orm 990-PF

Return of Private I number

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

2018

For	Rien	idar year 2018 or tax year beginning		, and ending		
Nar	ne uf	foundation			A Employer identification	n number
Н	A <u>R</u>	BOURTON FOUNDATION			22-2436112	?
		and street (or P O box number if mail is not delivered to street	address)	Room/suite	B Telephone number	
5	12	CAPITOLA AVE			[831] 824-	-2222
City	orto	own, state or province, country, and ZIP or foreign p	ostal code		C If exemption application is p	pending, check here
C	AP	ITOLA, CA 95010				
GC	heck	all that apply Initial return	Initial return of a fo	rmer public charity	D 1. Foreign organization	s, check here
		Final return	Amended return		2 -	
		Address change	Name change		2 Foreign organizations me check here and attach co	omputation
H C	_	type of organization X Section 501(c)(3) ex	kempt private foundation		E If private foundation sta	itus was terminated
<u>L</u>			Other taxable private founda	4	under section 507(b)(1)(A), check here
		arket value of all assets at end of year J Accounti		Accrual	F If the foundation is in a	_
			ther (specify) MODIFII		under section 507(b)(1)(B), check here
_		28,260,412. (Part I, colur	nn (d) must de on cash dasis		<u></u>	(4) -
Pa	rt E	(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(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	2,355,000.		N/A	
l	2	Check If the foundation is not required to attach Sch. B				
ł	3	Interest on savings and temporary cash investments	14,144.	14,144.		STATEMENT 2
l	4	Dividends and interest from securities	18,847.	18,847.		STATEMENT 3
	5a	Gross rents		***************************************		
	b	Net rental income or (loss)			, , , , , , , , , , , , , , , , , , ,	
Ð	6a	Net gain or (loss) from sale of assets not on line 10	-301,653.			STATEMENT 1
eun	b	Gross sales price for all assets on line 6a 2,511,338.		0 100 516	L L L	hV:::
ě.	7	Capital gain net income (from Part IV, line 2)		2,188,716.		
S	8	Net short-term capital gain				<u> </u>
2	9	Income modifications Gross sales less returns			ISI NOV I	-
enueve BCANNED		and allowances			CCO	
		Less Cost of goods sold				
_		Gross profit or (loss) Other income	655,878.	655,878.		STATEMENT 4
R			2,742,216.	2,877,585.		
()	13	Compensation of officers, directors, trustees, etc	140,693.	7,035.		133,568.
=	14	Other employee salaries and wages		 		
9		Pension plans, employee benefits				
<u>1</u>		Legal fees				
<u>R</u>	b	Accounting fees STMT 5	68,219.	0.		68,219.
Exp		Other professional fees				
Š	17	Interest	523.	0.		523.
rat	18	Taxes STMT 6	62,220.	0.		0.
nist	19	Depreciation and depletion				50 610
Ē	20	Occupancy	61,697.	3,085.		58,612.
Ă	21	Travel, conferences, and meetings	21,950.	0.		21,950.
aŭ	22	Printing and publications	121 1/1	41,389.		87,243.
RI Operating and Administrative Expens	23	Other expenses STMT 7	131,141.	41,309.	-	01,243.
erat	24	Total operating and administrative	486,443.	51,509.		370,115.
ŏ	2=	expenses. Add lines 13 through 23	3,473,329.	31,303.		3,473,329.
	ì	Contributions, gifts, grants paid Total expenses and disbursements	3,1.3,323.			
	20	Add lines 24 and 25	3,959,772.	51,509.		3,843,444.
	27					
		Excess of revenue over expenses and disbursements	-1,217,556.			
		Net investment income (if negative, enter -0-)		2,826,076.		
		Adjusted net income (if negative, enter -0-)			N/A	

823501 12-11-18 LHA For Paperwork Reduction Act Notice, see instructions

1 Cash - non-materist-bearing 245,919 746,808	Part II Balance Sheets Attached schedules and amounts in the description		Beginning of year	End o	End of year			
2 Savings and temporary cash investments 3 Accounts receivable Less allowance for dealerful accounts ▶ 4 Pleades receivable Less allowance for dealerful accounts ▶ 5 Grants receivable 8 Receivables due from officers, directors, trustees, and other dequalified persons 7 Obertrast receivable 8 Receivables due from officers, directors, trustees, and other dequalified persons 9 Papacid apparises and deferred charges 10 Investments - US and state government obligations 1 Investments - Corporate stock 1 Investments - Corporate stock 2 Investments - Corporate stock 3 Investments - Corporate stock 2 Investments - Corporate stock 2 Investments - Corporate stock 3 Investments - The stock of the Corporate stock 2 Investments - Corporate stock 3 Investments - Corporate stock 2 Investments - Corporate stock 2 Investments - Corporate stock 2 Investments - Corporate stock 3 Investments - Corporate stock 2 Investments - Corporate stock 3 Investments - Corporate stock 4		column should be for end-of-year amounts only						
3 Accounts necevable	١٠.	Cash - non-interest-bearing	245,919.	746,808.	746,808.			
Less allowance for doubtful accounts A Products receivable	:	2 Savings and temporary cash investments						
Periode receivable Less allowance for doubtful accounts S Grants receivable S Receivables due from offices, directors, trustees, and other disqualified persons S Grants receivable S Receivables due from offices, directors, trustees, and other disqualified persons S Grants receivable S Grant	;	Accounts receivable ►	,					
S Grasts receivable 8 Receivables due from officers, directors, rustees, and other disqualited persons 7 Owner oate ace microbart 18 Investments - Us and state of composite stock 10 Investments - Composite stock 11 Investments - Composite stock 12 Investments - Composite stock 13 Investments - Composite stock 14 Investments - Composite stock 15 Investments - Composite stock 16 Investments - Composite stock 17 Investments - Composite stock 18 Investments - Composite stock 19 Investments - Composite stock 10 Investments - Composite stock 10 Investments - Composite stock 10 Investments - Composite stock 11 Investments - Composite stock 12 Investments - Composite stock 13 Investments - Composite stock 14 Land, buildings, and equipment basis 15 Less som/ves/delicens 15 Chier assets (does completed by all filers - see the Instructions Also, see page if, tem n) 16 Total assets (does completed by all filers - see the Instructions Also, see page if, tem n) 17 Accounts payable and accrued expenses 18 Grants payable and accrued expenses 19 Grants payable and accrued expenses 19 Gerard revenue 20 Less revenue 21 Capate incore, director, bustons, and other diagosited pascene 22 Capate from officers, director, bustons, and other diagosited pascene 23 Total less latelities (add times 17 through 22) 24 Capate from officers, director, bustons, and other fidegosited pascene 25 Permandation that Idea for Changes and other nodes payable 26 Complete lines 22 through 28, and lines 30 and 31 27 Capatel stock, cust principal, or current funds 28 Permandanty restricted 29 Permandanty restricted 29 Permandanty restricted 29 Permandanty restricted 20 Permandanty particular complete lines 20 through 20; and equipment fund 20 Capatel stock, cust principal complete lines 22 through 28, and lens 30 and 31 28 Permandanty restricted 39 Fermandanty restricted 30 Total net assets of fund balances at beginning of year - Part III, column (a), ine 30 (must agree with end-of-year figure reported on prior year's return) 29 Fermandanty from Part I, l		Less allowance for doubtful accounts ▶						
S and server and the control of the	4	Pledges receivable ►	· · · · · · · · · · · · · · · · · · ·					
S Receasables due from efficars, directors, trustees, and other disqualitied persons 7 ore-recens unless markes 1 bit investments - US and state government obligations 1 bit investments - US and state government obligations 1 bit investments - US and state government obligations 1 bit investments - US and state government obligations 1 bit investments - US and state government obligations 1 bit investments - US and state government obligations 1 bit investments - US and state government obligations 1 bit investments - Corporate blonds 1 bit investments - Corp		Less allowance for doubtful accounts ▶						
To the reas and large sections		Grants receivable						
To the reas and large sections	6	Receivables due from officers, directors, trustees, and other						
7 Per road actisate senses		!						
The property of the property	;	Other notes and loans receivable						
The property of the property		Less allowance for doubtful accounts						
b Investments - Corporate stock c investments - Corporate sto	ع ا يو							
b Investments - Corporate stock c investments - Corporate sto	set (·						
b investments - corporate back c investments - corporate bonds tess accurations decompanies tess accurations decompanies 13 investments - ondrage loans 13 investments - ondrage loans 13 investments - ondrage loans 14 cland, buildings, and equipment basis tess accurations decompanies 15 Other assets (describe) STATEMENT 10) 16 Total assets (to be completed by all filters - see the instructions. Also, see page 1, item 1) 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Other labelities (describe) 21 Mortgages and other notes payable 22 Other labelities (describe interest, and other disqualified persons 22 Indigental and the complete lines 27 through 22) 23 Total Inabitities (add lines 17 through 26, and lines 30 and 31 24 Unrestricted 25 Permanently restricted 26 Permanently restricted 27 Capital stock, trust principal, or current funds 28 Permanently restricted 29 Permanently restricted 29 Permanently restricted 29 Permanently restricted 20 Permanently restricted 20 Permanently restricted 20 Permanently restricted 20 Permanently restricted 21 Permanently restricted 22 Permanently restricted 23 Permanently restricted 24 Permanently restricted 25 Permanently restricted 26 Permanently restricted 27 Permanently restricted 28 Permanently restricted 29 Permanently restricted 20 Permanently restricted 20 Permanently restricted 21 Permanently restricted 22 Permanently restricted 23 Permanently restricted 24 Permanently restricted 25 Permanently restricted 26 Permanently restricted 27 Capital stock, trust principal 31. 28 Permanently restricted 29 Permanently restricted 20 Permanently restricted 20 Permanently restricted 21 Permanently restricted 22 Permanently restricted 23 Permanently restricted 24 Permanently restricted 25 Permanently restricted 26 Permanently restricted 27 Capital stock, trust principal 31. 28 Permanently restricted 29 Permanently restricted 20 Permanently restricted 21 Permanently restricted 22 Permanently restricted 23 Permanently restricted 24 Permanently restricte	&]1L							
C Investments - corporate bonds	'`							
1		· · · · · · · · · · · · · · · · · · ·						
1	111	· ·						
12 Investments - mortgage loans	''		4 424 500	1 640 000	1 640 000			
13 Investments - other	4.5	· · · · · · · · · · · · · · · · · · ·	4,424,300.	1,040,000.	1,040,000.			
14 Land, buildings, and equipment basis 15 Other assets (describe 15 STATEMENT 10) 10 101,722. 647,255. 647,255. 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, term) 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Loans from filear, dichection, trustees, and other disquelified persons 21 Mortgages and other notes payable 22 Other liabilities (describe 23 Total liabilities (describe 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Foundations that follow SFAS 117, check here 28 Pad-in or capital surplus, or land, bldg , and equipment fund 28 Pad-in or capital surplus, or land, bldg , and equipment fund 28 Pad-in or capital surplus, or land, bldg , and equipment fund 28 Pad-in or capital surplus, or land, bldg , and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total liabilities and net assets fund balances 29 Total liabilities and net assets fund balances 20 Total liabilities and net assets fund balances 20 Total liabilities and net assets fund balances 20 Total liabilities and net assets fund balances 21 Total liabilities and net assets fund balances 22 Total liabilities and net assets fund balances 23 Total liabilities and net assets fund balances 24 Dermanent from Part I, line 27a 25 Colter mereases not included in line 2 (Itemize) 26 SEE STATEMENT 8 27 Capital State 28 Pad-in or capital surplus of Changes in Net Assets or Fund Balances 29 Total liabilities and net assets fund balances 20 Total net assets or fund balances at beginning of year - Part III, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) 29 Enter amount from Part I, line 27a 20 Cher mereases not included in line 2 (Itemize) 20 Decreases not included in line 2 (Itemize) 21		[22 205 076	25 226 240	25 226 240			
15 Other assets (describe		,	23,303,976.	25,226,349.	25,226,349.			
15 Other assets (describe	14							
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, Item I) 17 Accounts payable and accrued expenses 18 Grants payable 20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (describe) 23 Total liabilities (add lines 17 through 22) 24 Unrestricted 25 Temporarily restricted 26 Fermanently restricted 27 Toundations that do not follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31 28 Permanently restricted 29 Fermanently restricted 29 Fermanently restricted 20 Loans from officers, directors, trustees, and other disqualified persons 20 Lones from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (add lines 17 through 22) 23 Total liabilities (add lines 17 through 22) 24 Unrestricted 25 Temporarily restricted 26 Fermanently restricted 27 Toundations that do not follow SFAS 117, check here and complete lines 27 through 31. 28 Permanently restricted 29 Fermanently restricted 20 Loans from officers, directors, trustees, and other disqualified persons 20 Total follow SFAS 117, check here and complete lines 27 through 31. 29 Retained earnings, accumulated income, endowment, or other funds 20 Retained earnings, accumulated income, endowment, or other funds 20 Total net assets or fund balances 20 Loans from differs, directors, trustees, and other disqualified persons 20 Total itabilities and net assets/fund balances 20 Loans from differs, directors, trustees, and other disqualified persons 21 Loans from differs, directors, trustees, and other disqualified persons 22 Loans from differs, directors, trustees, and other disqualified persons 23 Total liabilities (describe	١		101 700	C43 055	647 055			
Instructions Also, see page 1, item I) 28,078,117. 28,260,412. 28,260,412. 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Leans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (describe ▶) 23 Total liabilities (add lines 17 through 22) 4 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Temporarily restricted 28 Parain-nor capital surplus, or land, blig, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 31 Total liabilities and net assets/fund balances 28 Part III Analysis of Changes in Net Assets or Fund Balances 1 28,078,117. 28,260,412. 29 Part III Analysis of Indiances 20 SEE STATEMENT 8 1 28,078,117. 28,260,412. 20 Coreases not included in line 2 (itemize) ▶ SEE STATEMENT 8 1 28,260,412. 5 0. 5 0. 6 0. 6 0. 6 0. 7 1,042,500. 7 27,217,912. 8 28,078,117. 28,260,412. 8 28,078,117. 28,260,412.	- 1	· · · · · · · · · · · · · · · · · · ·	101,722.	647,255.	647,255.			
Total liabilities (and lines 17 through 22) Total liabilities (add lines 17 through 22) Total nabilities (add lines 17 through 26, and lines 30 and 31 Unrestricted Tomporarily restricted Foundations that do not follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31 Unrestricted Tomporarily restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. Total lines 27 through 31. Total nabilities and net assets or fund balances Total net assets or fund balances in Net Assets or Fund Balances Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other was form officers, directors, trustees, and other disqualified persons Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other was form officers, directors, trustees, and other disqualified persons Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other was form officers, directors, trustees, and other disqualified persons Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) Decreases not included in line 2 (itemize)	16	· · · · · ·	00 070 117	00 000 410	00 060 410			
B 18 Grants payable 19 Deferred revenue 20 Loans from officers, clinectors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (add lines 17 through 22) 23 Total liabilities (add lines 17 through 22) 24 Unrestricted 25 Temporarily restricted 26 Temporarily restricted 26 Permanently restricted 27 Foundations that do not follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 31 Total liabilities and net assets/fund balances 32 (must agree with end-of-year figure reported on prior year's return) 31 Chall rear amount from Part I, line 27a 32 (Other ricreases not included in line 2 (itemize) SEE STATEMENT 8 4 28,260,412. 5 Grants payable 90 0. 0. 0. 1 0. 1 0. 1 0. 1 0. 2 1 0. 2 2 1 0. 0 0. 0 0. 1 0. 1 0. 2 2 1 0. 2 3 1 1 1 1 2 2 3 1 1 1 2 2 3 1 1 1 2 3 1 1 1 2 3 1 1 1 2 3 1 1 1 2 3 1 1 1 1			28,078,117.	28,260,412.	28,260,412.			
Deferred revenue Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other labilities (describe ▶ 23 Total liabilities (add lines 17 through 22) 24 Unrestricted 25 Temporarily restricted 26 Fermanently restricted 27 Foundations that do not follow SFAS 117, check here 28 and complete lines 27 through 31. 29 Pard-in or capital surplus, or land, blidg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances Total net assets or fund balances in Net Assets or Fund Balances Total net assets or fund balances at beginning of year - Part III, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) 20 Total return and the fund time 2 (itemize) ▶ SEE STATEMENT 8 31 1, 3399, 851. 32 Add lines 1, 2, and 3 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8 3 1, 3399, 851. 4 28, 260, 412. 5 0.					······································			
20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (describe ►) 23 Total liabilities (add lines 17 through 22) Consequence of the lines 24 through 26, and lines 30 and 31 44 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Temporarily restricted 28 Paid-in or capital surplus, or land, bldg , and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 30 Total net assets or fund balances 31 Total liabilities and net assets/fund balances Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) 1 Cheffer amount from Part I, line 27a 1 Other increases not included in line 2 (itemize) ► SEE STATEMENT 8 3 1, 399, 851. 4 Add lines 1, 2, and 3 Decreases not included in line 2 (itemize) ► SEE STATEMENT 8 5 6 0.	18	· · · · · · · · · · · · · · · · · · ·						
23 Total liabilities (add lines 17 through 22) Poundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31 Unrestricted Temporarily restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances Total net assets or fund balances in Net Assets or Fund Balances Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Occupate I and I abilities and net assets/fund balances SEE STATEMENT 8 Add lines 1, 2, and 3 Decreases not included in line 2 (itemize) SEE STATEMENT 8 4 28, 260, 412. 5 0 0.	<u>ဖွ</u> 19							
23 Total liabilities (add lines 17 through 22) Poundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31 Unrestricted Temporarily restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances Total net assets or fund balances in Net Assets or Fund Balances Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Occupate I and I abilities and net assets/fund balances SEE STATEMENT 8 Add lines 1, 2, and 3 Decreases not included in line 2 (itemize) SEE STATEMENT 8 4 28, 260, 412. 5 0 0.	≣ 20	Loans from officers, directors, trustees, and other disqualified persons			·····			
23 Total liabilities (add lines 17 through 22) Poundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31 Unrestricted Temporarily restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances Total net assets or fund balances in Net Assets or Fund Balances Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Occupate I and I abilities and net assets/fund balances SEE STATEMENT 8 Add lines 1, 2, and 3 Decreases not included in line 2 (itemize) SEE STATEMENT 8 4 28, 260, 412. 5 0 0.	윤 21	Mortgages and other notes payable						
Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Temporarily restricted 28 Permanently restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 29 Retained earnings, accumulated income, endowment, or other funds 20 Retained earnings, accumulated income, endowment, or other funds 21 Total net assets or fund balances 22 R, 078, 117. 23 R, 260, 412. 24 Part III Analysis of Changes in Net Assets or Fund Balances 25 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) 28 Enter amount from Part I, line 27a 30 Other increases not included in line 2 (itemize) 31 Decreases not included in line 2 (itemize) 32 SEE STATEMENT 8 33 1, 399, 851. 44 28, 260, 412. 55 0.	ا 22	Other liabilities (describe)						
Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Temporarily restricted 28 Permanently restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 29 Retained earnings, accumulated income, endowment, or other funds 20 Retained earnings, accumulated income, endowment, or other funds 21 Total net assets or fund balances 22 R, 078, 117. 23 R, 260, 412. 24 Part III Analysis of Changes in Net Assets or Fund Balances 25 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) 28 Enter amount from Part I, line 27a 30 Other increases not included in line 2 (itemize) 31 Decreases not included in line 2 (itemize) 32 SEE STATEMENT 8 33 1, 399, 851. 44 28, 260, 412. 55 0.								
and complete lines 24 through 26, and lines 30 and 31 Unrestricted Temporarily restricted Foundations that do not follow SFAS 117, check here Foundations that do not follo	23	Total liabilities (add lines 17 through 22)	0.	0.				
24 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Temporarily restricted 28 Permanently restricted 29 Pard stock, trust principal, or current funds 29 Paid-in or capital surplus, or land, blidg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 31 Total liabilities and net assets/fund balances Total net assets or fund balances in Net Assets or Fund Balances Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) SEE STATEMENT 8 Add lines 1, 2, and 3 Decreases not included in line 2 (itemize) SEE STATEMENT 8 4 28, 260, 412. 5 0 0.	ĺ	Foundations that follow SFAS 117, check here		·				
Total lead assets or fund balances Total lead sasets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) Temporarily restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 1,042,500. 1,042,500. 1,042,500. 1,042,500. 1,042,500. 1,042,500. 1,042,500. 1,042,500. 1,042,500. 27,035,617. 27,217,912. 28,078,117. 28,260,412. 28,078,117. 28,260,412. 1 28,078,117. 28,078,117. 28,078,117. 28,078,117. 28,078,117. 28,078,117. 28,078,117. 28,078,117. 28,078,117. 28,078,117. 28,078,117. 28,078,117. 28,078,117. 28,078,117. 28,078,117. 28,078,117. 28,078,117. 28,078,117. 28,078,117. 5 0.0.		and complete lines 24 through 26, and lines 30 and 31	ļ					
31 Total liabilities and net assets/fund balances 28,078,117. 28,260,412. Part III Analysis of Changes in Net Assets or Fund Balances Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) ► SEE STATEMENT 8 1 28,078,117. 2 -1,217,556. 3 1,399,851. 4 28,260,412. 5 0.	_{වී} 24	Unrestricted						
31 Total liabilities and net assets/fund balances 28,078,117. 28,260,412. Part III Analysis of Changes in Net Assets or Fund Balances Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) ► SEE STATEMENT 8 1 28,078,117. 2 -1,217,556. 3 1,399,851. 4 28,260,412. 5 0.	<u>e</u> 25	Temporarily restricted			1111 ` ` ` ` 			
31 Total liabilities and net assets/fund balances 28,078,117. 28,260,412. Part III Analysis of Changes in Net Assets or Fund Balances Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) ► SEE STATEMENT 8 1 28,078,117. 2 -1,217,556. 3 1,399,851. 4 28,260,412. 5 0.	සි 26	Permanently restricted						
31 Total liabilities and net assets/fund balances 28,078,117. 28,260,412. Part III Analysis of Changes in Net Assets or Fund Balances Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) ► SEE STATEMENT 8 1 28,078,117. 2 -1,217,556. 3 1,399,851. 4 28,260,412. 5 0.			-		**************************************			
31 Total liabilities and net assets/fund balances 28,078,117. 28,260,412. Part III Analysis of Changes in Net Assets or Fund Balances Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) ► SEE STATEMENT 8 1 28,078,117. 2 -1,217,556. 3 1,399,851. 4 28,260,412. 5 0.	로	•						
31 Total liabilities and net assets/fund balances 28,078,117. 28,260,412. Part III Analysis of Changes in Net Assets or Fund Balances Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) ► SEE STATEMENT 8 1 28,078,117. 2 -1,217,556. 3 1,399,851. 4 28,260,412. 5 0.	ة ₂₇	· -	1,042,500.	1,042,500.				
31 Total liabilities and net assets/fund balances 28,078,117. 28,260,412. Part III Analysis of Changes in Net Assets or Fund Balances Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) ► SEE STATEMENT 8 1 28,078,117. 2 -1,217,556. 3 1,399,851. 4 28,260,412. 5 0.	e 28	· · · · · · · · · · · · · · · · · · ·						
31 Total liabilities and net assets/fund balances 28,078,117. 28,260,412. Part III Analysis of Changes in Net Assets or Fund Balances Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) ► SEE STATEMENT 8 1 28,078,117. 2 -1,217,556. 3 1,399,851. 4 28,260,412. 5 0.	¥ 29	The state of the s	27,035,617,	27,217,912,	·····			
31 Total liabilities and net assets/fund balances 28,078,117. 28,260,412. Part III Analysis of Changes in Net Assets or Fund Balances Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) ► SEE STATEMENT 8 1 28,078,117. 2 -1,217,556. 3 1,399,851. 4 28,260,412. 5 0.	<u>a</u> 30							
Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) Add lines 1, 2, and 3 Decreases not included in line 2 (itemize) Decreases not included in line 2 (itemize) Total net assets or fund balances at beginning of year - Part II, column (a), line 30 1 28,078,117. 2 -1,217,556. 3 1,399,851. 4 28,260,412. 5 0.	2 00	Total liet 200010 d. Islia ogistioco	20/0/0/11/0	20/200/1121	·····			
Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) Add lines 1, 2, and 3 Decreases not included in line 2 (itemize) Decreases not included in line 2 (itemize) Total net assets or fund balances at beginning of year - Part II, column (a), line 30 1 28,078,117. 2 -1,217,556. 3 1,399,851. 4 28,260,412. 5 0.	31	Total liabilities and not assets/fund halances	28.078.117.	28,260,412				
Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) Add lines 1, 2, and 3 Decreases not included in line 2 (itemize) Decreases not included in line 2 (itemize) 5 0.				_20/200/1124				
(must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) Add lines 1, 2, and 3 Decreases not included in line 2 (itemize) Decreases not included in line 2 (itemize) 1 28,078,117. 2 -1,217,556. 3 1,399,851. 4 28,260,412. 5 0.	Parl	Analysis of Changes in Net Assets or Fund Ba	alances					
(must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) Add lines 1, 2, and 3 Decreases not included in line 2 (itemize) Decreases not included in line 2 (itemize) 1 28,078,117. 2 -1,217,556. 3 1,399,851. 4 28,260,412. 5 0.	1 Tota	al net assets or fund halanges at herringing of year - Part II. column (a). Inc.	· · · · · · · · · · · · · · · · · · ·					
Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) Add lines 1, 2, and 3 Decreases not included in line 2 (itemize) Decreases not included in line 2 (itemize) 5 0.) U		28 078 117			
Other increases not included in line 2 (itemize) SEE STATEMENT 8 Add lines 1, 2, and 3 Decreases not included in line 2 (itemize) Decreases not included in line 2 (itemize) 5 O.				 	_1 217 554			
Add lines 1, 2, and 3 Decreases not included in line 2 (itemize) 5 0.		_	פינות מיווא		1 200 051			
Decreases not included in line 2 (itemize)			SEE STA		20 260 412			
								
	Tota	il net assets or fund-balances at end of year (line-4 minus line 5) - Part-II; col	umn (b), line 30		28, 260, 412. Form 990-PF (2018)			

Part IV Capital Gains	and Losses for Tax on In	vestmen	t Income					
	the kind(s) of property sold (for example the kind(s) of property sold (for example kind) and the kind (s) of property sold (for example kind(s)) o		ate,	` P	How acquired - Purchase - Donation	1 (c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a TPG- AXON CAPI	TAL PARTNERS DIS	TRIBUT	ION IN					
b EXCESS OF BASI	S				P			
	LL BLOCK 29				D		0/23/17	06/22/18
d SALE OF HOPEWE	LL BLOCK 51				D	1	0/23/17	09/21/18
8				<u>L</u> ,				<u> </u>
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale			((h) Gain or (loss (e) plus (f) minus	
а								
<u>b</u> 11,338.	·				· -	_		11,338.
<u>c</u> 500,000.			91,01					408,988.
d 2,000,000.			231,61	0.				1,768,390.
<u>e</u>				}				·
Complete only for assets showin	g gain in column (h) and owned by t			_			Gains (Col. (h) gain k), but not less tha	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col (i)		· · · · · · · · · · · · · · · · · · ·		Losses (from col	
<u>a</u>]				
<u>b</u>			<u></u> ,					11,338.
С								408,988.
d								1,768,390.
е								
2 Capital gain net income or (net ca	pital loss) { If gain, also enter If (loss), enter -0-	in Part I, line In Part I, line	7 7	}	2			2,188,716.
3 Net short-term capital gain or (los	s) as defined in sections 1222(5) an	d (6)						
If gain, also enter in Part I, line 8, If (loss), enter -0- in Part I, line 8		(-,		$\left \cdot \right $	3		N/A	
Part V Qualification U	nder Section 4940(e) for	Reduced	Tax on Net	Inv	estment	Inco		
If section 4940(d)(2) applies, leave the Was the foundation liable for the sect If "Yes," the foundation doesn't qualify. There the appropriate amount in expression of the section of th	ion 4942 tax on the distributable am	plete this par	t					Yes X No
(a)		istructions be	iore making any e					(d)
Base periód years Calendar year (or tax year beginnir			Net value of no		itable-use as:			bùtión ratio vided by col_(c))
2017		1,717.			,146,7			.071648
2016		1,377.			,207,1			.054173
		6,760.			,750,4			.089970
2014		4,324.			,877,1		-	.094845
	1,27	8,338.	<u></u>	24	,224,7	20.		.052770
2 Total of line 1, column (d)							2	.363406
3 Average distribution ratio for the 5 the foundation has been in exister		in line 2 by 5 (O, or by the numb	eroty	/ears		3	.072681
4 Enter the net value of noncharitab	le-use assets for 2018 from Part X, II	ine 5					4 2	7,900,440.
5 Multiply line 4 by line 3							5	2,027,832.
6 Enter 1% of net investment incom	e (1% of Part I, line 27b)						6	28,261.
7 Add lines 5 and 6	· · · · · · · · · · · · · · · · · · ·							2,056,093.
	Dart VII lina 4							3,843,444.
	line 7, check the box in Part VI, line	1b, and comp	lete that part using	g a 19	% tax rate		0	0,010,1111
See the Part VI instructions 823521 12-11-18								Form 990-PF (2018)

HARBOURTON FOUNDATION Form 990-PF (2018) 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

and enter "N/A" on line 1. ___ (attach copy of letter if necessary-see instructions) Date of ruling or determination letter 28,261. b Domestic foundations that meet the section 4940(e) requirements in Part V, check here | X| and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations, enter 4% of Part I, line 12, col (b) 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-) 2 3 3 Add lines 1 and 2 4 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-) 5 5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-6 Credits/Payments 47,835. a 2018 estimated tax payments and 2017 overpayment credited to 2018 0. 6b b Exempt foreign organizations - tax withheld at source 0. c Tax paid with application for extension of time to file (Form 8868) 60 0 6d d Backup withholding erroneously withheld 47,835. 7 Total credits and payments Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here X 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 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 19.574 - Refunded ▶ 11 Enter the amount of line 10 to be Credited to 2019 estimated tax 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 1a any political campaign? b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition 1h 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 10 c Did the foundation file Form 1120-POL for this year? d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. ... _____O . (2) On foundation managers ▶ \$ (1) On the foundation > \$ e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation X 2 I las the foundation engaged in any activities that have not proviously been reported to the IRS? 2 If "Yes," attach a detailed description of the activities 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or 3 bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a N/A 4b b If "Yes," has it filed a tax return on Form 990-T for this year? 5 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T 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 offoctively amonds the governing instrument so that no mandatory directions that conflict with the state law Х 6 remain in the governing instrument? Х 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 8a Enter the states to which the foundation reports or with which it is registered. See instructions mile 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) Х 8b of each state as required by General Instruction G? If "No," attach explanation 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 2018 or the tax year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV 10 10 Did any persons become substantial contributors during the tax year? If 'Yes, attach a schedule listing their names and oddrosse

823531 12-11-18

P	art 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	11	1	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 SEE STATEMENT 11 SEE STATEMENT 12	12	Х	l
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address ► N/A			<u> </u>
14	The books are in care of ▶ JAMES S. REGAN III Telephone no ▶ [831]	324-	222	2
	Located at ▶512 CAPITOLA AVE, CAPITOLA, CA ZIP+4 ▶9!			
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	N	/A	
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the	-		
	foreign country			
Pa	art 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
1 a	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 N/A	16	İ	
	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		'''''	י
	before the first day of the tax year beginning in 2018?	10	1	Х
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation	1		
	defined in section 4942(j)(3) or 4942(j)(5))		1	
а	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
	before 2018?			
	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) N/A	2b	1	
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?		1	
b	If "Yes," did it have excess business holdings in 2018 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 2018)	3ь	1	Х
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
	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 2018?	46	1	Х
	· · · · · · · · · · · · · · · · · · ·	m 990	_DE/	

823541 12-11-18

Part VII-B Statements Regarding Activities for Which I	orm 4720 May Be I	Required (contin	ued)			•
5a During the year, did the foundation pay or incur any amount to	<u>-</u>	<u> </u>		Y	es	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	1 4945(e))?	Ye	s X No			
(2) Influence the outcome of any specific public election (see section 4955), o		ectiv.				
any voter registration drive?	, , , , , , , , , , , , , , , , , , , ,	Ye	s X No		1	
(3) Provide a grant to an individual for travel, study, or other similar purposes	?	Ye	s X No			
(4) Provide a grant to an organization other than a charitable, etc., organization						
4945(d)(4)(A)? See instructions		Ye	s X No		1	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational ourooses, or f					
the prevention of cruelty to children or animals?	or oddownona. parpooto, or		s X No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	der the excentions described i					
section 53 4945 or in a current notice regarding disaster assistance? See instri		iii nogalationo	N/A	5b	1	
Organizations relying on a current notice regarding disaster assistance, check t			→			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fi		han	_		- 1	
		I/A □ Ye	s Na		- 1	
expenditure responsibility for the grant?	1,	1/ 23	.5		1	
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		s X No		1	
a personal benefit contract?	are and bonefit contract?		S A INU	6b	1	Х
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal denetit contract?		<u> </u>			
If "Yes" to 6b, file Form 8870			s X No			
7a At any time during the tax year, was the foundation a party to a prohibited tax s		TE	N/A			
b If "Yes," did the foundation receive any proceeds or have any net income attribu			11/14	7b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$	1,000,000 in remuneration o		(Ta)			
excess parachute payment(s) during the year?			s X No		1	
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors	ees, Foundation Ma	inagers, Higniy	/			
List all officers, directors, trustees, and foundation managers and t	heir compensation					
List all officers, directors, trustees, and foundation managers and t	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans	le) Expe	ense
(a) Name and address	hours per week devoted	(If not paid,	and deferred	acc	Expension Expension () Expensio	other
	to position	`enter'-0-)	compensation	+ "	IUWaii	1003
ODE CHAMPANA 12		127 052	0			Ο.
SEE STATEMENT 13		127,852.		'		٠.
				+		
		;				
·				┿		
2 Compensation of five highest-paid employees (other than those inc		enter "NONE."	(d) Contributions to		٠	
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e	Expe	ense other
(a) Marile and address of each employee paid more than \$50,000	devoted to position	(c) componential	compensation	al	llowan	ices
NONE						
			-			
		l				
		 		+		
Table aumber of other employees and over-650 000	<u> </u>					
Total number of other employees paid over \$50,000				- 000	DE	.0040

orm	990	.PF	(2018)

All other program-related investments. See instructions

Total. Add lines 1 through 3

P	art X Minimum Investment Return (All domestic foundations in	must o	complete thi	s part. Foreign fou	ndations,	see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitate	ole, etc	, purposes			
а	Average monthly fair market value of securities	•			1a	0.
b	Average of monthly cash balances				1b	479,516.
C	Fair market value of all other assets				1c	27,845,804.
d	Total (add lines 1a, b, and c)				10	28,325,320.
е	Reduction claimed for blockage or other factors reported on lines 1a and					
	1c (attach detailed explanation)	1e		0.		
2	Acquisition indebtedness applicable to line 1 assets				2	0.
3	Subtract line 2 from line 1d				3	28,325,320.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount	t, see ii	nstructions)		4	424,880.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and o	n Part	V, line 4		5	27,900,440.
6	Minimum investment return. Enter 5% of line 5				6	1,395,022.
P	Distributable Amount (see instructions) (Section 4942(j)(3) a foreign organizations, check here		5) private ope	rating foundations ar	nd certain	
1	Minimum investment return from Part X, line 6				1	1,395,022.
2a	Tax on investment income for 2018 from Part VI, line 5	2a		28,261.		
b	Income tax for 2018 (This does not include the tax from Part VI)	2b				
C	Add lines 2a and 2b				2c	28,261.
3	Distributable amount before adjustments. Subtract line 2c from line 1				3	1,366,761.
4	Recoveries of amounts treated as qualifying distributions				4	0.
5	Add lines 3 and 4				5	1,366,761.
6	Deduction from distributable amount (see instructions)				6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part	XIII, h	n <u>e 1</u>		7	1,366,761.
P	art XII Qualifying Distributions (see Instructions)					
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., pur	poses				
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	•			1a	3,843,444.
b	Program-related investments - total from Part IX-B				1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charital	ble, etc	, purposes		2	
3	Amounts set aside for specific charitable projects that satisfy the					
а	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, a	nd Par	t XIII, line 4		4	3,843,444.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net inve					
	income Enter 1% of Part I, line 27b				5	28,261. 3,815,183.
6	Adjusted qualifying distributions. Subtract line 5 from line 4				6	3,815,183.
	Note The amount on line 6 will be used in Part V, column (b), in subsequent years v	vhen ca	alculating whe	ther the foundation o	ualifies fo	r the section
	4940(a) reduction of tay in those years					

Part XIII Undistributed Income (see instructions)

<u></u>				
	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
Distributable amount for 2018 from Part XI,				
line 7				1,366,761.
2 Undistributed income, if any, as of the end of 2018		, , , , , , , , , , , , , , , , , , , ,	<u>-</u>	
a Enter amount for 2017 only			0.	
ь Total for prior years				
		0.	hiliti	·······
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017		······ / '-'\\\		
f Total of lines 3a through e	0.		.,	
4 Qualifying distributions for 2018 from				
Part XII, line 4 ► \$ 3,843,444.				
a Applied to 2017, but not more than line 2a			0.	***************************************
b Applied to undistributed income of prior		_		
years (Election required - see instructions)		0.	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
c Treated as distributions out of corpus				
(Election required - see instructions)	0.	':::::::::::::::::::::::::::::::::::		1 266 761
d Applied to 2018 distributable amount				1,366,761.
e Remaining amount distributed out of corpus	2,476,683.		······································	
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
2 Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,476,683.			
b Prior years' undistributed income. Subtract				
line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable				
amount - see instructions		0.		
e Undistributed income for 2017 Subtract line				
4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2018 Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2019			H.H.,	0.
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)	0.	······	 	······································
8 Excess distributions carryover from 2013				
not applied on line 5 or line 7	0.	······································	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
9 Excess distributions carryover to 2019	0 475 505			
Subtract lines 7 and 8 from line 6a	2,476,683.	···		
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017		- 1 1	r 1 - 1 ₁	
e Excess from 2018 2,476,683.				5 000 DE (0018)

22-24361

	TON FOUNDAT				36112 Page 1
Part XIV Private Operating F			II-A, question 9)	N/A	
1 a if the foundation has received a ruling o					
foundation; and the ruling is effective for		*	▶		
b Check box to indicate whether the found		ng foundation described			942(J)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
investment return from Part X for					
each year listed		1			
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	İ				
exempt activities	I				j
' '			 	- 	
e Qualifying distributions made directly					
for active conduct of exempt activities	İ				
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			<u> </u>		
(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)			<u> </u>	_ 	
(3) Largest amount of support from					
an exempt organization			<u> </u>	 	ļ <u> </u>
(4) Gross investment income					
Part XV Supplementary Info			if the foundation	n had \$5,000 or m	ore in assets
at any time during tl	ne year-see instr	ructions.)			
1 Information Regarding Foundation	n Managers:				
a List any managers of the foundation who			ributions received by the	e foundation before the clo	se of any tax
year (but only if they have contributed m	ore than \$5,000) (See s	ection 507(d)(2))			
NONE					
b List any managers of the foundation who other entity) of which the foundation has			(or an equally large porti	ion of the ownership of a p	artnership or
	a 1070 of greater litteres	J.			
NONE					·
2 Information Regarding Contribution Check here ► X if the foundation or the foundation makes gifts, grants, etc., if	nly makes contributions t	to preselected charitable	organizations and does		uests for funds If
					
a The name, address, and telephone numb	er or email address of th	ie person to whom applic	cations should be addres	SSEO	
b The form in which applications should be	submitted and informat	tion and materials they sl	nould include		
c Any submission deadlines			 		
d Any restrictions or limitations on awards	Such as by gengraphics	al areas, charitable fields	kinds of institutions or	other factors	
a mily restrictions of inflications on awards	, sacii as by geograpilica	n areas, enantable nelus,	miles of methodome, of	Other motore	
323601 12-11-18					Form 990-PF (2018)

			· - · · · · · · · · · · · · · · · · · ·	
3 Grants and Contributions Paid During the	Year or Approved for Future	Payment		
· - Recipient	If recipient is an individual,	Foundation	Purpose of grant or	
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				· -
•				
CDD AMMACUED CMAMEMBUM OF				
SEE ATTACHED STATEMENT OF CONTRIBUTIONS STATEMENT 12				
TOTAL DELICATION OF THE PROPERTY OF THE PROPER				
		•		
Total			▶ 3a	0
b Approved for future payment				
, p				
NONE				
·				
Totál			<u></u> 3b _	0

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated	business income		d by section 512, 513, or 514	(8)
	(a)	(b)	(c) Exclu-	(d)	Related or exempt
1 Program service revenue	Business code	Amount	sion	Amount	function income
a		·			
b			- 		
C		·	1		·
d	i I	-			
e					
1					·
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments			14	14,144.	
4 Dividends and interest from securities			14	14,144.	
S Net rental income or (loss) from real estate		.,		··-···································	
a Debt-financed property					
b Not debt-financed property					
8 Net rental income or (loss) from personal					
property					
7 Other investment income			14	655,878.	
8 Gain or (loss) from sales of assets other					
than inventory			18	-301,653.	
Net income or (loss) from special events					
Gross profit or (loss) from sales of inventory					
1 Other revenue					
a	_ [
b					
C					
d					
e					
Subtotal Add columns (b), (d), and (e)		0).	387,216.	C
3 Total. Add line 12, columns (b), (d), and (e)		·	-	13	387,216
See worksheet in line 13 instructions to verify calculations.)				

Relationship of Activities to the Accomplishment of Exempt Purposes

TE NO. ■	the foundation's exempt purposes (other than by providing funds for such purposes)						
	- 000 PF						

823621 12-11-18

Form 99	0-PF (2018) HA RBO	URTON	FOUNDATI	ON			22-243	<u>6112</u>	Pa	ge 13
Part	XVII	Information R Exempt Organ		Transfers to	and 1	ransactions a	and Relation	ships With Noncha	ritable	;	
1 Di	d the o	rganization directly or ind		in any of the follow	vina with	any other organizat	non described in se			Yes	No
		in section 501(c)(3) orga			-			o oo .(o,			
		from the reporting found			•	*					İ
) Cash			•	·				1a(1)		Х
(2)	Othe:	r assets							1a(2)		X
b Oti	her tran	sactions									
(1)	Sales	of assets to a noncharita	ible exempt o	rganization					1b(1)		X
(2)	Purc	hases of assets from a no	ncharitable e	xempt organization					1b(2)		Х
(3)	Renta	al of facilities, equipment,	or other asse	ts					1b(3)		X
(4)	Reim	bursement arrangements	;						1b(4)		_X
(5)	Loan	s or loan guarantees							1b(5)		X
		rmance of services or me		-					1b(6)		X
		f facilities, equipment, ma	=						1c	LI	<u>X</u>
				-			-	market value of the goods,		sets,	
						than fair market val	lue in any transaction	on or sharing arrangement, s	how in		
		the value of the goods,					(4) =				
(a) Line n	10	(b) Amount involved	(6) 1	lame of noncharitat		pt organization	(U) Descripti	on of transfers, transactions, and	shanng ar	rangeme	nts
	_		 	N/A							
	+		 								
							<u> </u>				
	_	 			-						
	_		-								
	_		f								
	+		<u> </u>								
	<u> </u>										
						<u> </u>		-			
_											
								- · · · · · · · · · · · · · · · · · · ·			
2a ist	he four	dation directly or indirec	tly affiliated w	ith, or related to, or	ne or mo	re tax-exempt organ	izations described	_			
ın s	section	501(c) (other than section	n 501(c)(3)) (or in section 527?					Yes	X] No
<u>b</u> If "	Yes," co	implete the following sch									
		(a) Name of org	janization		(b) T	ype of organization	ļ	(c) Description of relations	<u> 11</u> p		
		N/A		-A		·	ļ <u> </u>				
		·		//			ļ				
				///	-						
			//-	<i>/</i>	-		 				
	Under	penalties of perjury, I declare	that I have a day	and this return include	lino accon	nnanving schedules and	statements and to th	e hest of my knowledge			_
Sign	and be	ellef, it is true, correct, and cor	npiete pecjarati	on of preparer (other th	nan taxpay	ren) is based on all inform	mation of which prepar	er has any knowledge	the IRS o	discuss ti e prepare	nis er
Here			$\mathcal{A}/$			11/12/19	ASST.	113/04/16R sho	rn with the wn below Yes	7 See ins	, ,
	Sign	ature of officer or-trustee	V-			Date	Title		Y res		No
	0.9	Print/Type preparer's na		Preparer's	SIGNATUR		Date	Check If PTIN			
						· 	NOV 8 7 2019	self- employed			
Paid		RONALD J.	RUGGER	I			101 0 7013	P00	0450	445	
Prepa	arer	Firm's name ► MSP			ORS.	P.C.	<u> </u>	Firm's EIN ► 22-29			
Use (,	/					•	
	_	Firm's address ► 34	0 NORT	H AVENUE	EAS	T					
				, NJ 070			_	Phone no 908-27	<u> 12-7</u>	000	
									rm QQ(2018)

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Name of the organization

Schedule of Contributors

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

OMB No. 1545-0047

2018

Employer identification number

Н.	ARBOURTON FOUNDATION	22-2436112			
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 found	ation			
	527 political organization				
Form 990-PF	X 501(c)(3) exempt private foundation				
	4947(a)(1) nonexempt charitable trust treated as a private foundation	n			
	501(c)(3) taxable private foundation				
· -	is covered by the General Rule or a Special Rule .	s Special Rule. See instructions.			
General Rule					
-	on filing Form 990, 990·EZ, or 990·PF that received, during the year, contribut y one contributor. Complete Parts I and II. See instructions for determining a	, , ,			
Special Rules					
sections 509(a)(1) any one contribut	on described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/2 and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, or, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% Z, line 1. Complete Parts I and II.	ne 13, 16a, or 16b, and that received from			
year, total contrib	on described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that requisions of more than \$1,000 exclusively for religious, charitable, scientific, literally to children or animals. Complete Parts I (entering "N/A" in column (b) inst	ary, or educational purposes, or for the			
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.					
but it must answer "No" or	hat isn't covered by the General Rule and/or the Special Rules doesn't file Son Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-Ea the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).				
LHA For Paperwork Reduct	tion Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF	Schedule B (Form 990, 990-EZ, or 990-PF) (2018)			

Name of organization

Employer identification number

HARBOURTON FOUNDATION

22-2436112

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional	space is needed.
(a)	(b)	(c)

(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution
1	JAMES AND AMY REGAN 141 E MEADOW DR 1000 PH-H WEST VAIL, CO 81657	\$	Person X Payroll Noncash (Complete Part II for noncash contributions)
(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Total contributions \$	Person Payroll Complete Part II for noncash contributions
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	Name, address, and ZIP + 4	\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Total contributions	Person Payroll Complete Part II for noncash contributions
(a)	(b)	(c) Total contributions	(d) Type of contribution
No.	Name, address, and ZIP + 4	\$	Person Payroll Noncash (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

HARBOURTON FOUNDATION

22-2436112

Part II	Noncash Property (see instructions). Use duplicate copies of Pa	rt 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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\ \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See Instructions.)	(d) Date received
-			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		 \$	

Schedule B (Form 990, 990-EZ, or 990-PF) (2018) Page 4 Name of organization **Employer identification number** HARBOURTON FOUNDATION 22-2436112 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 column(a) through(e) and the following line entry For organizations completing Part III, enter the total of exclusively religious, chantable, etc., contributions of \$1,000 or lessfor the year (Enter this info once) 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 (a) No. from (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 (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part | (e) Transfer of gift Relationship of transferor to transferee Transferee's name, address, and ZIP + 4

FORM 99	0-PF (GAIN OR (LOSS) F	ROM SALE C	F A	SSETS		STA	TEMENT	1
DESCRIP	(A) FION OF PROPERTY	<i>t</i>			ANNER QUIRED		TE IRED	DATE SC	LE
	ON CAPITAL PARTI	NERS DISTRIBUTIO	ON IN	PUR	CHASED				
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE O SALE	F	(E) DEPRE	c.	GAIN	(F) OR LOSS	
	11,338.	0.		0.		0.		11,33	8.
DESCRIP	(A) TION OF PROPERTY				ANNER QUIRED	DA ACQU	TE IRED	DATE SO	L
SALE OF	HOPEWELL BLOCK	29		DO	NATED	10/2	3/17	06/22/	18
	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE O SALE	F	(E)	c.	GAIN	(F) OR LOSS	ı
	500,000.	657,500.	8,22	3.		0.		-165,72	3.
DESCRIPT	(A) FION OF PROPERTY				ANNER QUIRED	DA ACQU		DATE SO	LD
SALE OF	HOPEWELL BLOCK	51		DOI	NATED	10/2	3/17	09/21/	18
	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE O SALE	F	(E)	c.	GAIN	(F)	;
									_
-	2,000,000.	2,127,000.	20,26	8.		0.		-147,26	8.
- CAPITAL	2,000,000. GAINS DIVIDENDS		20,26	8.	 	0.			0.

FORM 990-PF INTERE	ST ON SAVING	S AND T	EMPOR	ARY CASE	IN	VESTMENTS	SI	ATEMENT	2
SOURCE			(A) EVENUE BOOKS	NET S	' IN	(B) VESTMENT COME	N	(C) ADJUSTED IET INCOME	€
WOODS HOLE YOUNG SCHOLARS			1,31 12,82			1,319. 12,825.		-	
TOTAL TO PART I, LI	NE 3		14,1	14.		14,144.			
FORM 990-PF	DIVIDENDS	AND INT	EREST	FROM SE	CUR	ITIES	SI	ATEMENT	3
SOURCE	GROSS AMOUNT	CAPIT GAIN DIVIDE	is	(A) REVENU PER BOC		(B) NET INVES MENT INCO		(C) ADJUSTE NET INCO	
DIVIDEND INCOME INVESTMENT PARTNERSHIPS INTEREST INCOME	13,836.		0.	13,8	36.	13,83	16.		
INVESTMENT PARTNERSIPS	5,011.		0.	5,0	11.	5,01	1.		
TO PART I, LINE 4	18,847.		0.	18,8	47.	18,84	7.		
FORM 990-PF		OTHER	INCOM	 1E	·	· · · · · · · · · · · · · · · · · · ·	ST	'ATEMENT	4
DESCRIPTION			REV	(A) VENUE BOOKS		(B) ET INVEST- ENT INCOME		(C) ADJUSTED NET INCOM	
ROYALTY INCOME FROM PARTNERSHIPS PFIC INCOME ORIGAMI PFIC INCOME ORIGAMI OTHER PORTFOLIO INCOPARTNERSHIPS MILLENNIUM INTERNATIONAL OAKTREE ENHANCED INCO	NT		11,425 94,494 25,011 472 405,436 119,040	•	11,425 94,494 25,011 472 405,436 119,040	•			
TOTAL TO FORM 990-PI	F, PART I, L	INE 11		655,878	<u>.</u> _	655,878	 :. = =		

FORM 990-PF	ACCOUNTI	NG FEES	S	STATEMENT 5		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
PROFESSIONAL FEES	68,219.	0.		68,219.		
TO FORM 990-PF, PG 1, LN 16B	68,219.	0.		68,219.		
FORM 990-PF	TAX	ES	S	TATEMENT 6		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
EXCISE TAX REAL ESTATE TAX	60,000. 2,220.	0.		0.		
TO FORM 990-PF, PG 1, LN 18	62,220.	0.		0.		
FORM 990-PF	OTHER E	XPENSES	S	ratement 7		
DESCRIPTION G&A EXP INSURANCE EXPENSE COMMUNICATION EXPENSE	(A) EXPENSES PER BOOKS 10,800. 763. 2,278.	(B) NET INVEST- MENT INCOME 540. 38. 114.	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES 10,260. 725. 2,164.		
MEMEBERSHIPS & DUES SUBSRIPTIONS OFFICE EXPENSES BANK CHARGES INVESTMENT EXPENSES FROM	5,315. 4,068. 59,157. 18.	0. 203. 2,958. 0.		5,315. 3,865. 56,199. 18.		
PASS THRU'S FILING FEES OTHER EXPENSE PENALTIES	37,078. 51. 9,104. 2,509.	37,078. 3. 455. 0.		0. 48. 8,649. 0.		
TO FORM 990-PF, PG 1, LN 23	131,141.	41,389.		87,243.		

•			
FORM 990-PF OTHER INCREASES IN	NET ASSETS OR FU	JND BALANCES	STATEMENT 8
DESCRIPTION			AMOUNT
UNREALIZED INCOME (LOSS) ON INVES	TMENTS		1,399,851.
TOTAL TO FORM 990-PF, PART III, L	INE 3		1,399,851.
FORM 990-PF OT	HER INVESTMENTS		STATEMENT 9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHALKSTREAM INVESTMENT FUND	FMV		
(INTERNATIONAL) LTD.(CLASS K-F) COLLAB GROWTH-RF I, LLC GLOBAL ATLANTIC FINANCIAL GROUP	FMV FMV	3,688,823. 1,062,283.	3,688,823. 1,062,283.
ORDINARY SHARES HEALTHCARE ROYALTY PARTNERS	FMV	1,530,000.	1,530,000.
III, L.P. KELP CAPITAL INVESTORS LLC MILLENNIUM INTERNATIONAL LTD	FMV FMV	340,670. 830,911.	340,670. 830,911.
CLASS EE NAPLES INVESTMENTS, LLC OAKTREE ENHANCED INCOME FUND	FMV FMV	8,370,336. -3,601.	8,370,336. -3,601.
(CAYMAN), L.P. ORIGAMI OPPORTUNITIES FUND III	FMV	1,654,655.	1,654,655.
OFFSHORE, L.P. ORIGAMI SECONDARY FUND II LP	FMV	1,270,162. 367,099.	1,270,162. 367,099.
PANTHERYX INC TPG-AXON PARTNERS (OFFSHORE) LTD. SCHONFELD STRATEGIC PARTNERS	FMV FMV FMV	3,199,556. 229,635. 2,685,820.	3,199,556. 229,635. 2,685,820.
TOTAL TO FORM 990-PF, PART II, LI		25,226,349.	
·			
FORM 990-PF	OTHER ASSETS		STATEMENT 10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
NOTE RECEIVABLE FROM YOUNG SCHOLARS INSTITUTE, INC	95,000. 1,200.	95,000.	95,000.
SECURITY DEPOSIT INTEREST REC OTHER ASSETS	5,412. 110.	143,237. 3,582.	143,237. 3,582.
FUND REDEMPTION RECEIVABLE	0.	405,436.	405,436.
TO FORM 990-PF, PART II, LINE 15	101,722.	647,255.	647,255.

FORM 990-PF	EXPLANATION CONCERNING	PART VII-A,	LINE 12	STATEMENT	11
• •	QUALIFYING DISTRIE	BUTION STATEM	ENT		

EXPLANATION

THE FOUNDATION MADE A CONTRIBUTION TO A DONOR ADVISED FUND (DOA) OVER WHICH THE FOUNDATION HAS ADVISORY PRIVILEGES AND TREATED THE CONTRIBUTION AS A QUALIFYING DISTRIBUTION.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12	STATEMENT	12
	SECTION 170(C)(2)(B) STATEMENT		

EXPLANATION

THE FOUNDATION WILL ADVISE THE DOA TO FURTHER ITS CHARITABLE PURPOSES BY MAKING CONTRIBUTIONS SOLELY TO A 501(C) (3) ORGANIZATION ORGANIZED AND OPERATED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES

FORM 990-PF		IST OF OFFICERS, DENT OF THE CONTROL OF THE CONTROL OF THE CONTROL OF THE CONTROL OF THE CONTROL OF THE CONTROL OF THE CONTROL OF THE CONTROL OF THE CONTROL OF THE CONTROL OF THE CONTROL OF THE CONTROL OF THE CONTROL OF T		STAT	EMENT 13
NAME AND ADDRESS		TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES S. REGAN 512 CAPITOLA AVE CAPITOLA, CA 95010)	VICE PRESIDENT	0.	0.	0.
AMY H. REGAN 512 CAPITOLA AVE CAPITOLA, CA 95010)	PRESIDENT & ASS 3.00	ST.SECRETARY 0.	0.	0.
STEVEN B. SMOTRICE 512 CAPITOLA AVE CAPITOLA, CA 95010	_	ASSISTANT TREAS	SURER 0.	0.	0.
JAMES S. REGAN III 512 CAPITOLA AVE CAPITOLA, CA 95010		VP & TREASURER 3.00	0.	0.	0.
CATHERINE H. REGAN 512 CAPITOLA AVE CAPITOLA, CA 95010		VP & SECRETARY 30.00	127,852.	0.	0.

HARBOURTON FOUNDATION		22-2436112		
PATRICK H. REGAN VICE PRESIDENT 512 CAPITOLA AVE 40.00 CAPITOLA, CA 95010	О.	0.	0.	
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII	127,852.	0.	0.	

'Part XV - Contributions Paid

Adelante Mujeres 2030 Main Street, Suite A Forest Grove, OR 97116 501(c)(3) \$15,000.00

Adelante Mujeres provides holistic education and empowerment opportunities to low income Latina women and their families to ensure full participation and active leadership in the community.

Advancing Girls Education in Africa, Inc 921 Pennsylvania Ave, SE Suite # 308 Washington, DC 20003 501(c)(3) \$10,000.00

Their vision is that all girls in Africa will have equal access to secondary education, and that young scholars will be empowered to finish school, leverage their educations into viable opportunities for earned income, and have the tools they need to self-advocate for their own life choices.

Ballet Theatre Foundation, Inc.
890 Broadway
New York, NY 10003
501(c)(3)
\$10,000.00
Bringing art of the very highest quality to its audiences.

BRAVO!

2271 North Frontage Road West, Unit C Vail, CO 81657 501(c)(3) \$45,000.00 Enriching people's lives through the power of music.

Club Dust 145 Old Adobe Rd, Watsonville CA 95076 501(c)(3) \$40,000.00

Provides support to the poor & sick in the United States, Mexico & Somalia. Primarily by providing Housing, Food & Financial Support

'Community Justice Center 310 West State Street, 3rd Floor Trenton, NJ 08618 501(c)(3) \$10,000.00

Is an innovative legal services non-profit based in Trenton, serving low-income/homeless disabled and returning disabled veterans & their families.

Cruz Roja Guatemala (Red Cross Guatemala) 3ra Calle 8-40 01001 Guatemala, Guatemala 501(c)(3) \$7,500.00 Support & provide disaster & emergency aid

D & R Greenway Land Trust, Inc One Preservation Place Princeton, NJ 08540 501(c)(3) \$25,000.00

To preserve & care for land and inspire a conservation ethic, now and forever

Digital NEST Inc 318 Union Street Watsonville, CA 95076 501(c)(3) \$20,000.00

Connects youth to a skill-building community that transforms them into professionals who can create successful careers, innovative solutions, and prosperous communities.

Ecotrust 721 NW 9th Ave, 200 Portland, OR 97209 501(c)(3) \$50,000.00

Innovate, invest, and inspire in ways that create wellbeing for people and the places they live.

Elm Street Mission 117 Elm Street Santa Cruz, CA 95060 501(c)(3) \$1,238.12

Elm Street Mission has been helping the homeless and hurting of Santa Cruz since 1972. They are a church with a focus on working with those who are bound by addictions and/or mental illness.

'Friendly House Inc 1737 NW 26th Avenue Portland, OR 97210 501(c)(3) \$15,000.00

Creates a thriving community by connecting people of all ages and backgrounds through quality educational, recreational and other life-sustaining services.

Growing Gardens 1630 Hawthorn Avenue Boulder, CO 80304 501(c)(3) \$2,500.00

Growing Gardens mission is to enrich the lives of our community through sustainable urban agriculture. Growing Gardens envisions people experiencing a direct and deep connection with plants, the land and each other.

Harbourton Foundation Fidelity Donor Advised Fund Two Destiny Way, WF2F Westlake, TX 76262 501(c)(3) \$1,700,000.00

Donor-advised fund program in the US offering creative giving solutions and specialized services to best fit your charitable giving

Homefront 1880 Princeton Ave. Lawrenceville, NJ 08648-4518 501(c)(3) \$60,000.00

To end homelessness in Central NJ by harnessing the caring, resources and expertise of the community.

International Justice Mission 901 N. Glebe Road, Suite 900 Arlington, VA 22203 501(c)(3) \$270,000.00

Global organization that protects the poor from violence throughout the developing world, focusing on human rights, law and law enforcement.

Isles, Inc.
10 Wood Street

Trenton, NJ 08618 '501(c)(3) \$40,000.00

Supports work that advances social, environmental, and economic fairness.

Learning Ally 20 Roszel Road Princeton, NJ 08540 501(c)(3) \$50,000.00

Learning Ally is a leading nonprofit ed-tech organization that helps transform the lives of struggling learners by delivering educational solutions that help.

Life Lab Science Program DBA "Food, What?!" 1156 High Street Santa Cruz, CA 95064 501(c)(3) \$65,000.00

Food, What?!" is a youth empowerment and food justice organization. At FoodWhat, youth engage in relationships with land, food and each other in ways that are grounded in love and rooted in justice. We provide meaningful space where youth define and cultivate their empowerment, liberation and wellbeing.

Live Earth Farm Discovery Program 172 Litchfield Lane, Watsonville, CA 95076 501(c)(3) \$10,000.00

Live Earth Farm Discovery Program empower youths and families to build and sustain healthy food, farming, social and natural systems.

Metropolitan Family Service 1808 SE Belmont Street #2727 Portland, OR 97214 501(c)(3) \$40,000.00

Metropolitan Family Service helps people move beyond the limitations of poverty, inequity and social isolation.

Michael J Fox Foundation 'Grand Central Station PO Box 4777 New York, NY 10163 501(c)(3) \$5,000.00

Michael J Fox Foundation vision is a world without Parkinson's disease. We act with urgency, focus and determination, and won't stop until a cure is found.

Navy Seal Foundation 1619 D Street Virginia Beach, VA 23455 501(c)(3) \$18,360.00

Provides immediate and ongoing support and assistance to the Naval Special Warfare community and their families.

Nichols School 1250 Amherst Street Buffalo, NY 14216 501(c)(3) \$10,000.00

Nichols is a place where passions are nurtured and intellects are sharpened. Our small, rigorous, classes are led by talented faculty who love what they teach and know their students personally. Endowment income helps support the cost of a Nichols School education for each of our 565 young men and women

Operation Smile 3641 Faculty Boulevard Virginia Beach, VA 23453 501(c)(3) \$180,000.00

Operation Smile is an international medical charity that has provided hundreds of thousands of free surgeries for children and young adults in developing countries who are born with cleft lip, cleft palate or other dental and facial conditions.

Outside the Bowl 1820 Peacock Blvd, Suite H Oceanside, CA 92056 501(c)(3) \$20,000.00

Dedicated to eliminating physical and spiritual starvation in impoverished communities by building Super Kitchens, and working with established community partners to serve hot, nutritious meals to those who need them most.

Pajaro Valley Community Health Trust

`85 Nielson Street

Watsonville, CA 95076

501(c)(3)

\$83,000.00

Pajaro Valley Community Health Trust mission is to improve health and quality of life for all people of the greater Pajaro Valley.

Pie Ranch

2080 Cabrillo Highway

Pescadero, CA 94060

501(c)(3)

\$30,000.00

Pie Ranch cultivates a healthy and just food system from seed to table through food education, farmer training, and regional partnerships

Pioneers-USA

10123 William Carey Dr

Orlando, FL 32832

501(c)(3)

\$18,000.00

Send missionaries to least-reached people by initiating church-planting movements in partnership with local churches

Project Concern International

5151 Murphy Canyon Road, Suite 320

San Diego, CA 92123

501(c)(3)

\$50,000.00

Is a global development organization that drives innovation from the ground up to enhance health, end hunger and overcome hardship.

Roundup River Ranch

8333 Colorado River Rd

Gypsum, CO 81637

501(c)(3)

\$70,000.00

The camp where kids with serious illnesses can truly enjoy the joys of childhood. Always free of charge.

Spoon Foundation '135 SE Main St., Suite 201 Portland, OR 97214 501(c)(3) \$15,000.00

Building a world where children without families and those with disabilities are seen, nourished and given a chance to thrive.

St. Stephen's Episcopal Parish, Diocese of Oregon 1432 SW 13th Avenue Portland, OR 97201 501(c)(3) \$15,000.00

Their mission is lived out in many ways. They are stewards of this beautiful church building, and offer space to a number of thriving ministries – each serving a community in need.

Stony Brook-Millstone Watersheds Association 31 Titus Mill Road Pennington, NJ08534 501(c)(3) \$50,000.00

Keeping water clean, safe and healthy is the heart of our mission. They work to protect and restore our water and natural environment in central New Jersey through conservation, advocacy, science, and education.

Sustainable Northwest 1130 SW Morrison Street, #510 Portland, OR 97205 501(c)(3) \$30,000.00

Sustainable Northwest brings people, ideas, and innovation together so that nature, local economies, and rural communities can thrive. They envision a Northwest where rural communities thrive in harmony with the landscape, resilient local economies provide quality natural resource management jobs that benefit human and natural communities, and the next generation of leaders. Views land stewardship as an integral component of community health

Teen Kitchen Project 2901 Research Park Dr Soquel, CA 95073 501(c)(3) \$50,000.00

Teen Kitchen Project creates healthy communities by bringing young people into the kitchen to learn to cook nourishing food which is delivered free to families.

The New Horizons Foundation Inc 5550 Tech Center Dr, Suite 303 Colorado Springs, CO 80919 501(c)(3) \$17,000.00

The New Horizons Foundation Inc. was established to help individuals, families and groups accomplish their charitable objectives in religious, educational, scientific, benevolent, and health related activities.

Twin Lakes Baptist Church 2701 Cabrillo College Dr Aptos, CA 95003 501(c)(3) \$10,000.00

Twin Lakes Baptist Church is a dynamic church that offers a wide range of ministry opportunities directed toward your family and opportunities to minister to needs in the community.

Urban Gleaners 15 SE 6th Avenue Portland, OR 97214 501(c)(3) \$40,460.00

Is to help alleviate hunger by collecting edible, surplus food that would otherwise be thrown away and redistributed to agencies that feed the poor.

Vail Jazz Foundation 291 Main Street, 2nd Floor Minturn, CO 81645 501(c)(3) \$2,835.00

Is a non-profit organization that seeks to enhance and sustain educational programs, Vail Jazz perpetuates jazz with a focus on young musicians and young audiences.

Vail Symposium, Inc 40780 US Hwy 6 & 24 Suite 203 Avon, CO 81620 501(c)(3) \$5,000.00

Their mission is to provide educational programs for the Vail Valley community that are thought-provoking, diverse and affordable.

Walking Mountains Science Center 318 Walking Mountains Lane Avon, CO 81620 501(c)(3) \$45,000.00

To awaken a sense of wonder and inspire environmental stewardship and sustainability through natural science education.

Woods Hole Research Center 149 Woods Hole Road Falmouth, MA 02540 501(c)(3) \$206,686.00

Is a scientific research organization that studies climate change impacts and solutions.

YouthPower365 PO Box 6550 Avon, CO 501(c)(3) \$10,000.00

Aspire to serve every child by helping raise the academic performance. An educational initiative of the Vail Valley Foundation.

Zenger Farm 11741 SE Foster Road Portland, OR 97266 501(c)(3) \$5,750.00

Is an urban farm that models, promotes and educates about sustainable food systems, environmental stewardship, community development and access to good food for all.