

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

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

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

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

**For calendar year 2019, or tax year beginning 12-01-2019, and ending 11-30-2020**

Name of foundation LAKESHORE FOUNDATION DATED APRIL 5 2011 % HADLEY G WILLIAMS		<b>A Employer identification number</b> 30-6284987	
Number and street (or P.O. box number if mail is not delivered to street address) C/O SEILER 220 MONTGOMERY ST Suite	Room/suite	<b>B Telephone number (see instructions)</b> (415) 392-2123	
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94104		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here..... <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>	
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ..... <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 367,134,478		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ..... <input type="checkbox"/>	
<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>			

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule)	0			
<b>2</b>	Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
<b>3</b>	Interest on savings and temporary cash investments	762,295	762,295		
<b>4</b>	Dividends and interest from securities	6,061,240	6,058,628		
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10	42,688			
<b>b</b>	Gross sales price for all assets on line 6a 559,725				
<b>7</b>	Capital gain net income (from Part IV, line 2)		0		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less: Cost of goods sold				
<b>c</b>	Gross profit or (loss) (attach schedule)				
<b>11</b>	Other income (attach schedule)	-316,476	-438,802		
<b>12</b>	<b>Total.</b> Add lines 1 through 11	6,549,747	6,382,121		
<b>13</b>	Compensation of officers, directors, trustees, etc.	0			
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach schedule)	93,300	31,100	0	31,100
<b>c</b>	Other professional fees (attach schedule)	12,000			12,000
<b>17</b>	Interest	36,589	15,482		
<b>18</b>	Taxes (attach schedule) (see instructions)	122,538	7,407		
<b>19</b>	Depreciation (attach schedule) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings				
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule)	556,275	497,069		250
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	820,702	551,058	0	43,350
<b>25</b>	Contributions, gifts, grants paid	19,805,000			19,805,000
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	20,625,702	551,058	0	19,848,350
<b>27</b>	Subtract line 26 from line 12:				
<b>a</b>	<b>Excess of revenue over expenses and disbursements</b>	-14,075,955			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0-)		5,831,063		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0-)				

**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	805,337	3,858,142	3,858,142
	<b>2</b> Savings and temporary cash investments . . . . .	107,644,802	106,862,630	106,862,630
	<b>3</b> Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			
	<b>14</b> Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)	220,178,959	210,590,356	256,413,706	
<b>16 Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	328,629,098	321,311,128	367,134,478	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow FASB ASC 958, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24, 25, 29 and 30.</b>			
	<b>24</b> Net assets without donor restrictions . . . . .			
	<b>25</b> Net assets with donor restrictions . . . . .			
	<b>Foundations that do not follow FASB ASC 958, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 26 through 30.</b>			
	<b>26</b> Capital stock, trust principal, or current funds . . . . .			
	<b>27</b> Paid-in or capital surplus, or land, bldg., and equipment fund			
	<b>28</b> Retained earnings, accumulated income, endowment, or other funds	328,629,098	321,311,128	
<b>29 Total net assets or fund balances</b> (see instructions) . . . . .	328,629,098	321,311,128		
<b>30 Total liabilities and net assets/fund balances</b> (see instructions) .	328,629,098	321,311,128		

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

<b>1</b> Total net assets or fund balances at beginning of year—Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return) . . . . .	<b>1</b>	328,629,098
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-14,075,955
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	6,757,985
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	321,311,128
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	<b>6</b>	321,311,128

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1 a</b> K-1 STCG	P		
<b>b</b> K-1 LTCG	P		
<b>c</b> K-1 1231 LOSS	P		
<b>d</b> K-1 1256 GAIN	P		
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 441,829			441,829
<b>b</b>		552,409	-552,409
<b>c</b>		19,125	-19,125
<b>d</b> 117,896			117,896
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			441,829
<b>b</b>			-552,409
<b>c</b>			-19,125
<b>d</b>			117,896
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	2	-11,809
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	19,569,857	377,276,365	0.051871
2017	12,415,751	326,263,747	0.038054
2016	3,087,766	202,599,027	0.015241
2015	25,271	44,387,493	0.000569
2014	2,793,319	44,445,162	0.062849

<b>2</b> Total of line 1, column (d)	2	0.168584
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.033717
<b>4</b> Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	359,996,502
<b>5</b> Multiply line 4 by line 3	5	12,138,002
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	58,311
<b>7</b> Add lines 5 and 6	7	12,196,313
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	19,848,350

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

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

Table with 11 rows for excise tax calculation. Includes questions about exempt foundations, tax under section 511, and total tax due. Total tax due is 57,670.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.
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
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of HADLEY G WILLIAMS Telephone no. (510) 612-1207
Located at PO BOX 11064 OAKLAND CA ZIP+4 94611
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -check here and enter the amount of tax-exempt interest received or accrued during the year. 15 0
16 At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country

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.
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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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. Organizations relying on a current notice regarding disaster assistance check here.
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? If "Yes," list the years 20, 20, 20, 20
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.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2019 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2019.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?



**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
MARY C BULETZA CPA PO BOX 730 POINT PLEASANT, NJ 08742	ACCOUNTING & TAX	92,000
<b>Total</b> number of others receiving over \$50,000 for professional services. . . . . ▶		

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	

**Total.** Add lines 1 through 3 . . . . . ▶

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	76,200,000
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	107,523,840
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	181,754,842
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	365,478,682
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	365,478,682
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	5,482,180
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	359,996,502
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	17,999,825

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

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	17,999,825
<b>2a</b>	Tax on investment income for 2019 from Part VI, line 5. . . . .	<b>2a</b>	58,311
<b>b</b>	Income tax for 2019. (This does not include the tax from Part VI.). . . . .	<b>2b</b>	3,109
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	61,420
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	<b>3</b>	17,938,405
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	17,938,405
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	<b>7</b>	17,938,405

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26. . . . .	<b>1a</b>	19,848,350
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	19,848,350
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions. . . . .	<b>5</b>	58,311
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	19,790,039

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

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

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
<b>1</b> Distributable amount for 2019 from Part XI, line 7				17,938,405
<b>2</b> Undistributed income, if any, as of the end of 2019:				
<b>a</b> Enter amount for 2018 only. . . . .			3,679,236	
<b>b</b> Total for prior years: 2017, 2016, 2015				
<b>3</b> Excess distributions carryover, if any, to 2019:				
<b>a</b> From 2014. . . . .				
<b>b</b> From 2015. . . . .				
<b>c</b> From 2016. . . . .				
<b>d</b> From 2017. . . . .				
<b>e</b> From 2018. . . . .				0
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ <u>19,848,350</u>				
<b>a</b> Applied to 2018, but not more than line 2a			3,679,236	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2019 distributable amount. . . . .				16,169,114
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2019. (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b. . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions. . . . .				
<b>e</b> Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount—see instructions. . . . .				
<b>f</b> Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020. . . . .				1,769,291
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a. . . . .	0			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2015. . . . .				
<b>b</b> Excess from 2016. . . . .				
<b>c</b> Excess from 2017. . . . .				
<b>d</b> Excess from 2018. . . . .				
<b>e</b> Excess from 2019. . . . .				0

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

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

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

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

	Tax year				(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					

**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

**Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**

**Part XV**

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).) NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest. NONE

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

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

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:  
 HADLEY G WILLIAMS TRUSTEE  
 PO BOX 11064  
 OAKLAND, CA 94611  
 (510) 612-1207  
 THELAKESHOREFOUNDATION@GMAIL.COM

**b** The form in which applications should be submitted and information and materials they should include:  
 APPLICATIONS SHOULD BE SUBMITTED ELECTRONICALLY AND INCLUDE PROOF OF IRC 501(C)(3) STATUS. UNSOLICITED GRANT REQUESTS MAY NOT RECEIVE ACKNOWLEDGEMENT.

**c** Any submission deadlines:  
 NO DEADLINE HAVE BEEN ESTABLISHED AT THIS TIME.

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
 GRANTS ARE LIMITED TO IRC SECTION 501(C)(3) DEFINED PURPOSE AND CHARITIES.

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				19,805,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b> ▶ <b>3b</b>				





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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ASIAN IMMIGRATION WOMEN ADVOCATES 310 8TH STREET 301 OAKLAND, CA 94607	NONE	PC	GENERAL	100,000
CENTER FOR GLOBAL DEVELOPMENT 2055 L STREET NW WASHINGTON, DC 20036	NONE	PC	GENERAL	800,000
CENTER FOR INTEGRITY IN FORENSIC SCIENCE 33 E MAIN STREET SUITE 460 MADISON, WI 53703	NONE	PC	GENERAL	105,000
<b>Total . . . . . ▶ 3a</b>				19,805,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ECOLOGIC DEVELOPMENT FUND 25 MT AUBURN STREET SUITE 203 CAMBRIDGE, MA 02138	NONE	PC	GENERAL	100,000
ECORISE4900 GONZALES STREET AUSTIN, TX 78702	NONE	PC	GENERAL	100,000
ENERGY FOUNDATION 301 BATTERY STREET 5TH FLOOR SAN FRANCISCO, CA 94111	NONE	PC	GENERAL	500,000
<b>Total . . . . . ▶ 3a</b>				19,805,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
FLORENCE IMMIGRANT & REFUGEE RIGHTS PROJECT PO BOX 654 FLORENCE, AZ 85132	NONE	PC	GENERAL	1,000,000
GEORGIA INNOCENCE PROJECT 2645 N DECATUR RD DECATUR, GA 30033	NONE	PC	GENERAL	300,000
HESPERIAN FOUNDATION 1919 ADDISON STREET SUITE 304 BERKELEY, CA 94704	NONE	PC	GENERAL	300,000
<b>Total . . . . .</b> ▶ <b>3a</b>				19,805,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
HISPANICS IN PHILANTHROPY 404 13TH ST200 OAKLAND, CA 94612	NONE	PC	GENERAL	100,000
IMMIGRANT JUSTICE CORPS 17 BATTERY PLACE STE 236 NEW YORK, NY 10004	NONE	PC	GENERAL	1,000,000
INNOCENCE PROJECT OF MINNESOTA 1536 HEWITT AVE ST PAUL, MN 55104	NONE	PC	GENERAL	500,000
<b>Total . . . . .</b> ▶ <b>3a</b>				19,805,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
INNOCENCE PROJECT WASHINGTON PO BOX 85110 SEATTLE, WA 98145	NONE	PC	GENERAL	200,000
INNOCENCE PROJECT NEW ORLEANS 4051 ULLOA STREET NEW ORLEANS, LA 70119	NONE	PC	GENERAL	120,000
INNOCENCE PROJECT OF FLORIDA INC 1100 EAST PARK AVENUE TALLAHASSEE, FL 32301	NONE	PC	GENERAL	80,000
<b>Total . . . . .</b> ▶ <b>3a</b>				19,805,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
JUVENILE LAW CENTER 1315 WALNUT STREET 4TH FLOOR PHILADELPHIA, PA 19107	NONE	PC	GENERAL	500,000
LEGAL OUTREACH INC 36-14 35TH STREET LONG ISLAND CITY, NY 11106	NONE	PC	GENERAL	100,000
NATIONAL CENTER FOR YOUTH LAW 405 14TH ST 15TH FL OAKLAND, CA 94612	NONE	PC	GENERAL	500,000
<b>Total . . . . .</b> ▶ <b>3a</b>				19,805,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
NEW ENGLAND INNOCENCE PROJECT 120 TREMONT ST 735 BOSTON, MA 02108	NONE	PC	GENERAL	500,000
NEW YORK UNIVERSITY SCHOOL OF LAW 110 WEST 3RD STREET 2ND FL NEW YORK, NY 10012	NONE	PC	GENERAL	500,000
NORTHERN CALIFORNIA INNOCENCE PROJECT 900 LAFAYETTE STREET SUITE 105 SANTA CLARA, CA 95050	NONE	PC	GENERAL	300,000
<b>Total . . . . .</b> ▶ <b>3a</b>				19,805,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
OXFAM AMERICA 226 CAUSEWAY STREET 5TH FLOOR BOSTON, MA 02114	NONE	PC	GENERAL	2,000,000
ROCKY MOUNTAIN INNOCENCE CENTER 358 SOUTH 700 EAST B235 SALT LAKE CITY, UT 84102	NONE	PC	GENERAL	100,000
SOUTHERN COALITION FOR SOCIAL JUSTICE 1415 W NORTH CAROLINA 54 STE 101 DURHAM, NC 27707	NONE	PC	GENERAL	500,000
<b>Total . . . . .</b> ▶ <b>3a</b>				19,805,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	NONE	PC	GENERAL	800,000
TEXAS CIVIL RIGHTS PROJECT 1405 MONTOPOLIS DRIVE AUSTIN, TX 78741	NONE	PC	GENERAL	500,000
THE BRENNAN CENTER FOR JUSTICE 120 BROADWAY STE 1750 NEW YORK, NY 10271	NONE	PC	GENERAL	3,000,000
<b>Total . . . . .</b> ▶ <b>3a</b>				19,805,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
INNOCENCE PROJECT NEW YORK 40 WORTH STREET SUITE 701 NEW YORK, NY 10013	NONE	PC	GENERAL	1,400,000
THE LEADERSHIP CONFERENCE EDUCATION FUND 1620 L ST NW 1100 WASHINGTON, DC 20036	NONE	PC	GENERAL	3,000,000
TIDE CENTERPO BOX 29198 SAN FRANCISCO, CA 94129	NONE	PC	GENERAL	800,000
<b>Total . . . . .</b> ▶ <b>3a</b>				19,805,000

**Form 990PF Part XVI-A Line 11 - Other revenue:**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		<b>(e)</b> Related or exempt function income (See the instructions.)
	<b>(a)</b> Business code	<b>(b)</b> Amount	<b>(c)</b> Exclusion code	<b>(d)</b> Amount	
<b>11</b> Other revenue:					
<b>a</b> OTHER PASSTHROUGH ORDINARY BUSINESS INCOME	525990	62,544			
<b>b</b> NET RENTAL REAL ESTATE LOSS	525990	-74,272			
<b>c</b> CANCELLATION OF DEBT	525990	35,053			
<b>d</b> OTHER INCOME	525990	76,782			
<b>e</b> OTHER INCOME - STATE REFUNDS	525990	13,429			
<b>f</b> OTHER LOSS				-430,012	

**TY 2019 Accounting Fees Schedule****Name:** LAKESHORE FOUNDATION

DATED APRIL 5 2011

**EIN:** 30-6284987

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ACCOUNTING & TAX FEES	93,300	31,100		31,100

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

## **TY 2019 Depreciation Schedule**

**Name:** LAKESHORE FOUNDATION

DATED APRIL 5 2011

**EIN:** 30-6284987

**TY 2019 Other Assets Schedule****Name:** LAKESHORE FOUNDATION

DATED APRIL 5 2011

**EIN:** 30-6284987**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PRIVATE COMPANY COMMON STOCK	31,500,000	31,500,000	76,200,000
PRIVATE COMPANY DEBT	61,762,125	60,338,409	60,338,409
DIVERSIFIED PARTNERSHIP	42,916,834	34,751,947	28,130,348
ROUTE ONE INVESTMENT	84,000,000	84,000,000	91,744,949

**TY 2019 Other Expenses Schedule****Name:** LAKESHORE FOUNDATION

DATED APRIL 5 2011

**EIN:** 30-6284987**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROYALTY	8,567	8,567		
59(E) EXPENSE	39,513			
OTHER PORTFOLIO DEDUCTIONS	15,884	15,884		
OTHER DEDUCTIONS	456,778	456,743		
K-1 CONTRIBUTIONS	74	74		
162 TRADER EXPENSES	8,467	8,467		
NONDEDUCTIBLE EXPENSES	1,801	0		
DEPLETION	24,941	7,334		
STATE FILING FEE	250	0		250

## TY 2019 Other Income Schedule

**Name:** LAKESHORE FOUNDATION

DATED APRIL 5 2011

**EIN:** 30-6284987

### Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ORDINARY	-894	-894	
RENTAL	-43,297	-43,297	
ROYALTIES	26,085	26,085	
OTHER PORTFOLIO	-85,726	-85,726	
CANCELLATION OF DEBT	110,704	110,704	
OTHER INCOME	-445,674	-445,674	
ORDINARY - UBI	62,544		
RENTAL - UBI	-74,272		
CANCELLATION OF DEBT - UBI	35,053		
OTHER INCOME - UBI	76,782		
REFUNDS	13,429		
TAX EXEMPT INCOME	8,790		

**TY 2019 Other Increases Schedule****Name:** LAKESHORE FOUNDATION

DATED APRIL 5 2011

**EIN:** 30-6284987

<b>Description</b>	<b>Amount</b>
OTHER INCREASES	6,757,985

**TY 2019 Other Professional Fees Schedule****Name:** LAKESHORE FOUNDATION

DATED APRIL 5 2011

**EIN:** 30-6284987

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
OTHER PROFESSIONAL FEES	12,000			12,000

**TY 2019 Taxes Schedule****Name:** LAKESHORE FOUNDATION

DATED APRIL 5 2011

**EIN:** 30-6284987

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
FEDERAL EXCISE TAX	100,000			
FOREIGN TAX	22,538	7,407		