

Form **990-PF**

Return of Private Foundation

OMB No 1545-0047

2019

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2019 or tax year beginning

, 2019, and ending

, 20

Name of foundation

THE CAROL MOSS FOUNDATION

A Employer identification number

95-4076344

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

Room/suite

B Telephone number (see instructions)

FOUNDATION SOURCE 501 SILVERSIDE RD

(800) 839-1754

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

WILMINGTON, DE 19809-1377

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☒ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at

J Accounting method ☐ Cash ☒ Accrual

end of year (from Part II, col (c), line

☐ Other (specify)

16) \$ 60,307,407.

(Part I, column (d), must be on cash basis)

C If exemption application is pending, check here. ☐

D 1 Foreign organizations, check here. ☐

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

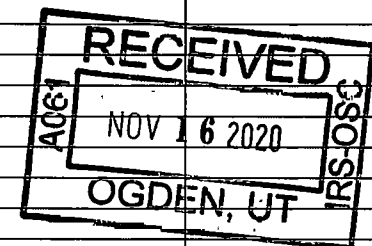
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

| | | | | | |
|-----|--|-------------|------------|----|------------|
| 1 | Contributions, gifts, grants, etc., received (attach schedule) | 33,991,957. | | | |
| 2 | Check <input type="checkbox"/> if the foundation is not required to attach Sch. D. | | | | |
| 3 | Interest on savings and temporary cash investments | 49,826. | 49,826. | | |
| 4 | Dividends and interest from securities | 1,108,293. | 1,096,451. | | |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | 31,735. | | | |
| b | Gross sales price for all assets on line 6a | 29,870,052. | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 889,927. | | |
| 8 | Net short-term capital gain | | | | |
| 9 | Income modifications | | | | |
| 10a | Gross sales less returns and allowances | | | | |
| b | Less: Cost of goods sold | | | | |
| c | Gross profit or (loss) (attach schedule) | | | | |
| 11 | Other income (attach schedule) | | | | |
| 12 | Total. Add lines 1 through 11 | 35,181,811. | 2,036,204. | | |
| 13 | Compensation of officers, directors, trustees, etc. | 302,451. | | | 302,451. |
| 14 | Other employee salaries and wages | | | | |
| 15 | Pension plans, employee benefits | 17,536. | | | 17,536. |
| 16a | Legal fees (attach schedule) ATTCH 1 | 138,469. | | | 141,969. |
| b | Accounting fees (attach schedule) ATTCH 2 | 30,880. | | | 15,829. |
| c | Other professional fees (attach schedule) [3] | 233,968. | 218,529. | | 15,439. |
| 17 | Interest | | | | |
| 18 | Taxes (attach schedule) (see instructions) [4] | 84,566. | 9,406. | | |
| 19 | Depreciation (attach schedule) and depletion | | | | |
| 20 | Occupancy | 25,047. | | | 25,158. |
| 21 | Travel, conferences, and meetings | 1,357. | | | 1,357. |
| 22 | Printing and publications | | | | |
| 23 | Other expenses (attach schedule) ATTCH 5 | 60,683. | 290. | | 63,365. |
| 24 | Total operating and administrative expenses. Add lines 13 through 23. | 894,957. | 228,225. | | 583,104. |
| 25 | Contributions, gifts, grants paid | 2,190,000. | | | 1,190,000. |
| 26 | Total expenses and disbursements. Add lines 24 and 25. | 3,084,957. | 228,225. | 0. | 1,773,104. |
| 27 | Subtract line 26 from line 12 | | | | |
| a | Excess of revenue over expenses and disbursements | 32,096,854. | | | |
| b | Net investment income (if negative, enter -0-) | | 1,807,979. | | |
| c | Adjusted net income (if negative, enter -0-) | | | | |



SCANNED JAN 20 2022

| 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 | 1,447,887. | 3,946,331. | 3,946,331. |
| | 3 | Accounts receivable ▶ 62,309. | | 62,309. | 62,309. |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable. | 40,600,895. | 5,300,000. | 5,300,000. |
| | 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. | 1,994. | 4,849. | 4,849. |
| | 9 | Prepaid expenses and deferred charges | 16,327,414. | 3,144,276. | 3,144,276. |
| | 10a | Investments - U.S. and state government obligations (attach schedule) [6] | 1,009,346. | 46,018,880. | 46,018,880. |
| | b | Investments - corporate stock (attach schedule) ATCH 7 | 321,661. | 1,828,636. | 1,828,636. |
| | c | Investments - corporate bonds (attach schedule) ATCH 8 | | | |
| Liabilities | 11 | Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments - mortgage loans. | | | |
| | 13 | Investments - other (attach schedule) | | | |
| | 14 | Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶ | | | |
| | 15 | Other assets (describe ▶ ATCH 9) | 2,126. | 2,126. | 2,126. |
| | 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 59,711,323. | 60,307,407. | 60,307,407. |
| | 17 | Accounts payable and accrued expenses | | 75,809. | |
| | 18 | Grants payable. | | 1,000,000. | |
| | 19 | Deferred revenue. | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons. | | | |
| Net Assets or Fund Balances | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶) | 4,555. | | |
| | 23 | Total liabilities (add lines 17 through 22) | 4,555. | 1,075,809. | |
| | | Foundations that follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30. | | | |
| | 24 | Net assets without donor restrictions | 19,105,873. | 53,931,598. | |
| | 25 | Net assets with donor restrictions | 40,600,895. | 5,300,000. | |
| | | Foundations that do not follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 26 through 30 | | | |
| | 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 | Total net assets or fund balances (see instructions) | 59,706,768. | 59,231,598. | |
| | 30 | Total liabilities and net assets/fund balances (see instructions) | 59,711,323. | 60,307,407. | |

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 | 59,706,768. |
| 2 | Enter amount from Part I, line 27a. | 2 | 32,096,854. |
| 3 | Other increases not included in line 2 (itemize) ▶ ATCH 10 | 3 | 1,422,181. |
| 4 | Add lines 1, 2, and 3 | 4 | 93,225,803. |
| 5 | Decreases not included in line 2 (itemize) ▶ ATCH 11 | 5 | 33,994,205. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29 | 6 | 59,231,598. |

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)

(b) How acquired
P - Purchase
D - Donation(c) Date acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)**1 a** SEE PART IV SCHEDULE**b****c****d****e**

(e) Gross sales price

(f) Depreciation allowed
(or allowable)(g) Cost or other basis
plus expense of sale(h) Gain or (loss)
((e) plus (f) minus (g))**a****b****c****d****e**

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

(i) FMV as of 12/31/69

(j) Adjusted basis
as of 12/31/69(k) Excess of col (i)
over col (j), if any(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**a****b****c****d****e****2** Capital gain net income or (net capital loss){ If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 }**2**

889,927.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in
Part I, line 8**3**

0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e) Do not complete this part

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|--|--|--|---|
| 2018 | 297,266. | 10,388,986. | 0.028614 |
| 2017 | 222,688. | 3,997,126. | 0.055712 |
| 2016 | 170,725. | 3,724,429. | 0.045839 |
| 2015 | 158,198. | 3,489,701. | 0.045333 |
| 2014 | 140,011. | 3,232,475. | 0.043314 |

2 Total of line 1, column (d)**2**

0.218812

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years**3**

0.043762

4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5**4**

41,960,389.

5 Multiply line 4 by line 3.**5**

1,836,271.

6 Enter 1% of net investment income (1% of Part I, line 27b).**6**

18,080.

7 Add lines 5 and 6.**7**

1,854,351.

8 Enter qualifying distributions from Part XII, line 4.**8**

1,773,104.

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) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 36,160. |
| 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 | |
| 3 Add lines 1 and 2 | | 3 | 36,160. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-) | | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 36,160. |
| 6 Credits/Payments | | | |
| a 2019 estimated tax payments and 2018 overpayment credited to 2019 | 6a | 15,183. | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 15,603. | |
| d Backup withholding erroneously withheld | 6d | 48. | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 30,834. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 5,326. | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | | |
| 11 Enter the amount of line 10 to be Credited to 2020 estimated tax Refunded | 11 | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | X | |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered. See instructions ► CA, _____ | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

Part VII-A Statements Regarding Activities (continued)

| | Yes | No |
|---|-----|----|
| 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 | | X |
| 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions. | | X |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A | X | |
| 14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754 Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377 | | |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 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? | | X |
| See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶ | | |

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

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 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? (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 any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions | 1b | X |
| Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/> | | |
| 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 | X |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | |
| a At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) | 2b | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019) | 3b | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019? | 4b | X |

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| ATCH 12 | | 302,451. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| ATCH 13 | | 392,953. |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

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

Part IX-A Summary of Direct Charitable Activities

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

| | Expenses |
|-------|----------|
| 1 N/A | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |

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 NONE | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| All other program-related investments See instructions | |
| 3 NONE | |
| | |
| | |
| | |

Total. Add lines 1 through 3 ▶

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 | 39,486,560. |
| b | Average of monthly cash balances | 1b | 3,112,820. |
| c | Fair market value of all other assets (see instructions). | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 42,599,380. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d. | 3 | 42,599,380. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 638,991. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 41,960,389. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 2,098,019. |

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

| | | | |
|-----------|--|-----------|------------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 2,098,019. |
| 2a | Tax on investment income for 2019 from Part VI, line 5 | 2a | 36,160. |
| b | Income tax for 2019. (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 36,160. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1. | 3 | 2,061,859. |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4 | 5 | 2,061,859. |
| 6 | Deduction from distributable amount (see instructions). | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. | 7 | 2,061,859. |

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 | 1,773,104. |
| b | Program-related investments - total from Part IX-B. | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,773,104. |
| 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 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,773,104. |

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.

Form 990-PF (2019)

Page **9****Part XIII Undistributed Income** (see instructions)

| | (a) Corpus | (b) Years prior to 2018 | (c) 2018 | (d) 2019 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2019 from Part XI, line 7 | | | | 2,061,859. |
| 2 Undistributed income, if any, as of the end of 2019 | | | | |
| a Enter amount for 2018 only. | | | 377,719. | |
| b Total for prior years 20 <u>17</u> , 20 <u>16</u> , 20 <u>15</u> | | | | |
| 3 Excess distributions carryover, if any, to 2019 | | | | |
| a From 2014 | | | | |
| b From 2015 | | | | |
| c From 2016 | | | | |
| d From 2017 | | | | |
| e From 2018 | | | | |
| f Total of lines 3a through e | | | | |
| 4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ <u>1,773,104.</u> | | | | |
| a Applied to 2018, but not more than line 2a | | | 377,719. | |
| b Applied to undistributed income of prior years (Election required - see instructions). | | | | |
| c Treated as distributions out of corpus (Election required - see instructions). | | | | |
| d Applied to 2019 distributable amount. | | | | 1,395,385. |
| e Remaining amount distributed out of corpus. | | | | |
| 5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b. | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions. | | | | |
| e Undistributed income for 2018 Subtract line 4a from line 2a Taxable amount - see instructions | | | | |
| f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020. | | | | 666,474. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) | | | | |
| 8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions) | | | | |
| 9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2015 | | | | |
| b Excess from 2016 | | | | |
| c Excess from 2017 | | | | |
| d Excess from 2018 | | | | |
| e Excess from 2019 | | | | |

Form **990-PF** (2019)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling

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

| | Tax year | Prior 3 years | | | (e) Total |
|---|----------|---------------|----------|----------|-----------|
| | (a) 2019 | (b) 2018 | (c) 2017 | (d) 2016 | |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4, for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test - enter | | | | | |
| (1) Value of all assets. | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i). | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). | | | | | |
| (3) Largest amount of support from an exempt organization. | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

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

N/A

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|------------|
| a Paid during the year | | | | |
| ATCH 14 | | | | |
| Total | | | 3a | 1,190,000. |
| b Approved for future payment | | | | |
| Total | | | 3b | |

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

| Line No ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions) |
|--------------|--|
|--------------|--|

[illegible]

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

- | | | | | |
|----------|--|--------------|------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) | Cash | 1a(1) | | X |
| (2) | Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) | Reimbursement arrangements | 1b(4) | | X |
| (5) | Loans or loan guarantees | 1b(5) | | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

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

**Sign
Here**

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

Signature of officer or trustee

Date 11/13/20

◆ President
Title

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

**Paid
Preparer
Use Only**

| |
|----------------------------|
| Print/Type preparer's name |
|----------------------------|

JEFFREY D HASKELL

Preparer's signature

JEFFREY D HASKELL

Date

11/12/2020

| | | | |
|-------|--|--|--|
| Check | | | |
|-------|--|--|--|

☐ self-employed

| |
|------|
| PTIN |
|------|

P01345770

| | |
|-------------|-------------------|
| Firm's name | FOUNDATION SOURCE |
|-------------|-------------------|

Firm's address **ONE HOLLOW LN, STE 212**

LAKE SUCCESS, NY

11042

Firm's EIN ► 510398347

Phone no 800-839-1754

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2019▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Go to www.irs.gov/Form990 for the latest information.**

Name of the organization

THE CAROL MOSS FOUNDATION

Employer identification number

95-4076344

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **THE CAROL MOSS FOUNDATION**Employer identification number
95-4076344**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|---|----------------------------|---|
| 1 | ESTATE OF CAROL MOSS 12400 WILSHIRE BLVD #400 LOS ANGELES, CA 90025 | \$ 33,991,957. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

Name of organization THE CAROL MOSS FOUNDATION

Employer identification number
95-4076344**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| 1 | NORTH CAROLINA ST LTD OBLIG - 5.000% - 65829QCV4, 90000 SH. | \$ 111,254. | 10/07/2019 |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
| 1 | NORTH TEX TWY AUTH REV - 5.000% - 01/01 66285WSE7, 50000 SH. | \$ 57,637. | 10/07/2019 |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
| 1 | NORTHWEST TEX INDPT SCH DIST - 5.000% - 667825H22, 55000 SH. | \$ 59,887. | 10/07/2019 |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
| 1 | OHIO ST NATURAL RES - 5.000% - 04/01/20 677522EC4, 105000 SH. | \$ 114,982. | 10/07/2019 |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
| 1 | OMAHA NEB ARPT AUTH - 5.000% - 12/15/20 681725JN8, 40000 SH. | \$ 46,907. | 10/07/2019 |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
| 1 | WEST WILSON UTIL DIST TENN WTRWKS - 5.0 956876KG0, 25000 SH. | \$ 30,116. | 10/07/2019 |

Name of organization THE CAROL MOSS FOUNDATION

Employer identification number
95-4076344**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| 1 | MASS ST DEVFIN AGY - 4.000% - 07/01/202 57584XHJ3, 55000 SH. | \$ 57,654. | 10/07/2019 |
| 1 | NASHVILLE ARPT AUTH - 5.000% - 07/01/20 592190MB5, 40000 SH. | \$ 43,783. | 10/07/2019 |
| 1 | MINNESOTA PUB FACS AUTH - 5.000% - 03/0 604115AK1, 35000 SH. | \$ 35,530. | 10/07/2019 |
| 1 | MISSOURI ST HEALTH & EDL FACS AUTH - 5.0 60635R6L6, 50000 SH. | \$ 51,216. | 10/07/2019 |
| 1 | NEW JERSEY ST TPK AUTH TPK - 5.000% - 0 6461393M5, 60000 SH. | \$ 66,270. | 10/07/2019 |
| 1 | NYC TRANSITIONAL - 4.500% - 05/01/2020 64971W3M0, 20000 SH. | \$ 20,388. | 10/07/2019 |

Name of organization THE CAROL MOSS FOUNDATION

Employer identification number
95-4076344**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| 1 | VANGUARD FTSE ALL-WLD EX-US SMCP IDX VSS, 125 SH. | \$ 12,676. | 10/07/2019 |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
| 1 | VANGAURD HIGH-YIELD CORPORATE FUND ADMI VWEAX, 11716.62 SH. | \$ 68,777. | 10/07/2019 |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
| 1 | CONSUMER DISCRETIONARY SELECT SECTOR SP XLY, 485 SH. | \$ 57,676. | 10/07/2019 |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
| 1 | HEWLETT-PACKARD CO - 4.050% - 09/15/202 428236BX0, 100000 SH. | \$ 105,789. | 10/07/2019 |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
| 1 | FRANKLIN CA TAX FREE INC A FKTFX, 46338.711 SH. | \$ 357,735. | 10/07/2019 |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
| 1 | GEORGIA ST GO REF BDS SER. 2009 - 5.000 373384PN0, 35000 SH. | \$ 35,986. | 10/07/2019 |

Name of organization THE CAROL MOSS FOUNDATION

Employer identification number
95-4076344**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
|---------------------------|---|--|----------------------|
| 1 | TOTAL FINA ELF S.A TOT, 300 SH. | \$ 14,817. | 10/07/2019 |
| 1 | VANGUARD FTSE ALL-WORLD EX-US ETF VEU, 500 SH. | \$ 24,665. | 10/07/2019 |
| 1 | VANGUARD FIN ETF VFH, 500 SH. | \$ 34,205. | 10/07/2019 |
| 1 | VANGUARD INFORMATION TECHNOLOGY ETF VGT, 300 SH. | \$ 64,782. | 10/07/2019 |
| 1 | VANGUARD SF REIT ETF VNQ, 200 SH. | \$ 18,654. | 10/07/2019 |
| 1 | VANGUARD GLOBAL EX-US REAL ESTATE VNQI, 700 SH. | \$ 41,255. | 10/07/2019 |

Name of organization THE CAROL MOSS FOUNDATION

Employer identification number
95-4076344**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
|---------------------------|--|---|----------------------|
| 1 | MATTHEWS ASIA PACIFIC EQUITY INCOME FUN MAPIX, 2270.197 SH. | \$ 37,118. | 10/07/2019 |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
| 1 | MFS EMERGING MARKETS DEBT FUND CLASS I MEDIX, 4065.064 SH. | \$ 59,716. | 10/07/2019 |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
| 1 | MERCK & CO INC MRK, 350 SH. | \$ 29,586. | 10/07/2019 |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
| 1 | NUVEEN HIGH YIELD MUNICIPAL BD FD CL R NHMRX, 6965.64 SH. | \$ 125,590. | 10/07/2019 |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
| 1 | ISHARES MSCI EAFE SMALL CAP INDEX FUND SCZ, 400 SH. | \$ 22,706. | 10/07/2019 |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
| 1 | AMG TIMESQUARE INTERNAL SMALLCAP N TCMPX, 676.224 SH. | \$ 9,792. | 10/07/2019 |

Name of organization THE CAROL MOSS FOUNDATION

Employer identification number
95-4076344**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
|---------------------------|---|--|----------------------|
| 1 | INTERNATIONAL PAPER CO IP, 465 SH. | \$ 18,263. | 10/07/2019 |
| 1 | ISHARES RUSSELL 1000 INDEX FD IWB, 730 SH. | \$ 119,041. | 10/07/2019 |
| 1 | ISHARES TRUST RUSSELL 1000 GROWTH INDEX IWF, 200 SH. | \$ 31,851. | 10/07/2019 |
| 1 | ISHARES RUSSELL 2000 IWM, 450 SH. | \$ 67,093. | 10/07/2019 |
| 1 | ISHARES DJ US INDUSTRIAL SECTOR INDEX F IYJ, 365 SH. | \$ 56,590. | 10/07/2019 |
| 1 | JP MORGAN CHASE JPM, 300 SH. | \$ 34,436. | 10/07/2019 |

Name of organization THE CAROL MOSS FOUNDATION

Employer identification number
95-4076344**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| 1 | AMERICAN CENTURY INFLATION ADJUSTED BD ACITX, 8205.952 SH. | \$ 97,076. | 10/07/2019 |
| 1 | AMERICAN CENTURY MID CAP VALUE INVESTOR ACMVX, 3378.798 SH. | \$ 52,912. | 10/07/2019 |
| 1 | BARON EMERGING MARKETS FUND RETAIL BEXFX, 2569.912 SH. | \$ 34,437. | 10/07/2019 |
| 1 | CONOCOPHILLIPS COP, 200 SH. | \$ 10,943. | 10/07/2019 |
| 1 | SCHWAB FUNDAMENTAL US SMALL COMPANY IND FNDA, 1500 SH. | \$ 55,613. | 10/07/2019 |
| 1 | SCHWAB FUNDAMENTAL EM MARKETS LARGE COM FNDE, 300 SH. | \$ 8,195. | 10/07/2019 |

Name of organization THE CAROL MOSS FOUNDATION

Employer identification number
95-4076344**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| 1 | BOISE CITY IDAHO INDPT SCH DIST - 4.000 097437QH3, 70000 SH. | \$ 73,630. | 10/07/2019 |
| 1 | INDUSTRY CALIF PUB - 5.000% - 01/01/202 45656TBZ0, 250000 SH. | \$ 262,075. | 10/07/2019 |
| 1 | SCHWAB FUNDAMENTAL INTL LARGE CO INDEX FNDF, 1550 SH. | \$ 41,571. | 10/08/2019 |
| 1 | MFS SERIES TRUST X MFS INTL VALUE FD A MGIAX, 1131.5 SH. | \$ 49,017. | 10/08/2019 |
| 1 | VANGAURD HIGH-YIELD CORPORATE FUND ADMI VWEAX, 11.934 SH. | \$ 70. | 10/08/2019 |
| | | \$ | |

Name of organization THE CAROL MOSS FOUNDATION

Employer identification number

95-4076344

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---------------------|--|-------------------------------------|
| | | | |
| | | | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |

ATTACHMENT 1FORM 990PF, PART I - LEGAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| DOCUMENT REVIEW/DRAFTING | 1,758. | | | 1,758. |
| GENERAL CONSULTATIONS | 136,711. | | | 140,211. |
| TOTALS | <u>138,469.</u> | | | <u>141,969.</u> |

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|-------------------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| AUDIT FEE | 25,000. | | | 15,000. |
| GENERAL CONSULTATIONS | 5,000. | | | 829. |
| TAX RETURN PREPARATION/REVIEW | 880. | | | |
| TOTALS | <u>30,880.</u> | | | <u>15,829.</u> |

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------------------|---|--------------------------------------|--------------------------------|
| COMPENSATION CONSULTATION FEES | 14,189. | | 14,189. |
| INVESTMENT MANAGEMENT SERVICES | 218,529. | 218,529. | |
| DESIGN SERVICES | 1,250. | | 1,250. |
| TOTALS | <u>233,968.</u> | <u>218,529.</u> | <u>15,439.</u> |

ATTACHMENT 4FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|-----------------------|---|--------------------------------------|
| DEFERRED EXCISE TAXES | 39,000. | |
| 990-PF TAX FOR 2019 | 36,160. | |
| FOREIGN TAX PAID | 9,406. | 9,406. |
| TOTALS | <u>84,566.</u> | <u>9,406.</u> |

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|----------------------------|---|-----------------------------|------------------------|
| ADMINISTRATIVE FEES | 53,565. | | 53,565. |
| ADMINISTRATIVE SET-UP FEE | 3,500. | | 3,500. |
| BANK CHARGES | 290. | 290. | |
| INDEMNIFICATION INSURANCE | 1,130. | | 3,875. |
| OFFICE SUPPLIES | 20. | | 227. |
| PAYROLL PROCESSING FEES | 966. | | 966. |
| POSTAGE/DELIVERY SERVICE | 671. | | 671. |
| STATE OR LOCAL FILING FEES | 140. | | 160. |
| WEBSITE HOSTING/SUPPORT | 301. | | 301. |
| REGISTERED AGENT FEE | 100. | | 100. |
| TOTALS | 60,683. | 290. | 63,365. |

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 6

| <u>DESCRIPTION</u> | <u>ENDING</u> | <u>ENDING</u> |
|--------------------------------|-------------------|-------------------|
| | <u>BOOK VALUE</u> | <u>FMV</u> |
| FEDERAL NTNL MRTG ASSC 6.625% | 103,908. | 103,908. |
| FEDERAL NTNL MRTG ASSC POOL | 470,205. | 470,205. |
| FHLMC POOL #G08737 POOL #G0873 | 166,898. | 166,898. |
| FNMA POOL #MA3527 POOL #MA3527 | 212,576. | 212,576. |
| UMBS SD8010 - 3.000% - 09/01/2 | 107,440. | 107,440. |
| UNIFORM MBS POOL #MA3803 POOL | 415,884. | 415,884. |
| UNIFORM MBS POOL #ZT1546 - 4.5 | 380,189. | 380,189. |
| US T - 2.500% - 02/15/2046 | 220,048. | 220,048. |
| US T BDS - 3.000% - 02/15/2049 | 539,531. | 539,531. |
| US T BDS - 3.000% - 05/15/2045 | 372,610. | 372,610. |
| US T NTS NOTE - 2.625% - 08/31 | 154,987. | 154,987. |
| US OBLIGATIONS TOTAL | <u>3,144,276.</u> | <u>3,144,276.</u> |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| ABB LTD | 264,845. | 264,845. |
| ABBOTT LABS | 167,987. | 167,987. |
| ACCENTURE PLC | 210,149. | 210,149. |
| ACI WORLDWIDE INC | 38,042. | 38,042. |
| ACTIVISION BLIZZARD INC | 187,708. | 187,708. |
| ACUITY BRANDS INC | 30,084. | 30,084. |
| ADIDAS AG | 224,827. | 224,827. |
| ADOBE SYSTEMS, INC | 415,890. | 415,890. |
| ADYEN-NV | 208,980. | 208,980. |
| AIR PRODS & CHEM INC | 60,862. | 60,862. |
| AKZO NOBEL NV-ADR | 167,764. | 167,764. |
| ALCON INC | 61,492. | 61,492. |
| ALIBABA GROUP HOLDING LTD | 424,836. | 424,836. |
| ALIGN TECHNOLOGY, INC | 122,778. | 122,778. |
| ALLEGION PLC | 125,163. | 125,163. |
| ALPHABET INC CL A | 92,418. | 92,418. |
| ALPHABET INC CL C | 302,167. | 302,167. |
| ALTRA HLDGS INC | 35,812. | 35,812. |
| AMERIPRISE FINANCIAL INC | 89,787. | 89,787. |
| AMGEN INC | 140,303. | 140,303. |
| ANSYS INC | 114,290. | 114,290. |
| ARMADA HOFFLER PROPERTIES INC | 46,462. | 46,462. |
| ASML HOLDING NV NY REG SHS | 123,703. | 123,703. |
| ASTRAZENECA | 490,523. | 490,523. |
| ATLASSIAN CORP PLC | 75,814. | 75,814. |
| ATMOS ENERGY CORP | 53,469. | 53,469. |
| AUTOMATIC DATA PROCESSING INC | 177,832. | 177,832. |
| AVIVA PLC | 130,532. | 130,532. |
| B&M EUROPEAN VALUE RETAIL SA A | 174,778. | 174,778. |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|------------------------------|------------------------------|-----------------------|
| BAIDU.COM - ADR | 197,690. | 197,690. |
| BALFOUR BEATTY PLC | 37,962. | 37,962. |
| BANCORPSOUTH BANK | 44,728. | 44,728. |
| BANK OF AMERICA CORP | 119,572. | 119,572. |
| BARCLAYS PLC ADR | 235,630. | 235,630. |
| BASF AG SPONS ADR | 340,517. | 340,517. |
| BAYER A G SPONSORED ADR | 157,535. | 157,535. |
| BLACKROCK INC | 53,286. | 53,286. |
| BLUE PRISM GROUP PLC | 45,976. | 45,976. |
| BNP PARIBAS SPONS ADR | 176,685. | 176,685. |
| BOK FINANCIAL CORP | 48,070. | 48,070. |
| BOOKING HOLDINGS INC | 115,009. | 115,009. |
| BOOZT AB UNSPONSORED | 64,229. | 64,229. |
| BORG WARNER INC | 31,103. | 31,103. |
| BP PLC SPONSORED ADR | 201,230. | 201,230. |
| BRITISH AMERICAN TOBACCO PLC | 269,409. | 269,409. |
| BROADCOM INC | 28,442. | 28,442. |
| BROOKS AUTOMATION, INC | 53,583. | 53,583. |
| BRUNSWICK CORP | 31,609. | 31,609. |
| CABOT OIL & GAS CORP | 74,323. | 74,323. |
| CAIXABANK | 108,308. | 108,308. |
| CALLON PETROLEUM CO | 16,031. | 16,031. |
| CAN IMPERIAL BK OF COMMERCE | 62,067. | 62,067. |
| CAP GEMINI SA UNSP/ADR | 175,343. | 175,343. |
| CAPITAL ONE FINANCIAL CORP | 74,507. | 74,507. |
| CARREFOUR S.A | 102,964. | 102,964. |
| CARSALLES.COM | 156,716. | 156,716. |
| CARTER'S INC | 28,100. | 28,100. |
| CASELLA WASTE SYSTEMS INC | 36,041. | 36,041. |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| CHEVRON CORP | 48,566. | 48,566. |
| CHINA MOBILE HGK LTD | 262,328. | 262,328. |
| CHUBB LIMITED | 67,556. | 67,556. |
| CINEMARK HOLDINGS INC | 27,351. | 27,351. |
| CISCO SYSTEMS INC | 73,810. | 73,810. |
| COMCAST CORP | 28,556. | 28,556. |
| COMMERCE BANCSHARES, INC | 54,896. | 54,896. |
| COMPAGNIE FINANCIERE RICHEMONT | 63,522. | 63,522. |
| CORTEVA INC | 84,305. | 84,305. |
| CROWN CASTLE INTL | 59,134. | 59,134. |
| CSL LTD | 170,382. | 170,382. |
| CULLEN FROST BANKERS INC | 45,370. | 45,370. |
| CURTISS WRIGHT CP | 39,449. | 39,449. |
| DANAHER CORP | 127,542. | 127,542. |
| DARDEN RESTAURANTS INC | 10,574. | 10,574. |
| DEUTSCHE POST AG | 159,979. | 159,979. |
| DOLLAR GENERAL CORP | 166,587. | 166,587. |
| DOUYU INTERNATIONAL HOLDINGS A | 24,961. | 24,961. |
| EAST JAPAN RAILWAY C | 107,328. | 107,328. |
| EAST WEST BANCORP, INC | 53,911. | 53,911. |
| EASTGROUP PROPERTIES INC | 40,199. | 40,199. |
| EDENRED SA | 153,806. | 153,806. |
| ELI LILLY & CO | 32,989. | 32,989. |
| EMCOR GROUP INC | 32,880. | 32,880. |
| ENCANA CORP | 158,339. | 158,339. |
| ENCOMPASS HEALTH CORPORATION | 33,042. | 33,042. |
| ENTEGRIS INC MINNESOTA | 43,628. | 43,628. |
| EQUITY LIFESTYLE PRP | 56,875. | 56,875. |
| EVERSOURCE ENERGYINC | 9,358. | 9,358. |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| EVOLUTION GAMING GROUP AB ADR | 58,253. | 58,253. |
| EXXON MOBIL CORP | 20,585. | 20,585. |
| F M C CP | 29,746. | 29,746. |
| FACEBOOK INC | 287,350. | 287,350. |
| FANUC LIMITED UNSPONSORED | 247,878. | 247,878. |
| FIDELITY NATIONAL INFORMATION | 165,934. | 165,934. |
| FOMENTO ECONOMICO MEXICANO | 186,090. | 186,090. |
| FRESENIUS MED CAR AG | 182,935. | 182,935. |
| FULLER H B CO | 32,438. | 32,438. |
| GALAXY ENTERTAINMENT | 197,817. | 197,817. |
| GARTNER INC | 133,605. | 133,605. |
| GEN DYNAMICS CP | 70,540. | 70,540. |
| GILDAN ACTIVEWEAR INC | 44,620. | 44,620. |
| GLATFELTER | 27,322. | 27,322. |
| GROUPE DANONE ADS | 315,816. | 315,816. |
| HALLIBURTON COMPANY | 46,958. | 46,958. |
| HOME DEPOT INC | 159,199. | 159,199. |
| HONEYWELL INTL | 72,039. | 72,039. |
| HORACE MANN EDUCATOR | 28,728. | 28,728. |
| HUYA INC | 80,865. | 80,865. |
| IBERIABANK CORPORATION | 49,388. | 49,388. |
| ICU MEDICAL, INC | 32,372. | 32,372. |
| ILLINOIS TOOL WORKS | 31,795. | 31,795. |
| INDEPENDENT BANK CORP | 49,034. | 49,034. |
| INFINEON TECH ADS | 55,530. | 55,530. |
| ING GROUP N V SPONSORED ADR | 111,583. | 111,583. |
| INGEVITY CORPORATION | 31,457. | 31,457. |
| INGREDION INC | 27,420. | 27,420. |
| ISHARES CORE MSCI EMERGING MAR | 2,140,884. | 2,140,884. |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| ISHARES RUSSELL 2000 GROWTH IN | 1,811,444. | 1,811,444. |
| ISHARES TRUST RUSSELL 1000 GRO | 2,269,544. | 2,269,544. |
| ISHARES TRUST RUSSELL 1000 VAL | 2,198,147. | 2,198,147. |
| JAPAN EXCHANGE GROUP INC | 163,319. | 163,319. |
| JOHNSON & JOHNSON | 60,974. | 60,974. |
| JOHNSON CONTROLS INTERNATIONAL | 67,945. | 67,945. |
| JOHNSON MATTHEY PLC | 83,927. | 83,927. |
| JP MORGAN CHASE | 179,826. | 179,826. |
| KDDI CP UNSP ADR | 147,128. | 147,128. |
| KERRY GROUP PLC | 197,599. | 197,599. |
| KOSE CORPORATION UNSP ADR | 137,817. | 137,817. |
| LA Z BOY INC | 32,141. | 32,141. |
| LANCASTER COLONY CORPORATION | 21,133. | 21,133. |
| LEGGETT PLATT INC | 45,645. | 45,645. |
| LENNAR CORP | 71,634. | 71,634. |
| LINDE PLC COM | 195,229. | 195,229. |
| LITTELFUSE, INC | 37,877. | 37,877. |
| LLOYDS BANKING GROUP PLC | 65,846. | 65,846. |
| LOCKHEED MARTIN CORP | 73,203. | 73,203. |
| LONZA GROUP AG UNSP/ADR | 230,777. | 230,777. |
| LMVH MOET HENN UNSP | 128,340. | 128,340. |
| LYONDELLBASELL INDUSTRIES NV | 26,360. | 26,360. |
| MAGNOLIA OIL + GAS CORPORATION | 30,406. | 30,406. |
| MANULIFE FIN CORP | 94,998. | 94,998. |
| MARSH AND MCLENNAN COMPANIES I | 48,018. | 48,018. |
| MARTIN MARIETTA MATLS INC | 90,603. | 90,603. |
| MASTERCARD INC | 422,803. | 422,803. |
| MATADOR RESOURCES COMPANY | 33,838. | 33,838. |
| MAXIM INTEGRATED PRODS INC | 21,405. | 21,405. |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| MCDONALD'S CORP | 71,140. | 71,140. |
| MEDTRONIC PLC | 150,094. | 150,094. |
| MERCARI INC ADR | 59,927. | 59,927. |
| MEREDITH CORP. (UNITED STATES) | 25,716. | 25,716. |
| MICRO FOCUS INTERNATIONAL PLC | 68,901. | 68,901. |
| MICROCHIP TECHNOLOGY INC | 112,469. | 112,469. |
| MICRON TECHNOLOGY | 185,057. | 185,057. |
| MICROSOFT CORP | 615,503. | 615,503. |
| MID-AMERICA APT COMMUNITIES IN | 33,229. | 33,229. |
| MITSUBISHI UFJ FINANCIAL GROUP | 39,139. | 39,139. |
| MKS INSTRUMENTS, INC | 46,534. | 46,534. |
| MONDELEZ INTERNATIONAL INC | 49,627. | 49,627. |
| MSA SAFETY INCORPORATED | 18,069. | 18,069. |
| MSCI INC | 87,781. | 87,781. |
| MURATA MFG INC UNSP/ADR | 52,379. | 52,379. |
| NESTLE S.A | 141,171. | 141,171. |
| NETFLIX INC | 115,514. | 115,514. |
| NETWORK INTERNATIONAL HOLDINGS | 186,843. | 186,843. |
| NEXTERA ENERGY, INC | 92,989. | 92,989. |
| NIHON M&A CENTER I | 189,536. | 189,536. |
| NIKE INC-CL B | 180,230. | 180,230. |
| NOVARTIS AG ADR | 250,360. | 250,360. |
| O'REILLY AUTOMOTIVE INC | 159,965. | 159,965. |
| ONE GAS INC | 20,211. | 20,211. |
| ONEOK INC | 12,713. | 12,713. |
| OSHKOSH CORP | 97,963. | 97,963. |
| PACWEST BANCORP | 45,120. | 45,120. |
| PARKER HANNIFIN CP | 92,825. | 92,825. |
| PAYCHEX | 53,588. | 53,588. |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|---------------------------------|------------------------------|-----------------------|
| PAYPAL HOLDINGS, INC | 228,563. | 228,563. |
| PEBBLEBROOK HOTEL TR COM | 35,872. | 35,872. |
| PEPSICO INC | 66,968. | 66,968. |
| PFIZER INC | 34,361. | 34,361. |
| PHILLIPS 66 | 115,866. | 115,866. |
| PIMCO INCOME FUND P CLASS | 4,838,961. | 4,838,961. |
| PIONEER NAT RES CO | 52,980. | 52,980. |
| PLEXUS CORPORATION INC | 29,314. | 29,314. |
| PNC FINANCIAL GROUP INC | 26,658. | 26,658. |
| PPG INDUSTRIES INC | 90,106. | 90,106. |
| PROLOGIS | 12,569. | 12,569. |
| PROSUS NV ADR | 99,934. | 99,934. |
| PRUDENTIAL PLC SC | 198,525. | 198,525. |
| QTS REALTY TRUST | 49,711. | 49,711. |
| REALTY INCOME CORP | 32,986. | 32,986. |
| REGENERON PHARMACEUTICALS INC | 104,008. | 104,008. |
| RELX PLC | 93,448. | 93,448. |
| ROCHE HOLDING LTD ADR | 151,296. | 151,296. |
| ROLLS ROYCE GRP PLC S/ADR | 205,824. | 205,824. |
| ROYAL DUTCH SHELL PLC SPONS ADR | 223,448. | 223,448. |
| ROYAL DUTCH SHELL CL A | 189,031. | 189,031. |
| RYANAIR HOLDINGS PLC-ADR COM | 304,007. | 304,007. |
| SALESFORCE.COM | 81,320. | 81,320. |
| SANDS CHINA LTD UNSP ADR | 149,072. | 149,072. |
| SAP AKTIENGESSELL ADS | 206,345. | 206,345. |
| SEMPRA ENERGY COM | 52,564. | 52,564. |
| SEMTECH CORPORATION | 25,022. | 25,022. |
| SERVICE CP INTL | 26,928. | 26,928. |
| SERVICE NOW | 89,213. | 89,213. |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| SIEMENS AG | 271,964. | 271,964. |
| SIEMENS HEALTHINEERS AG | 191,976. | 191,976. |
| SIMON PPTY GROUP INC | 37,240. | 37,240. |
| SINOPHARM GROUP CO | 48,192. | 48,192. |
| SK TELECOM ADS ADS | 174,065. | 174,065. |
| SONY CORP ADR | 90,780. | 90,780. |
| SSE PLC SPON ADR | 129,028. | 129,028. |
| ST JAMES PLACE | 171,925. | 171,925. |
| STARBUCKS CORP COM | 157,025. | 157,025. |
| STERIS PLC | 34,904. | 34,904. |
| SUMITOMO MITSUI FINCL GRP | 103,859. | 103,859. |
| SUN COMMUNITIES INC | 57,638. | 57,638. |
| SYNEOS HEALTH INC | 36,574. | 36,574. |
| SYNNEX CORP | 53,710. | 53,710. |
| SYNOVUS FINL CP | 38,377. | 38,377. |
| SYSCO CORP | 23,951. | 23,951. |
| TAIWAN SEMICONDUCTOR MFG CO LT | 206,313. | 206,313. |
| TAKEDA PHARMACEUTICAL COMPANY | 356,186. | 356,186. |
| TAL EDUCATION GROUP | 216,032. | 216,032. |
| TENCENT HOLDINGS LIMITED | 335,158. | 335,158. |
| TEXAS INSTRUMENTS INC | 76,204. | 76,204. |
| THE COCA-COLA CO | 110,645. | 110,645. |
| TOTAL FINA ELF S.A | 191,780. | 191,780. |
| TRIMBLE NAV LTD | 29,683. | 29,683. |
| TRUIST FINANCIAL CORPORATION | 79,017. | 79,017. |
| TWITTER INC | 55,030. | 55,030. |
| TYSON FOODS INC CL A | 82,300. | 82,300. |
| UBISOFT ENTERTAIN UNSP ADR EAC | 112,693. | 112,693. |
| UNICREDIT SPA | 341,787. | 341,787. |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| UNILEVER N V N Y | 67,228. | 67,228. |
| UNITED BANKSHARES, INC | 41,096. | 41,096. |
| US BANCORP | 39,309. | 39,309. |
| US ECOLOGY INC | 31,213. | 31,213. |
| VALERO ENERGY CORP | 21,352. | 21,352. |
| VISA INC | 500,002. | 500,002. |
| VODAFONE GROUP PLC | 148,126. | 148,126. |
| VOLKSWAGEN AG | 394,596. | 394,596. |
| WALGREENS BOOTS ALLIANCE | 51,885. | 51,885. |
| WEC ENERGY GROUP, INC | 51,095. | 51,095. |
| WELLS FARGO & CO | 13,289. | 13,289. |
| WESTERN ASSET SMASH SERIES C F | 784,742. | 784,742. |
| WESTERN ASSET SMASH SERIES EC | 2,060,983. | 2,060,983. |
| WESTERN ASSET SMASH SERIES M F | 2,313,680. | 2,313,680. |
| WILLIAMS COS | 19,735. | 19,735. |
| WIRECARD AG | 187,486. | 187,486. |
| YANDEX N V | 184,659. | 184,659. |
| ZOETIS INC | 235,583. | 235,583. |
| TOTALS | <u>46,018,880.</u> | <u>46,018,880.</u> |

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 8

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| BANK AMER CORP - 4.125% - 01/2 | 206,388. | 206,388. |
| CITIGROUP INC NOTE - 3.668% - | 156,723. | 156,723. |
| COMCAST CORP NOTE - 4.150% - 1 | 157,688. | 157,688. |
| ENTERPRISE PRODUCTS OPERATING | 108,077. | 108,077. |
| GE CAP CORP NTS - 5.875% - 01/ | 102,107. | 102,107. |
| GOLDMAN SACHS GROUP INC - 4.00 | 153,967. | 153,967. |
| JP MORGAN CHASE BANK - 4.203% | 209,281. | 209,281. |
| MICROSOFT CORP - 4.250% - 02/0 | 219,675. | 219,675. |
| SHELL INT'L FINANCE - 2.875% - | 156,693. | 156,693. |
| VERIZON COMMUNICATIONS INC - 5 | 201,766. | 201,766. |
| WELLS FARGO &CO MTN - 3.584% - | 156,271. | 156,271. |
| TOTALS | <u>1,828,636.</u> | <u>1,828,636.</u> |

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 9

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------|------------------------------|-----------------------|
| SECURITY DEPOSIT | 2,126. | 2,126. |
| TOTALS | <u>2,126.</u> | <u>2,126.</u> |

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN ON INVESTMENTS

1,422,181.

TOTAL

1,422,181.

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

| <u>DESCRIPTION</u> | <u>AMOUNT</u> |
|---|--------------------|
| CONTRIBUTIONS RECEIVED IN CURRENT YEAR | 33,991,957. |
| PRIOR PERIOD ADJ-NET P/Y TAXES, NOT ACCRUED | 2,248. |
| TOTAL | <u>33,994,205.</u> |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 29870052. | | PUBLICLY-TRADED SECURITIES 28980125. | | | | | 889,927. | |
| TOTAL GAIN (LOSS) | | | | | | | <u>889,927.</u> | |

the Board may arrange for the terms of Directors to be staggered, so as to not all expire at the same time. To this end, the terms of one or more directors may be abbreviated or extended (not to exceed four (4) years) to the extent and as determined by the Board. At the annual meeting of the Board, the Board shall elect (or re-elect) Directors to replace those whose terms will expire on December 31st of that year. A Director whose term has expired may be re-elected for consecutive terms, without restriction.

Section 3.4 Vacancies. Any vacancy occurring on the Board, including a vacancy created by the increase in number of Directors or the removal of a Director, may be filled by election of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 3.5 Removal. Any Director may, by action of the Board in accordance with Section 3.7.9 of these Bylaws, be removed from office, without cause, and another may be elected by the Board in the place of the person so removed to serve for the remainder of the term. The Board may remove from office any Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under section 5230 *et seq* of the NPCL.

Section 3.6 Resignations. Any Director may resign by giving written notice to the Board, provided, however, that no Director may resign if the Foundation would then be left without a duly elected Director in charge of its affairs, except upon notice to the California Attorney General. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective.

Section 3.7 Meetings.

- 3.7.1 Regular Meetings. Each year, the Board shall hold at least one (1) regular meeting, at a time and place fixed by the Board. Such meeting, sometimes referred to in these Bylaws as the "**annual meeting**," shall be for the purposes of election of Directors, appointment of Officers, review and approval of the corporate budget, and transaction of other business. Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.
- 3.7.2 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President or any two (2) Directors.
- 3.7.3 Notice. Except when the time and place of a regular meeting is set by the Board by resolution in advance, notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods:
 - (a) Personal delivery of oral or written notice;
 - (b) First-class mail, postage paid;
 - (c) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or

- (d) Facsimile, electronic mail ("**e-mail**") or other means of electronic transmission if the recipient has consented to accept notices in this manner.

All such notices shall be given or sent to the Director's address, phone number, facsimile number, or e-mail address as shown on the records of the Foundation. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the Foundation, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless so required elsewhere in these Bylaws.

Annual and special meetings of the Board shall be held upon four (4) days' notice by first class mail or forty eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means. Any electronic transmission made by the Foundation must be in conformity with California Corporations Code Section 20. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient, or the recipient's voice messaging system or other system or technology designed to record and communicate messages, or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

3.7.4 Waiver of Notice. Notice of a meeting is not required to be given to any Director who, either before or after the meeting, signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes, or attends the meeting without protesting, before or at its commencement, about the lack of adequate notice. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

3.7.5 Place of Board Meetings. Regular and special meetings of the Board may be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Foundation.

- 3.7.6 Meetings by Telephone or Similar Communication Equipment. Any meeting may be held by conference telephone or other communications equipment permitted by the NPCL, as long as all Directors participating in the meeting can communicate with one another and all other requirements of the NPCL are satisfied. All Directors participating by such means shall be deemed to be present in person at such meeting.
- 3.7.7 Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 3.7.11.
- 3.7.8 Minimum Vote Requirements for Valid Board Action. Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by the NPCL, the Articles of Incorporation, or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.
- 3.7.9 When a Greater Vote Is Required for Valid Board Action. The following actions shall require a vote by a majority of all Directors then in office in order to be effective:
- (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in the Foundation's Conflict of Interest policy (provided that the vote of any interested Director(s) is not counted);
 - (b) Creation of, and appointment to, committees (other than advisory committees) as described in Article 4 hereof; and
 - (c) Removal of a Director without cause as described in Section 3.5.
- 3.7.10 Conduct of Meetings. Meetings of the Board shall be presided over by the President or, if the President is absent, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary, or the Secretary's designee, shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with any provisions of law applicable to the Foundation.
- 3.7.11 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 3.8 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the

action. For the purposes of this Section 3.8 only, "all members of the Board" shall not include any "interested Director" as defined in section 5233 of the NPCL. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 3.9 Fees and Compensation of Directors. The Foundation may pay reasonable compensation to Directors for services rendered to the Foundation as Directors, including reimbursement for expenses incurred in the performance of their duties to the Foundation, in such amounts as may be approved by the Board.

To the extent prohibited by applicable law, not more than 49% of the persons serving as Directors may be "interested persons" which, for purposes of this Section 3.9 only, means:

- (a) any person currently being compensated by the Foundation for services rendered to it within the previous 12 months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

ARTICLE 4 **COMMITTEES**

Section 4.1 Board Committees. The Board may, by resolution adopted by a majority of the Directors then in office, create one or more committees, each consisting of two (2) or more Directors ("**Board Committees**"), to serve at the discretion of the Board. Subject to the provisions of section 5212 of the NPCL, any Board Committee may be given the authority of the Board to the extent provided in resolution of the Board; provided, however, that no Board Committee shall include persons who are not Directors.

Section 4.2 Advisory Committees. Committees other than Board Committees shall be "**Advisory Committees**" and may be established by resolution adopted by a majority of the Directors then in office. Advisory Committees may include members who are not Directors, but shall have only the powers specifically assigned to them by resolution of the Board and shall not have the authority to bind the Board.

Section 4.3 Nonprofit Integrity Act/Audit Committee. In any fiscal year in which the Foundation receives or accrues gross revenues of two million dollars (\$2,000,000) or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant ("**CPA**") in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and (iii) appoint an "**Audit Committee**".

The Audit Committee may include persons who are not members of the Board, but shall not include paid or unpaid staff or employees of the Foundation, including, if staff members or employees, the Executive Director (if any) or the Treasurer. If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board, the Audit Committee shall:

- (a) make recommendations to the Board on the hiring and firing of the CPA;
- (b) confer with the CPA to satisfy Audit Committee members that the financial affairs of the Foundation are in order;
- (c) approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and
- (d) if requested by the Board, negotiate the CPA's compensation on behalf of the Board.

Section 4.4 Committee Quorum. Unless otherwise provided in a resolution of the Board, a majority of a committee's members shall constitute a quorum for the transaction of such committee's business, and an act taken or decision made by a majority of the committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of such committee. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 4.5 Committee Governance. Unless otherwise provided in the resolution of the Board, each committee may adopt rules for its own governance not inconsistent with the Articles of Incorporation, these Bylaws, rules adopted by the Board of Directors, or any applicable law of the State of California.

ARTICLE 5

OFFICERS

Section 5.1 Officers. The officers of the Foundation ("**Officers**") shall be a President, a Secretary, and a Treasurer. Other than the President, the Officers may, but need not be, selected from among the Directors. The Board shall have the power to designate additional Officers, who also need not be Directors, as provided in Section 5.3 hereof. Any number of offices may be held by the same person, except that the President may not serve concurrently as either the Secretary or the Treasurer.

Section 5.2 Election of Officers. The Officers, except those appointed in accordance with Section 5.3, shall be elected by the Board at the annual meeting of the Foundation for a term of two (2) years or for such longer term as shall be designated by the Board of Directors or until a successor shall be elected and qualified, unless, in the case of the President, such Officer's tenure as a Director is sooner terminated by resignation or removal. There is no limit to the number of terms an Officer may serve.

Section 5.3 Additional Officers. The Board may appoint, or may empower the President and/or Chairperson to appoint and/or remove, such other Officers as the business of the Foundation may require,

each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

Section 5.4 Removal of Officers. Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Foundation, or (ii) by an Officer on whom such power of removal may be conferred by the Board.

Section 5.5 Resignation of Officers. Any Officer may resign at any time by giving written notice to the Foundation. Any resignation shall take effect on the later of (i) the date of receipt of that notice or (ii) the time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 5.6 Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 5.7 Responsibilities of Officers

- 5.7.1 President. The President of the Foundation shall be a Director and the chief executive officer of the Foundation and shall preside at meetings of the Board. Subject to the control of the Board, the President shall supervise, direct and control the Foundation's day-to-day activities, business and affairs, and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws. The President shall be empowered to hire, supervise and fire all of the employees of the Foundation, under such terms and having such job responsibilities as the President shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment. The President may delegate his or her responsibilities and powers subject to the control of the Board.
- 5.7.2 Secretary. The Secretary of the Foundation shall certify and keep or cause to be kept, in safe custody, at the principal office of the Foundation the original or a copy of these Bylaws as amended to date, a minute book as described in Section 7.1, and the seal of the Foundation, if any. The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.
- 5.7.3 Treasurer. The Treasurer shall be the chief financial officer of the Foundation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. The Treasurer shall deposit, or cause to

be deposited, all money and other valuables in the name and to the credit of the Foundation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Foundation as may be ordered by the Board; shall render, or cause to be rendered to the Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Foundation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws. If required by the Board, the Treasurer shall give the Foundation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the Foundation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

Section 5.8 Compensation of Officers

- 5.8.1 Salaries Fixed by Board. The salaries of Officers, if any, shall be fixed from time to time by resolution of the Board or by the person or committee to whom the Board has delegated this function, and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director, provided, however, that such compensation paid to a Director for serving as an Officer shall only be allowed if permitted under the provisions of Section 3.9 hereof. In all cases, any salaries received by Officers shall be reasonable and given in return for services actually rendered for the Foundation which relate to the performance of the public benefit purposes of the Foundation. No salaried Officer serving as a Director shall be permitted to vote on his or her own compensation as an Officer.
- 5.8.2 Fairness of Compensation. The Board shall periodically review the fairness of compensation, including benefits, paid to every person, regardless of title, with powers, duties, or responsibilities comparable to the President and the Treasurer (i) once such person is hired, (ii) upon any extension or renewal of such person's term of employment, and (iii) when such person's compensation is modified (unless all employees are subject to the same general modification of compensation).

ARTICLE 6

LIABILITY AND INDEMNIFICATION

Section 6.1 Limitation of Liability. To the maximum extent that limitation on the liability of Directors and Officers is permitted by the NPCL and the Internal Revenue Code of 1986, as from time to time amended (the "**Code**"), no Director or Officer of the Foundation shall have any liability to the Foundation for money damages. This limitation on liability applies to events occurring at the time a person serves as a Director or Officer whether or not such person is a Director or Officer at the time of any proceeding in which liability is asserted. No amendment or repeal of this Section, or the adoption of any provision of the Foundation's Articles of Incorporation inconsistent with this Section, shall apply to or affect in any respect the liability of any Director or Officer with respect to any alleged act or omission which occurred prior to such amendment, repeal, or adoption.

Section 6.2 Indemnification. To the maximum extent permitted by the NPCL and the Code, the Foundation shall indemnify its currently acting and its former Directors and Officers against any and all liabilities and expenses incurred in connection with their services in such capacities, and may indemnify its employees and agents and persons who serve and have served, at its request as a director, officer, partner, employee, or agent of another corporation, partnership, joint venture, or other enterprise. The Foundation shall also advance expenses to its Directors, Officers, and other indemnified persons, if any, and may, by Bylaw, resolution, or agreement, make further provision for indemnification of Directors, Officers, employees, and agents. No amendment or repeal of this Section, or the adoption of any provision of the Foundation's Articles of Incorporation inconsistent with this Section, shall apply to or affect in any respect the indemnification of any Director or Officer with respect to any alleged act or omission which occurred prior to such amendment, repeal, or adoption.

Section 6.3 Insurance. To the maximum extent permitted by the NPCL and the Code, the Foundation shall have the right to purchase and maintain insurance on behalf of its Directors, Officers, employees, and other agents, against any liability asserted against or incurred by any Director, Officer, employee, or agent in such capacity or arising out such Director's, Officer's, employee's, agent's status as such.

ARTICLE 7

CORPORATE RECORDS, REPORTS AND SEAL

Section 7.1 Minute Book. The Foundation shall keep a minute book in written or digital form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

Section 7.2 Books and Records of Account. The Foundation shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 7.3 Maintenance and Inspection. The Foundation shall at all times keep at its principal office copies of its annual information returns and such documents as may be required by law for three (3) years from their date of filing, and such other documents as may be required by law for any period longer than three (3) years. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 7.4 Annual Report; Statement of Certain Transactions. The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Foundation's fiscal year containing the following information:

- (a) The assets and liabilities of the Foundation as of the end of the fiscal year;

- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes, for this fiscal year;
- (d) The expenses or disbursements of the Foundation for both general and restricted purposes during the fiscal year;
- (e) A statement of any transaction or indemnification (i) in which the Foundation was a party and a Director or Officer had a direct or indirect material financial interest (a mere common directorship is not a financial interest); and (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same interested person involving, in the aggregate, more than \$50,000.

The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Foundation; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

- (f) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director.

Section 7.5 Directors' Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Foundation and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 7.6 Corporate Seal. The corporate seal of the Foundation, if any, shall be in such form as may be approved from time to time by the Board. In lieu of affixing the seal to any document, it shall be sufficient to meet the requirements of any law, rule, or regulation relating to a corporate seal to affix the word "(SEAL)" adjacent to the signature of an authorized officer of the Foundation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE 8

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 8.1 Execution of Instruments. The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 8.2 Checks and Notes. Authority for endorsement of checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Foundation shall be established by the Board.

Section 8.3 Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board may select.

Section 8.4 Gifts. The Board may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the charitable or public purposes of the Foundation.

ARTICLE 9

CONSTRUCTION AND DEFINITIONS

Section 9.1 Rules of Construction. Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the NPCL shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Foundation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE 10

AMENDMENTS

Section 10.1 Amendment by Directors. The Board may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

- (a) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- (b) No amendment may extend the term of a Director beyond that for which such Director was elected.
- (c) If bylaws are adopted, amended or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefor, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

CERTIFICATE OF SECRETARY

I certify (i) that I am the duly elected and acting Secretary of The Carol Moss Foundation, a California nonprofit public benefit corporation; (ii) that these Bylaws, consisting of eleven (11) pages, not including this Certificate, are the Bylaws of this Foundation as adopted by the Board of Directors on the 20th day of September, 2019; and (iii) that these Bylaws have not been amended or modified since that date.



MARY HETH-AGUADO, Secretary

Date: 4-23-20

THE CAROL MOSS FOUNDATION

2019 FORM 990-PF

95-4076344

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|---|---|--------------|---|---|
| KEITH ALLEN-NIESEN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 | DIR 2.00 | 18,450. | | 0. |
| SUSAN A BEVERIDGE FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 *REMOVED FROM POSITION IN 2019 | DIR, SEC* 7.00 | 74,272. | 0. | 0. |
| LOUIS HALPER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 *REMOVED FROM POSITIONS IN 2019 | DIR, PRES, CFO/TREAS* 8.00 | 83,032. | 0. | 0. |
| SAMUEL W HALPER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 *REMOVED FROM POSITIONS IN 2019 | DIR, PRES*, CFO/TREAS 7.00 | 90,144. | 0. | 0. |
| MARY HETH-AGUADO FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 | DIR, SEC 7.00 | 26,243. | 0. | 0. |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12 (CONT'D)

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u> | <u>EXPENSE ACCT AND OTHER ALLOWANCES</u> |
|--|---|---------------------|--|--|
| RONALD MAGER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 | DIR 2.00 | 5,155. | 0. | 0. |
| THERESA STROMBOM FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 | DIR 5.00 | 5,155. | 0. | 0. |
| GRAND TOTALS | | 302,451. | 0. | 0. |

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

| <u>NAME AND ADDRESS</u> | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|---|------------------------|---------------------|
| MORGAN STANLEY 1999 AVE OF THE STARS, SUITE 2400 LOS ANGELES, CA 90067 | INVESTMENT MGMT | 218,529. |
| RODRIQUEZ, HORII, CHOI & CAFFERATA LLP 777 S. FIGUEROA STREET, SUITE 2150 LOS ANGELES, CA 90017 | LEGAL | 117,359. |
| FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FLOOR FAIRFIELD, CT 06824 | ADMINISTRATIVE | 57,065. |
| TOTAL COMPENSATION | | <u>392,953.</u> |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|--|--|--|--|-----------|
| | | | | |
| ARGUS SERVICE DOG FOUNDATION 5116 VARNA AVE SHERMAN OAKS, CA 91423 | N/A PC | | TO ESTABLISH THE CAROL MOSS FOUNDATION BOARD OF GOVERNORS INNOVATION CENTER MEDICAL DISCOVERY CHAIR TO FURTHER ONCOLOGY RESEARCH | 10,000 |
| CEDARS-SINAI MEDICAL CENTER 8700 BEVERLY BLVD W HOLLYWOOD, CA 90048 | N/A PC | | TO FURTHER THE AREA OF ONCOLOGY AT THE MEDICAL CENTER'S BOARD OF GOVERNORS INNOVATION CENTER | 1,000,000 |
| DOGS TO DOG TAGS INC PO BOX 262 SHEROYGAN FLS, WI 53085 | N/A PC | | GENERAL & UNRESTRICTED | 10,000 |
| DOWNTOWN DOG RESCUE PO BOX 90035 PASADENA, CA 91109 | N/A PC | | GENERAL & UNRESTRICTED | 25,000 |
| FEEDING PETS OF THE HOMELESS 400 W KING ST STE 200 CARSON CITY, NV 89703 | N/A PC | | GENERAL & UNRESTRICTED | 25,000 |
| GUIDE DOGS FOR THE BLIND INC 350 LOS RANCHITOS RD SAN RAFAEL, CA 94903 | N/A PC | | GENERAL & UNRESTRICTED | 25,000 |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|--|--|--|----------------------------------|--------------------|
| | | | | |
| GUIDE DOGS OF THE DESERT 60735 DILLON RD WHITewater, CA 92282 | N/A PC | | GENERAL & UNRESTRICTED | 25,000 |
| JEWISH VOCATIONAL SERVICE INC 75 FEDERAL ST 3RD FL BOSTON, MA 02110 | N/A PC | | GENERAL & UNRESTRICTED | 10,000 |
| MISSION K9 RESCUE 10902 BRIT Oak LN HOUSTON, TX 77079 | N/A PC | | GENERAL & UNRESTRICTED | 5,000 |
| ONE VOICE 1228 15TH ST STE C SANTA MONICA, CA 90404 | N/A PC | | GENERAL & UNRESTRICTED | 10,000 |
| OPERATION GRATITUDE INC PO BOX 260257 ENCINO, CA 91426 | N/A PC | | GENERAL & UNRESTRICTED | 25,000 |
| UNITED STATES OLYMPIC AND PARALYMPIC FOUNDATION 1 OLYMPIC PLZ COLORADO SPRINGS, CO 80909 | N/A PC | | GENERAL & UNRESTRICTED | 20,000 |
| TOTAL CONTRIBUTIONS PAID | | | | <u>1,190,000</u> |
| TOTAL Form 990-PF, Part I, Line 25, Column (d) and Part XV, Line 3a | | | | \$1,190,000 |
| Plus grants authorized for future years | | | | <u>\$1,000,000</u> |
| TOTAL Form 990-PF, Part I, Line 25, Column (a) | | | | <u>\$2,190,000</u> |