUTTLE	DIRECTOR	282,083	45,895	
90 NEW MONTGOMERY SUITE 1100 SAN FRANCISCO, CA 94105	40.0			
ELVIN PADILLA	DIRECTOR	231,846	39,759	
90 NEW MONTGOMERY SUITE 1100 SAN FRANCISCO, CA 94105	40.0			
JENNIFER NGUYEN	DIRECTOR	208,423	30,292	
90 NEW MONTGOMERY SUITE 1100 SAN FRANCISCO, CA 94105	40.0			
CLAIRE CALLAHAN	DIRECTOR	160,000	26,236	
90 NEW MONTGOMERY SUITE 1100 SAN FRANCISCO, CA 94105	40.0			
GWYNETH TRIPP	GRANTS MANAGER	131,664	32,108	
90 NEW MONTGOMERY SUITE 1100 SAN FRANCISCO, CA 94105	40.0			
<b>Total number of other employees paid over \$50,000.</b>				<b>4</b>

**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
TRANSFORMING CARE PARTNERS 2209 9TH AVENUE SAN FRANCISCO, CA 94116	CONSULTATION	383,514
PATRICK LEE 208 28TH ST 301 SAN FRANCISCO, CA 94131	CONSULTATION	313,540
HALL CAPITAL PARTNERS LLC ONE MARITIME PLAZA 5TH FLOOR SAN FRANCISCO, CA 94111	INVESTMENT MANAGEMEN	261,728
SPITFIRE 2300 N STREET NW SUITE 610 WASHINGTON, DC 20037	CONSULTATION	250,685
LALITHA VAIDYANATHAN 27 ALTA MAY WAY SAN FRANCISCO, CA 94121	CONSULTATION	229,035
<b>Total</b> number of others receiving over \$50,000 for professional services. . . . . ►		9

**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> RESPECTING CHOICES - LOAN TO PROVIDE FUNDS FOR ANNUAL OPERATING EXPENSES	200,000
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . . ►	200,000

**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>	79,784,122
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	2,598,263
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	152,937,187
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	235,319,572
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	235,319,572
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	3,529,794
<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>	231,789,778
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	11,589,489

**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>	11,589,489
<b>2a</b>	Tax on investment income for 2019 from Part VI, line 5. . . . .	<b>2a</b>	162,321
<b>b</b>	Income tax for 2019. (This does not include the tax from Part VI.). . . . .	<b>2b</b>	45,755
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	208,076
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	<b>3</b>	11,381,413
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	11,381,413
<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>	11,381,413

**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>	22,795,193
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	200,000
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. . . . .	<b>2</b>	983,813
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	23,979,006
<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>	162,321
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	23,816,685

**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				11,381,413
<b>2</b> Undistributed income, if any, as of the end of 2019:				
<b>a</b> Enter amount for 2018 only. . . . .			0	
<b>b</b> Total for prior years: 2017, 2016, 2015		0		
<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. . . . .				3,760,783
<b>d</b> From 2017. . . . .				8,049,537
<b>e</b> From 2018. . . . .				9,775,704
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	21,586,024			
<b>4</b> Qualifying distributions for 2019 from Part XII, line 4: ► \$ <u>23,979,006</u>				
<b>a</b> Applied to 2018, but not more than line 2a			0	
<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). . . . .				
<b>d</b> Applied to 2019 distributable amount. . . . .				11,381,413
<b>e</b> Remaining amount distributed out of corpus	12,597,593			
<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> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	34,183,617			
<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. . . . .				
<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. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> <b>Excess distributions carryover to 2020.</b> Subtract lines 7 and 8 from line 6a. . . . .	34,183,617			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2015. . . . .				
<b>b</b> Excess from 2016. . . . .				3,760,783
<b>c</b> Excess from 2017. . . . .				8,049,537
<b>d</b> Excess from 2018. . . . .				9,775,704
<b>e</b> Excess from 2019. . . . .				12,597,593

**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 . . . . .	Tax year	Prior 3 years			(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
<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.)**

<b>1 Information Regarding Foundation Managers:</b>	
<b>a</b> 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>b</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.	
<b>2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:</b>	
Check here <input checked="" type="checkbox"/> 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	
<b>a</b> The name, address, and telephone number or email address of the person to whom applications should be addressed:	
<b>b</b> The form in which applications should be submitted and information and materials they should include:	
<b>c</b> Any submission deadlines:	
<b>d</b> Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>			<b>▶ 3a</b>	16,935,160
<b>b</b> <i>Approved for future payment</i> See Additional Data Table				
<b>Total . . . . .</b>			<b>▶ 3b</b>	22,734,507

Enter gross amounts unless otherwise indicated.

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	
<b>1</b> Program service revenue:						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>f</b> _____						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments. . . .						
<b>3</b> Interest on savings and temporary cash investments . . . . .						
<b>4</b> Dividends and interest from securities. . . .				14	2,393,308	
<b>5</b> Net rental income or (loss) from real estate:						
<b>a</b> Debt-financed property. . . . .						
<b>b</b> Not debt-financed property. . . . .						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income. . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .		523000	123,751	18	12,582,071	
<b>9</b> Net income or (loss) from special events:						
<b>10</b> Gross profit or (loss) from sales of inventory						
<b>11</b> Other revenue:						
<b>a</b> OTHER INVESTMENT INCOME _____		523000	149,228			
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e). . .			272,979		14,975,379	
<b>13</b> Total. Add line 12, columns (b), (d), and (e). . . . . (See worksheet in line 13 instructions to verify calculations.)				<b>13</b>		15,248,358

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

[illegible]

## Part XVII

- |       | Yes | No |
|-------|-----|----|
| 1a(1) |     | No |
| 1a(2) |     | No |
| 1b(1) |     | No |
| 1b(2) |     | No |
| 1b(3) |     | No |
| 1b(4) |     | No |
| 1b(5) |     | No |
| 1b(6) |     | No |
| 1c    |     | No |

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

- (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. . . . .

- 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.

[illegible]

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

(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.

2020-11-16

\*\*\*\*\*

Title

(see instr.) ☒ Yes ☐ No

Print/Type preparer's name  DAVID M SACARELOS	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN  P00082838
Firm's name ► SEILER LLP				Firm's EIN ►
Firm's address ► THREE LAGOON DR STE 400  REDWOOD CITY, CA 94065				Phone no. (650) 365-4646

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JOYCE L STUPSKI 90 NEW MONTGOMERY STREET 1100 SAN FRANCISCO, CA 94105	BOARD CHAIR 10.0	0	0	0
JAMES G B DEMARTINI III 90 NEW MONTGOMERY STREET 1100 SAN FRANCISCO, CA 94105	DIRECTOR 5.0	0	0	0
KELVIN TAKETA 90 NEW MONTGOMERY STREET 1100 SAN FRANCISCO, CA 94105	DIRECTOR 5.0	0	0	0
TOM LAYTON 90 NEW MONTGOMERY STREET 1100 SAN FRANCISCO, CA 94105	DIRECTOR 5.0	0	0	0
GLEN GALAICH 90 NEW MONTGOMERY STREET 1100 SAN FRANCISCO, CA 94105	CHIEF EXECUTIVE OFFICER 40.0	437,500	57,579	0
PARAG GUPTA 90 NEW MONTGOMERY STREET 1100 SAN FRANCISCO, CA 94105	CHIEF PROGRAM OFFICER 40.0	377,500	42,765	0
KARIE DEWAN 90 NEW MONTGOMERY STREET 1100 SAN FRANCISCO, CA 94105	CFO/SECRETARY 36.0	283,500	30,878	0

**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).**

LAWRENCE J STUPSKI DECEASED LAW

DATED 9201990

**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>				
Public Health Institute555 12th Street Oakland, CA 94607	N/A	PC	To provide support for the Alameda County Care Alliance (ACCA) project that will deploy a technology solution to coordinate operations, optimize its data collection for value to health systems and health plans, and identify how to market ACCA to those systems and plans.	200,000
Alameda County Community Food Bank 7900 Edgewater Drive Oakland, CA 94612	N/A	PC	To provide support to strengthen the nutrition safety net, measure the hunger gap in Alameda County and shift priorities to close it.	615,000
Alameda County Social Services Agency 2000 San Pablo Ave Oakland, CA 94612	N/A	GOV	To support new technological tools for CalFresh enrollment in Alameda County.	76,000
<b>Total . . . . . ► 3a</b>				16,935,160



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>				
Alameda County Social Services Agency 2000 San Pablo Ave Oakland, CA 94612	N/A	GOV	To support new technological tools for CalFresh enrollment in Alameda County.	234,560
Alameda Health System Foundation 350 Frank H Ogawa Plaza 900 Oakland, CA 94612	N/A	PC	To offset the costs of developing a comprehensive proposal for improving serious illness care programs within the health system.	75,000
Alameda Health System Foundation 350 Frank H Ogawa Plaza 900 Oakland, CA 94612	N/A	PC	To implement serious illness care programs focused on standing up and financially sustaining new interdisciplinary inpatient palliative care at multiple sites.	783,000
<b>Total . . . . .</b> ► <b>3a</b>				16,935,160

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>				
Alameda Point Collaborative 677 W Ranger Avenue Alameda, CA 94501	N/A	PC	To support research into and deployment of best practices for an integrated health care delivery service model.	50,000
American Civil Liberties Union Foundation Inc 125 Broad Street 18th Floor New York, NY 10004	N/A	PC	To provide general operating support.	250,000
American University 4400 Massachusetts Avenue NW Washington, DC 20016	N/A	PC	To provide support for the Antiracist Research & Policy Center.	50,000
<b>Total . . . . . ▶ 3a</b>				16,935,160

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>				
Article3org 1007 General Kennedy Avenue Suite San Francisco, CA 94129	N/A	POF	To sponsor Article 3 Advisor's annual Human Rights Day event.	25,000
Boys Hope Girls Hope 12120 Bridgeton Square Bridgeton, MO 63044	N/A	PC	To support the ACTION Symposium event at St Louis University.	20,000
California Budget & Policy Center 1107 9th Street Suite 310 Sacramento, CA 95814	N/A	PC	To provide sponsorship for the Policy Insights 2020 conference.	25,000
<b>Total . . . . . ▶ 3a</b>				16,935,160

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 Budget & Policy Center 1107 9th Street Suite 310 Sacramento, CA 95814	N/A	PC	To provide event sponsorship.	5,000
California Budget & Policy Center 1107 9th Street Suite 310 Sacramento, CA 95814	N/A	PC	To provide sponsorship for the Policy Insights 2019 conference.	20,000
California Budget & Policy Center 1107 9th Street Suite 310 Sacramento, CA 95814	N/A	PC	To provide general operating support.	150,000
<b>Total . . . . . ▶ 3a</b>				16,935,160

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 State University East Bay Foundation 25800 CARLOS BEE BLVD HAYWARD, CA 945423000	N/A	PC	To offset the costs of developing a proposal to implement predictive analytics and proactive advising initiatives.	168,327
California State University Long Beach Research Fo 6300 E State University Dr Ste 332 Long Beach, CA 90815	N/A	PC	To support the planning process for a two-year study to identify and test promising practices that help meet the basic needs of students.	20,000
California State University Sacramento 6000 J Street Sacramento, CA 95819	N/A	GOV	To provide support for the Department of Student Affairs.	5,000
<b>Total . . . . .</b> ▶ <b>3a</b>				16,935,160

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>				
Candid32 Old Slip 24th Floor New York, NY 10005	N/A	PC	To provide philanthropic partner level support.	3,600
Catholic Charities CYO of the Archdiocese of San F 1555 39th Avenue San Francisco, CA 94122	N/A	PC	To assist SSI recipients to apply for CalFresh and support them through final approval of benefit.	40,000
Icahn School of Medicine at Mount Sinai 55 West 125 Street Suite 1302 New York, NY 10027	N/A	PC	To provide a sponsorship of the Center to Advance Palliative Care national seminar.	3,000
<b>Total . . . . . ▶ 3a</b>				16,935,160

**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>				
Children Now 1404 FRANKLIN STREET SUITE 700 Oakland, CA 94612	N/A	PC	To support efforts to establish a priority focus on improving child health outcomes and accountability for Early and Periodic Screening, Diagnostic, and Treatment (EPSDT) in Medi-Cal.	175,000
Chinese Hospital Association 845 Jackson Street SAN FRANCISCO, CA 94133	N/A	PC	To offset the costs of developing a proposal to strengthen inpatient and outpatient palliative care.	15,000
Chinese Hospital Association 845 Jackson Street SAN FRANCISCO, CA 94133	N/A	PC	To implement serious illness care programs focused on standing up and financially sustaining a new outpatient palliative care service.	200,000
<b>Total . . . . . ► 3a</b>				16,935,160

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Coalition to Transform Advanced Care 1299 PENNSYLVANIA AVE NW STE 1175 WASHINGTON, DC 200042426	N/A	PC	To provide sponsorship for C-TAC's annual national summit on advanced illness care.	10,000
Code for America 972 Mission Street 5th Floor Washington, DC 200042426	N/A	PC	To support testing new programs and scaling existing programs for GetCalFresh in San Francisco and Alameda counties.	307,500
Compassion & Choices 101 SW Madison Street 8009 San Francisco, CA 94103	N/A	PC	To support implementation and revisions of the Our Care, Our Choice Act in Hawai`i.	319,560
<b>Total . . . . . ▶ 3a</b>				16,935,160



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Curry Senior Center333 Turk Street Portland, OR 97207	N/A	PC	To assist SSI recipients to apply for CalFresh and support them through final approval of benefit.	25,000
Eat Learn Play Foundation 985 3rd St Unit C San Francisco, CA 94012	N/A	PC	To support the Stephen Curry Charity Classic.	2,000
End Well Foundation 1901 Avenue of the Stars 16TH Floor Oakland, CA 94607	N/A	PC	To support the 2019 End Well Emerging Ventures Day.	5,000
<b>Total . . . . . ▶ 3a</b>				16,935,160

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> Paid during the year				
Episcopal Community Services of San Francisco 165 8th Street Los Angeles, CA 90067	N/A	PC	To assist SSI recipients to apply for CalFresh and support them through final approval of benefit.	50,000
Exploratorium Pier 15 The Embarcadero Green St San Francisco, CA 94103	N/A	PC	To provide general operating support.	500,000
Felton InstituteFamily Service Agency of San Fran 1500 Franklin Street San Francisco, CA 94111	N/A	PC	To assist SSI recipients to apply for CalFresh and support them through final approval of benefit.	25,000
<b>Total . . . . . ▶ 3a</b>				16,935,160

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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> Paid during the year				
Fresh Approach 5060 Commercial Circle Ste C San Francisco, CA 94109	N/A	PC	To provide general operating support.	50,000
GLIDE330 Ellis Street Concord, CA 94520	N/A	PC	To assist SSI recipients to apply for CalFresh and support them through final approval of benefit.	50,000
Grantmakers In Aging 2001 Jefferson Davis Highway Suite San Francisco, CA 94102	N/A	PC	To support the EOL/Serious Illness Funders Collaborative.	50,000
<b>Total . . . . . ▶ 3a</b>				16,935,160

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
GreatNonprofits 330 Twin Dolphin Drive 131 Arlington, VA 22202	N/A	PC	To provide support for Census 2020 work.	100,000
Hawaii Community Foundation 827 Fort Street Mall Redwood City, CA 94065	N/A	PC	To support an anti-hunger coalition in Hawaii.	100,000
Hawaii Community Foundation 827 Fort Street Mall Honolulu, HI 96813	N/A	PC	To provide support for Census 2020 work.	100,000
<b>Total . . . . . ▶ 3a</b>				16,935,160

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
University of Hawaii Foundation 1314 South King Street Suite B Honolulu, HI 96813	N/A	PC	To support two projects of Hawaii -P-20: the counseling demonstration project and the early college strategic plan.	250,000
Hawaii Public Television Foundation 315 Sand Island Access Road Honolulu, HI 96814	N/A	PC	To support an education coordinator and the final evaluation phase for the HIKI NO program.	135,000
Matter of Trust99 Saint Germain Avenue Honolulu, HI 96819	N/A	PC	To assist SSI recipients to apply for CalFresh and support them through final approval of benefit through the Heart of the City Farmer's Market project.	52,500
<b>Total . . . . .</b> ► <b>3a</b>				16,935,160

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Ho'okua'ainaPO Box 342146 San Francisco, CA 94114	N/A	PC	To support the development of the Sustainable Agriculture and Ahupua'a Certificate and Internship program at Windward Community College.	100,000
Honolulu Museum of Art 900 S Beretania Street Kailua, HI 96734	N/A	PC	To support the expansion of the Arts Integrated Education Program.	330,000
Movement Strategy Center 436 14TH St Ste 500 Honolulu, HI 96814	N/A	PC	To provide sponsorship support for the State of the Movement 2020: Visionary strategies to build a regenerative economy event.	5,000
<b>Total . . . . .</b> ► <b>3a</b>				16,935,160

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Movement Strategy Center 436 14TH St Ste 500 Oakland, CA 94612	N/A	PC	To provide membership support to the Justice Funders project.	13,500
Kaiser Foundation Hospitals 2701 NW Vaughn St Ste 490 Oakland, CA 94612	N/A	PC	To offset the costs of developing a comprehensive proposal for improving serious illness care programs within the health system.	75,000
Kaiser Foundation Hospitals 2701 NW Vaughn St Ste 490 Portland, OR 97210	N/A	PC	To implement serious illness care programs including rollout of home-based palliative care in San Francisco and a variety of caregiver support, advance care planning, and skilled nursing facility pilots in Alameda county.	1,127,000
<b>Total . . . . . ► 3a</b>				16,935,160

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
San Mateo County Community Colleges Foundation 3401 Csm Drive Portland, OR 97210	N/A	PC	To support the KCSM-FM program.	5,000
LIFE ElderCare 39055 Hastings Street Suite 208 San Mateo, CA 94402	N/A	PC	To assist SSI recipients to apply for CalFresh and support them through final approval of benefit.	50,000
Meals on Wheels of San Francisco Inc 1375 Fairfax Avenue Fremont, CA 94538	N/A	PC	To assist SSI recipients to apply for CalFresh and support them through final approval of benefit and to identify and develop solutions for homebound seniors to effectively utilize their new monthly CalFresh benefits.	50,000
<b>Total . . . . . ▶ 3a</b>				16,935,160



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Mercy Housing of California 1256 Market Street San Francisco, CA 94124	N/A	PC	To assist SSI recipients to apply for CalFresh and support them through final approval of benefit.	50,000
National Committee on Responsive Philanthropy 1900 L Street Nw 825 San Francisco, CA 94102	N/A	PC	To provide membership support.	6,750
National Committee on Responsive Philanthropy 1900 L Street Nw 825 Washington, DC 20036	N/A	PC	To provide additional membership support.	25,000
<b>Total . . . . . ▶ 3a</b>				16,935,160

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Northern California Grantmakers 160 Spear Street Suite 360 Washington, DC 20036	N/A	PC	To support the Better California statewide initiative of statewide funders.	100,000
Northern California Grantmakers 160 Spear Street Suite 360 San Francisco, CA 94105	N/A	PC	To provide event sponsorship for Belonging in Practice: How to be Anti-Racist - an evening with Ibram Kendi.	7,500
Northern California Grantmakers 160 Spear Street Suite 360 San Francisco, CA 94105	N/A	PC	To provide a sponsorship for NCG annual conference.	20,000
<b>Total . . . . . ▶ 3a</b>				16,935,160

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<b>a</b> <i>Paid during the year</i>				
Northern California Grantmakers 160 Spear Street Suite 360 San Francisco, CA 94105	N/A	PC	To provide membership dues.	17,500
Oakland Unified School District 1000 Broadway Ste 450 San Francisco, CA 94105	N/A	GOV	To sponsor guidance counselor orientation sessions.	20,000
One Degree 2370 Market Street Suite 162 Oakland, CA 94607	N/A	PC	To provide support for One Degree's operations and scale One Degree's Common App throughout the Bay Area.	150,000
<b>Total . . . . . ▶ 3a</b>				16,935,160

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<b>a</b> <i>Paid during the year</i>				
Open Door Legal4634 3rd St San Francisco, CA 94114	N/A	PC	To provide general operating support.	200,000
Open Medicine Foundation 29302 Laro Drive San Francisco, CA 94124	N/A	PC	To support research efforts at the Collaborative Research Centers and to support the expansion of fund development infrastructure.	333,333
Outward Bound California 1016 Lincoln Blvd Suite 316 Agoura Hills, CA 91301	N/A	PC	To provide general operating support.	35,000
<b>Total . . . . . ▶ 3a</b>				16,935,160

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Pomeroy Recreation & Rehabilitation Center 207 Skyline Blvd San Francisco, CA 94129	N/A	PC	To assist SSI recipients to apply for CalFresh and support them through final approval of benefit.	25,000
San Francisco Achievers 275 5th Street 3rd Floor San Francisco, CA 94132	N/A	PC	To provide general operating support.	50,000
San Francisco Achievers 275 5th Street 3rd Floor San Francisco, CA 94103	N/A	PC	To provide sponsorship for the Pharoah's Court Fall 2019.	2,500
<b>Total . . . . . ▶ 3a</b>				16,935,160

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<b>a</b> <i>Paid during the year</i>				
San Francisco Foundation One Embarcadero Center Suite 1400 San Francisco, CA 94103	N/A	PC	To support the Partnership for the Bay's Future, Policy Fund.	200,000
San Francisco Foundation One Embarcadero Center Suite 1400 San Francisco, CA 94111	N/A	PC	To support membership in the Bay Area Workforce Funders Collaborative (BAWFC) for 2019 to 2020.	150,000
San Francisco Foundation One Embarcadero Center Suite 1400 San Francisco, CA 94111	N/A	PC	Contribution to Donor Advised Fund	500,000
<b>Total . . . . . ▶ 3a</b>				16,935,160

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
San Francisco General Hospital Foundation 2789 25th St 2028 San Francisco, CA 94111	N/A	PC	To implement serious illness care programs focused on improving goal-concordant care for oncology patients.	640,000
San Francisco General Hospital Foundation 2789 25th St 2028 San Francisco, CA 94110	N/A	PC	To offset the costs of developing a comprehensive proposal for improving serious illness care programs within the health system.	75,000
San Francisco Jazz Organization 201 Franklin Street San Francisco, CA 94110	N/A	PC	To provide sponsorship for the 2019 SF Jazz Spring Gala.	4,800
<b>Total . . . . . ▶ 3a</b>				16,935,160

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
San Francisco Jazz Organization 201 Franklin Street San Francisco, CA 94102	N/A	PC	To support the expansion of the Education Department's School Programming.	1,000,000
San Francisco Jazz Organization 201 Franklin Street San Francisco, CA 94102	N/A	PC	To provide sponsorship for the 2020 SF Jazz Spring Gala.	5,525
San Francisco Marin Food Bank 900 Pennsylvania Avenue San Francisco, CA 94102	N/A	PC	To support increased food distribution through strategic planning, systems upgrades, research, and optimizing logistics.	550,000
<b>Total . . . . . ▶ 3a</b>				16,935,160



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
San Francisco Marin Food Bank 900 Pennsylvania Avenue San Francisco, CA 94107	N/A	PC	To provide Benefactor Sponsorship for the One Big Table Event.	25,000
San Francisco State University 1600 Holloway Avenue San Francisco, CA 94107	N/A	PC	To offset the costs of developing a proposal to implement predictive analytics and proactive advising initiatives.	200,000
Self-Help for the Elderly 731 SANSOME STREET SUITE 100 San Francisco, CA 94132	N/A	PC	To assist SSI recipients to apply for CalFresh and support them through final approval of benefit.	50,000
<b>Total . . . . . ► 3a</b>				16,935,160

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<b>a</b> <i>Paid during the year</i>				
Silicon Valley Community Foundation 2440 West El Camino Real Suite 300 San Francisco, CA 94111	N/A	PC	To support the Bay Area Census Regional Pooled Fund project.	500,000
Spark SF Public Schools 135 Van Ness Avenue Room 119 Mountain View, CA 940401498	N/A	PC	To support Counseling & Post-Secondary Success and/or College and Career Readiness.	20,000
St Anthony Foundation 150 Golden Gate Avenue San Francisco, CA 94102	N/A	PC	To assist SSI recipients to apply for CalFresh and support them through final approval of benefit.	50,000
<b>Total . . . . . ▶ 3a</b>				16,935,160

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ValleyCare Charitable Foundation 111 East Stanley Blvd San Francisco, CA 94102	N/A	PC	To offset the costs of developing a proposal to stand up inpatient palliative care.	15,000
Stanford University Development Services 326 Galvez Str Livermore, CA 94550	N/A	PC	To evaluate the implementation and effectiveness of health system-led serious illness care programming funded by the Stupski Foundation, informing future grant making strategy.	220,695
Stanford University Development Services 326 Galvez Str Stanford, CA 94305	N/A	PC	To sponsor the Data on Purpose conference.	25,000
<b>Total . . . . . ▶ 3a</b>				16,935,160

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Stanford University Development Services 326 Galvez Str Stanford, CA 94305	N/A	PC	To sponsor SSIR's Nonprofit Management Institute conference.	20,000
Stanford University Development Services 326 Galvez Str Stanford, CA 94305	N/A	PC	To create a Kinder Ready Clinic implementation model for pediatric clinics and develop a texting program for parents to use for their 2 to 3 year old children.	218,000
Stanford University Development Services 326 Galvez Str Stanford, CA 943055101	N/A	PC	To create a Kinder Ready Clinic implementation model for pediatric clinics and develop a texting program for parents to use for their 2 to 3 year old children.	233,000
<b>Total . . . . . ► 3a</b>				16,935,160

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Stanford University Development Services 326 Galvez Str Stanford, CA 943055101	N/A	PC	To create a Kinder Ready Clinic implementation model for pediatric clinics and develop a texting program for parents to use for their 2 to 3 year old children.	233,290
Stanford University Development Services 326 Galvez Str Stanford, CA 943055101	N/A	PC	To create a Kinder Ready Clinic implementation model for pediatric clinics and develop a texting program for parents to use for their 2 to 3 year old children.	578,110
Summer Search101 Howard St Ste 250 Stanford, CA 943055101	N/A	PC	To support the 30th anniversary Gala.	10,000
<b>Total . . . . . ▶ 3a</b>				16,935,160

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<b>a</b> <i>Paid during the year</i>				
Sutter Bay Medical Foundation 795 El Camino Real San Francisco, CA 94105	N/A	PC	To implement serious illness care programs extending home-based palliative care coverage in Alameda county.	866,000
Sutter Bay Medical Foundation 795 El Camino Real Palo Alto, CA 94301	N/A	PC	To offset the costs of developing a comprehensive proposal for improving serious illness care programs within the health system.	75,000
Teach for America - Hawai'i 500 Ala Moana Blvd Suite 3-580 Palo Alto, CA 94301	N/A	PC	To support program development throughout the state of Hawaii.	100,000
<b>Total . . . . .</b> ▶ <b>3a</b>				16,935,160

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<b>a</b> <i>Paid during the year</i>				
The Justice & Diversity Center of the Bar Associat 301 Battery Street 3rd Floor Honolulu, HI 96813	N/A	PC	To assist SSI recipients to apply for CalFresh and support them through final approval of benefit.	25,000
uAspire31 Milk Street Suite 900 San Francisco, CA 94111	N/A	PC	To support text-based advising to San Francisco Unified School District students.	147,610
The Regents of the University of California San F 220 Montgomery St Fl 5 Boston, MA 02109	N/A	PC	To support the implementation, scaling and sustainability of proven clinical models to detect and treat toxic stress and promote resilience amongst children aged 0-3 in San Francisco and Alameda counties.	1,000,000
<b>Total . . . . . ▶ 3a</b>				16,935,160

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<b>a</b> <i>Paid during the year</i>				
The Regents of the University of California San F 220 Montgomery St Fl 5 San Francisco, CA 94104	N/A	PC	To implement serious illness care programs including systemwide screening of patients for various needs and appropriate referral to tailored services.	470,000
The Regents of the University of California San F 220 Montgomery St Fl 5 San Francisco, CA 94104	N/A	PC	To offset the costs of developing a comprehensive proposal for improving serious illness care programs within the health system.	75,000
United Way Bay Area 550 Kearny Street Suite 1000 San Francisco, CA 94104	N/A	PC	To support the planning process and initial pilot of a one-stop, SparkPoint Center at Chabot College.	50,000
<b>Total . . . . . ▶ 3a</b>				16,935,160



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
VitalTalk600 1st Ave Ste 500C San Francisco, CA 94108	N/A	PC	To support the Bay Area Hub and business development capabilities in order to increase institutional contracts with San Francisco and Alameda County health systems.	100,000
VitalTalk600 1st Ave Ste 500C Seattle, WA 98104	N/A	PC	To support the Bay Area Hub and business development capabilities in order to increase institutional contracts with San Francisco and Alameda County health systems.	100,000
Wai-anae Community Re-Development Corporation DBA P O Box 441 Seattle, WA 98104	N/A	PC	To support the expansion the youth education program and fund the due diligence and closing costs for a 21-acre farmland purchase.	250,000
<b>Total . . . . . ► 3a</b>				16,935,160

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Washington Hospital Healthcare Foundation 2000 Mowry Avenue Waianae, HI 967920441	N/A	PC	To offset the costs of developing a proposal to stand up outpatient palliative care.	15,000
<b>Total . . . . . ▶ 3a</b>				16,935,160

**TY 2019 Accounting Fees Schedule****Name:** STUPSKI FOUNDATION**EIN:** 68-0397103

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
TAX PREPARATION FEES	100,260	34,628		34,627
AUDIT FEES	67,401	33,701		33,700

**TY 2019 All Other Program Related Investments Schedule**

**Name:** STUPSKI FOUNDATION  
**EIN:** 68-0397103

Category	Amount
NONE	

**Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.**

## **TY 2019 Depreciation Schedule**

**Name:** STUPSKI FOUNDATION

**EIN:** 68-0397103

**TY 2019 Investments Corporate Stock Schedule****Name:** STUPSKI FOUNDATION**EIN:** 68-0397103**Investments Corporation Stock Schedule**

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
1,475 SHS BERKSHIRE HATHAWAY	334,088	334,088
12,325 SHS COMCAST CORP	554,255	554,255
3,325 SHS ECOLAB INC	641,692	641,692
8,625 SHS EXPEDITORS INTL	672,922	672,922
21,550 SHS FASTENAL CO	796,272	796,272
4,500 SHS NIKE INC	455,895	455,895
9,725 SHS PAYCHEX INC	827,209	827,209
13,450 SHS PROGRESSIVE CORP-OH	973,646	973,646
1,225 REGENERON PHARMA INC	459,963	459,963
2,950 SHS UNION PACIFIC CORP	533,330	533,330
9,400 SHS WELLS FARGO & CO	505,720	505,720
8,450 SHS BROOKFIELD ASSET MGM	488,410	488,410
2,200 SHS CORE LABS NV	82,874	82,874

**TY 2019 Investments Government Obligations Schedule****Name:** STUPSKI FOUNDATION**EIN:** 68-0397103**US Government Securities - End  
of Year Book Value:**

71,267,408

**US Government Securities - End  
of Year Fair Market Value:**

71,267,408

**State & Local Government  
Securities - End of Year Book  
Value:****State & Local Government  
Securities - End of Year Fair  
Market Value:**

**TY 2019 Investments - Other Schedule**

**Name:** STUPSKI FOUNDATION  
**EIN:** 68-0397103

**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ACACIA PARTNERS LP		7,990,785	7,990,785
AMANSA FUND, LTD		4,102,395	4,102,395
AMERICAN STEADFAST, LP		6,055,821	6,055,821
BAUPOST VALUE PARTNERS II		5,818,484	5,818,484
BRACEBRIDGE BIL, LTD		7,734,493	7,734,493
BROOKSIDE CAYMAN, LTD - CLASS			
2-A2, SERIES 184		2,995	2,995
BUENA VISTA ASIAN OPP FUND		3,513,161	3,513,161
CANYON VALUE REALIZATION FUND			
(CAYMAN) LTD. - CLASS A		8,928,596	8,928,596
CEVIAN CAPITAL II LTD		4,889,567	4,889,567
DRAWBRIDGE SPECIAL			
OPPORTUNITIES FUND LP		6,920,979	6,920,979
ETON PARK FUND, LP		10,108	10,108
FARALLON CAPITAL			
INSTITUTIONAL PARTNERS		8,695,021	8,695,021
FIRST RESERVE FUND XI, LP		61,329	61,329
FORTRESS CREDIT OPPORTUNITIES			
FUND II (A) LP		367,729	367,729
FORTRESS CREDIT OPPORTUNITIES			
FUND II (B) LP		591,980	591,980
GENERATION IM CLIMATE			
SOLUTIONS FUND LP		219,579	219,579
GENERATION IM GLOBAL EQUITY			
FUND, LLC		10,306,264	10,306,264
GMO MUTUAL FUNDS		15,188,913	15,188,913
GOLDEN GATE CAPITAL II, LLC		43,771	43,771
ANNEX FUND II, LP		7,003	7,003
GRANITE VENTURES		38,443	38,443
GS MOUNT KELLETT CAPITAL			



**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PARTNERS LP		130,065	130,065
HCIF OFFSHORE, LP		8,993,817	8,993,817
HCP ABSOLUTE RETURN FUND			
OFFSHORE FEEDER, L.P.		8,539,788	8,539,788
HCP CHINA CAPITAL APPREC. FUND		2,444,927	2,444,927
HCP VF IX INVESTORS LP		20,460	20,460
HCP WPPE X INVESTORS, LLC		1,292,477	1,292,477
JC FLOWERS I LP		260,551	260,551
JC FLOWERS II LP		1,771	1,771
JC FLOWERS III-B LP		843,498	843,498
KOHLBERG TE INVESTORS IV, LP		428,350	428,350
KOHLBERG TE INVESTORS VI, LP		53,725	53,725
KOHLBERG V, LP		34,004	34,004
LUXOR CAPITAL PARTNERS OFFSHOR		6,171,467	6,171,467
MOUNT KELLETT CAPITAL PARTNERS			
(CAYMAN) II, LP		206,752	206,752
OAKMARK			
INTERNATIONAL EQUITY L.P.		4,155,850	4,155,850
PROSPECT HARBOR PARTNERS		10,824	10,824
ROCKPOINT REAL ESTATE FUND III		94,531	94,531
SAIF III, LP		3,455,971	3,455,971
TACONIC OPPORTUNITY OFFSHORE			
FD LTD CLASS A-NR SERIES 1		8,510,494	8,510,494
TENASKA PF II, LP		57,443	57,443
TIFF PARTNERS III, LLC		24,130	24,130
TIFF PARTNERS IV, LLC		9,918	9,918
TPG BIOTECHNOLOGY II		98,190	98,190
VALUEACT CAPITAL			
INTERNATIONAL I, LP		8,576,910	8,576,910
WEST FACE LONG TERM			

**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>
OPPORTUNITIES FUND LTD		388,573	388,573

**TY 2019 Legal Fees Schedule****Name:** STUPSKI FOUNDATION**EIN:** 68-0397103

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
REVIEW OF CONTRACTS	24,260			24,260
AND AGREEMENTS				

**TY 2019 Other Assets Schedule****Name:** STUPSKI FOUNDATION**EIN:** 68-0397103**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INTEREST/DIVIDEND RECEIVABLE	117,912	121,967	121,967
INVESTMENT RECEIVABLE	7,488,431	10,004,561	10,004,561
OTHER RECEIVABLE	17,775	215,690	215,690
LOAN-WAI'ANAE COMMUNITY REDEV	236,084	249,069	249,069
EXCISE AND UBTI TAX RECEIVABLE	0	243,552	243,552
LOAN-RESPECTING CHOICES	0	187,620	187,620

**TY 2019 Other Expenses Schedule****Name:** STUPSKI FOUNDATION**EIN:** 68-0397103**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER OPERATING EXPENSES	12,537	1,097		10,159
CONSULTANTS	1,747,326			1,795,916
DEFERRED FEDERAL EXCISE TAX	329,462			
INSURANCE	12,813	1,121		11,692
MATERIAL AND SUPPLIES	16,945	1,482		13,811
MEDIA AND MEMBERSHIP	43,150			43,150
TELEPHONE	15,446	1,351		14,095
LOSS ON ABANDONED PROPERTIES	72,888			
SCH K-1 PARTNERSHIP EXPENSES		685,599		
TECHNOLOGY SUPPLIES & SUPPORT	87,202	7,630		78,805

# TY 2019 Other Income Schedule

**Name:** STUPSKI FOUNDATION

**EIN:** 68-0397103

## Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER SCH K-1 PARTNERSHIP INCOME	0	56,018	

**TY 2019 Other Increases Schedule**

**Name:** STUPSKI FOUNDATION

**EIN:** 68-0397103

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	13,548,331

**TY 2019 Other Liabilities Schedule****Name:** STUPSKI FOUNDATION**EIN:** 68-0397103

Description	Beginning of Year - Book Value	End of Year - Book Value
CAFETERIA PLAN		
401(K) PLAN		
UNITRUST PAYMENT		



**TY 2019 Other Professional Fees Schedule****Name:** STUPSKI FOUNDATION**EIN:** 68-0397103

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT MANAGEMENT SERVICES	420,152	420,251		0
OTHER PROFESSIONAL FEES	384,808	7,972		402,117

**TY 2019 Taxes Schedule****Name:** STUPSKI FOUNDATION**EIN:** 68-0397103

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE & UBTI TAX	59,798			
FOREIGN TAX PAID		80,403		

STUPSKI FOUNDATION

EIN # 68-0397103

ATTACHMENT TO FORM 990-PF, PART VII-B, QUESTION 5c

EXPENDITURE RESPONSIBILITY STATEMENT FOR THE YEAR 2019

PURSUANT TO IRC REGULATION §53.4945-5(d)(2), STUPSKI FOUNDATION PROVIDES THE FOLLOWING INFORMATION:

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY FOR GRANTS TO A DOMESTIC ORGANIZATION.

1. Grantee: Article3.org

1007 General Kennedy Ave., Suite 216  
San Francisco, CA 94129

2. Paid to grantee in year ended December 31, 2019:

\$25,000 on April 18, 2019

(Unexpended balance as of December 31, 2019 was none.)

3. Purpose of the grants:

To sponsor the annual Human Rights Day event.

4. Amount expended by grantee during year ending December 31, 2019:

\$25,000

5. Diversion: To the knowledge of the Foundation, based on reports and discussion with the organization, no part of the spending has been used for purposes other than the intended use.

6. Date of the most recent report:

Grantee submitted full and complete reports of its expenditure on October 17, 2020.

7. Verification: The Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the reports was made.

STUPSKI FOUNDATION

EIN # 68-0397103

FORM 990PF, PART IX-A, SUMMARY OF DIRECT CHARITABLE ACTIVITIES

IN ADDITION TO ITS GRANTMAKING, THE FOUNDATION ENGAGES DIRECTLY IN ACTIVITIES TO SUPPORT OUR PROGRAM AREAS AND THE PHILANTHROPIC SECTOR IN GENERAL. DIRECT CHARITABLE EXPENSES IN THE AMOUNT OF \$136,423 INCLUDE THE FOLLOWING ACTIVITIES:

- CONVENING GROUPS OF EXPERTS AND GRANTEES TO DISCUSS, DISSEMINATE AND SHARE INFORMATION ABOUT PROGRAMMATIC PRACTICES, RESEARCH AND TRENDS EXPENSES AMOUNTS: \$31,673
- PROVIDING TECHNICAL ASSISTANCE TO GRANTEES AND OTHER PARTNERS INVOLVED IN OUR PROGRAMMATIC ACTIVITIES, INCLUDING COMMUNICATIONS AND BUSINESS PLAN DEVELOPMENT EXPENSES AMOUNTS: \$104,750