

Form 990-PF

## Return of Private Foundation

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

OMB No 1545-0047

2019

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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.

For calendar year 2019 or tax year beginning

, and ending

Name of foundation

A Employer identification number

HARBOURTON FOUNDATION

22-2436112

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

Room/suite

B Telephone number

5250 S. VIRGINIA ST.

350

[831] 824-2222

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

RENO, NV 89502

C If exemption application is pending, check here ☐

G Check all that apply.

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☒

Address change

☐

Name change

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

I Fair market value of all assets at end of year

J Accounting method.

☐

Cash

☐

Accrual

(from Part II, col. (c), line 16)

☒

Other (specify)

MODIFIED CASH

\$ 26,175,939.

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

## Part I

## Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(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

450,127.

N/A

2 Check ☐ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

61,275.

61,275.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

1,453,219.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

189,788.

189,788.

STATEMENT 2

12 Total Add lines 1 through 11

2,154,409.

1,704,282.

13 Compensation of officers, directors, trustees, etc

133,543.

6,677.

126,866.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 3

44,349.

0.

44,349.

c Other professional fees

17 Interest

56.

0.

56.

18 Taxes

STMT 4

36,624.

0.

0.

19 Depreciation and depletion

20 Occupancy

65,628.

3,282.

62,346.

21 Travel, conferences, and meetings

47,015.

0.

47,015.

22 Printing and publications

23 Other expenses

STMT 5

94,545.

49,200.

45,345.

24 Total operating and administrative expenses Add lines 13 through 23

421,760.

59,159.

325,977.

25 Contributions, gifts, grants paid

3,120,355.

3,120,355.

26 Total expenses and disbursements. Add lines 24 and 25

3,542,115.

59,159.

3,446,332.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-1,387,706.

b Net investment income (if negative, enter -0-)

1,645,123.

c Adjusted net income (if negative, enter -0-)

N/A

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	746,808.	2,038,840.	2,038,840.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 1,640,000.			
Less: accumulated depreciation ▶	1,640,000.	1,640,000.	1,640,000.	
12 Investments - mortgage loans				
13 Investments - other STMT 7	25,226,349.	18,343,460.	18,343,460.	
14 Land, buildings, and equipment; basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 8)	647,255.	4,153,639.	4,153,639.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	28,260,412.	26,175,939.	26,175,939.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	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)	0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/>			
	and complete lines 24, 25, 29, and 30			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	1,042,500.	1,042,500.	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
28 Retained earnings, accumulated income, endowment, or other funds	27,217,912.	25,133,439.		
29 Total net assets or fund balances	28,260,412.	26,175,939.		
30 Total liabilities and net assets/fund balances	28,260,412.	26,175,939.		

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

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	28,260,412.
2 Enter amount from Part I, line 27a	2	-1,387,706.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	26,872,706.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	696,767.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	26,175,939.

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

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a HEALTHCARE ROYALTY PARTNERS</b>	P	01/01/01	12/31/19
<b>b KELP CAPITAL INVESTORS</b>	P	01/01/01	12/31/19
<b>c CHALKSTREAM LIQUIDATION</b>	P	03/30/04	07/19/19
<b>d 6789 GH SHARES GUARDANT HEALTH SHARES</b>	D	12/16/14	04/01/19
<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>			-84.
<b>b</b>			7.
<b>c</b>			1,070,866.
<b>d</b>			382,430.
<b>e</b>			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			-84.
<b>b</b>			7.
<b>c</b>			1,070,866.
<b>d</b>			382,430.
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	1,453,219.
<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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	3,815,183.	27,900,440.	.136743
2017	1,801,717.	25,146,794.	.071648
2016	1,311,377.	24,207,175.	.054173
2015	2,316,760.	25,750,471.	.089970
2014	2,454,324.	25,877,105.	.094845

<b>2</b> Total of line 1, column (d)	2	.447379
<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	.089476
<b>4</b> Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	27,586,280.
<b>5</b> Multiply line 4 by line 3	5	2,468,310.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	16,451.
<b>7</b> Add lines 5 and 6	7	2,484,761.
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	3,446,332.

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.

3

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	16,451.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	16,451.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	16,451.
6 Credits/Payments:			
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	54,574.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	54,574.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	38,123.	
11 Enter the amount of line 10 to be: Credited to 2020 estimated tax <input checked="" type="checkbox"/> 38,123. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

- 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?

	Yes	No
11		X
12		X
13	X	

Website address **N/A**

- 14 The books are in care of **JAMES S. REGAN III** Telephone no. **[ 831 ] 824-2222**  
 Located at **5250 S. VIRGINIA ST SUITE 350, RENO, NV** ZIP+4 **89502**

- 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** **N/A**

- 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?

	Yes	No
16		X

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

- 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.)

☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No

- b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions  
 Organizations relying on a current notice regarding disaster assistance, check here

**N/A**☐

- 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 (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019?

☐ Yes ☒ No

If "Yes," list the years

- b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)

**N/A**

- 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?

☒ Yes ☐ No

- b If "Yes," did it have excess business holdings in 2019 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)

- 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?

	Yes	No
1b		
1c		X
2b		
3b		X
4a		X
4b		X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

Organizations relying on a current notice regarding disaster assistance, check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **SEE STATEMENT 10**☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?☐ Yes ☒ No

N/A

**8** Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		133,543.	0.	0.

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

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

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

0

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**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

## Expenses

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

59343.22

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	0.
b Average of monthly cash balances	1b	2,069,504.
c Fair market value of all other assets	1c	25,936,872.
d Total (add lines 1a, b, and c)	1d	28,006,376.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	28,006,376.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	420,096.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,586,280.
6 Minimum investment return. Enter 5% of line 5	6	1,379,314.

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

1 Minimum investment return from Part X, line 6	1	1,379,314.
2a Tax on investment income for 2019 from Part VI, line 5	2a	16,451.
b Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	16,451.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,362,863.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,362,863.
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, line 1	7	1,362,863.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,446,332.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	3,446,332.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	16,451.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,429,881.

**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.

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

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,362,863.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018	1,247,856.			
f Total of lines 3a through e	1,247,856.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ 3,446,332.				
a Applied to 2018, 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.			
d Applied to 2019 distributable amount				1,362,863.
e Remaining amount distributed out of corpus	2,083,469.			
5 Excess distributions carryover applied to 2019 (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:	3,331,325.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				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)	450,127.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2020 Subtract lines 7 and 8 from line 6a	2,881,198.			
10 Analysis of line 9:				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018	797,729.			
e Excess from 2019	2,083,469.			

N/A

- ▶

☐ 4942(1)(3) or ☒ 4942(1)(5)

- [illegible]

**1 Information Regarding Foundation Managers:**

- SEE STATEMENT 11

- NONE

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.

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year				
SEE ATTACHED STATEMENT				
<b>Total</b>			<b>3a</b>	<b>0.</b>
<b>b</b> Approved for future payment				
NONE				
<b>Total</b>			<b>3b</b>	<b>0.</b>

Form **990-PF** (2019)





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

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2019**

Name of the organization

**HARBOURTON FOUNDATION**

Employer identification number

**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 foundation☐ 527 political organization

Form 990-PF

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

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

**Special Rules**

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

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

Name of organization

Employer identification number

**HARBOURTON FOUNDATION****22-2436112****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>JAMES AND AMY REGAN</u> <u>141 E MEADOW DR 1000 PH-H WEST</u> <u>VAIL, CO 81657</u>	\$ <u>450,127.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Employer identification number

22-2436112

## Part II

823453 11-08-18 Schedule B (Form 990, 990-EZ, or 990-PF) (2019)



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 columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this 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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME INVESTMENT PARTNERSHIPS	19,493.	0.	19,493.	19,493.	
INTEREST INCOME INVESTMENT PARTNERSHIPS	25,276.	0.	25,276.	25,276.	
MERRILL LYNCH	16,506.	0.	16,506.	16,506.	
TO PART I, LINE 4	61,275.	0.	61,275.	61,275.	

FORM 990-PF		OTHER INCOME		STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
ROYALTY INCOME FROM INVESTMENT PARTNERSHIPS	22,613.	22,613.		
PFIC INCOME ORIGAMI III	63,727.	63,727.		
OTHER PORTFOLIO INCOME INVESTMENT PARTNERSHIPS	3,531.	3,531.		
OAKTREE ENHANCED INCOME FUND	143,586.	143,586.		
OTHER INVESTMENT INCOME FROM KELP CAPITAL INVESTORS	-43,669.	-43,669.		
TOTAL TO FORM 990-PF, PART I, LINE 11	189,788.	189,788.		

FORM 990-PF		ACCOUNTING FEES		STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	44,349.	0.		44,349.
TO FORM 990-PF, PG 1, LN 16B	44,349.	0.		44,349.

## FORM 990-PF

## TAXES

## STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	35,000.	0.		0.
REAL ESTATE TAX	1,624.	0.		0.
TO FORM 990-PF, PG 1, LN 18	36,624.	0.		0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE EXPENSE	758.	38.		720.
COMMUNICATION EXPENSE	2,468.	123.		2,345.
MEMBERSHIPS & DUES	289.	0.		289.
SUBSCRIPTIONS	15,195.	760.		14,435.
OFFICE EXPENSES	3,439.	172.		3,267.
BANK CHARGES	65.	0.		65.
INVESTMENT EXPENSES FROM PASS THRU'S	46,832.	46,832.		0.
OTHER EXPENSE	25,499.	1,275.		24,224.
TO FORM 990-PF, PG 1, LN 23	94,545.	49,200.		45,345.

## FORM 990-PF

## OTHER DECREASES IN NET ASSETS OR FUND BALANCES

## STATEMENT 6

DESCRIPTION	AMOUNT
UNREALIZED INCOME (LOSS) ON INVESTMENTS	696,767.
TOTAL TO FORM 990-PF, PART III, LINE 5	696,767.

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COLLAB GROWTH-RF I, LLC	FMV	1,058,877.	1,058,877.
GLOBAL ATLANTIC FINANCIAL GROUP ORDINARY SHARES	FMV	1,700,648.	1,700,648.
HEALTHCARE ROYALTY PARTNERS III, L.P.	FMV	464,499.	464,499.
KELP CAPITAL INVESTORS LLC	FMV	798,774.	798,774.
MILLENNIUM INTERNATIONAL LTD. - CLASS EE	FMV	8,215,011.	8,215,011.
NAPLES INVESTMENTS, LLC	FMV	-4,073.	-4,073.
OAKTREE ENHANCED INCOME FUND (CAYMAN), L.P.	FMV	88,225.	88,225.
ORIGAMI OPPORTUNITIES FUND III OFFSHORE, L.P.	FMV	1,126,892.	1,126,892.
ORIGAMI SECONDARY FUND II LP	FMV	321,112.	321,112.
PANTHERYX INC	FMV	2,301,869.	2,301,869.
TPG-AXON PARTNERS (OFFSHORE) LTD.	FMV	221,626.	221,626.
EIGHT POINT FOUR LTD	FMV	2,000,000.	2,000,000.
SHOONYA DIGITAL SERIES SEED PFD	FMV	50,000.	50,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		18,343,460.	18,343,460.

## FORM 990-PF

## OTHER ASSETS

## STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
NOTE RECEIVABLE FROM YOUNG SCHOLARS INSTITUTE, INC	95,000.	0.	0.
INTEREST REC	143,237.	0.	0.
OTHER ASSETS	3,582.	3,582.	3,582.
FUND REDEMPTION RECEIVABLE	405,436.	4,150,057.	4,150,057.
TO FORM 990-PF, PART II, LINE 15	647,255.	4,153,639.	4,153,639.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES S. REGAN 5250 S. VIRGINIA ST. RENO, NV 89502	VICE PRESIDENT 3.00	0.	0.	0.
AMY H. REGAN 5250 S. VIRGINIA ST. RENO, NV 89502	PRESIDENT & ASST.SECRETARY 3.00	0.	0.	0.
STEVEN B. SMOTRICH 5250 S. VIRGINIA ST. RENO, NV 89502	ASSISTANT TREASURER 1.00	0.	0.	0.
JAMES S. REGAN III 5250 S. VIRGINIA ST. RENO, NV 89502	VP & TREASURER 3.00	0.	0.	0.
CATHERINE H. REGAN LAWLISS 5250 S. VIRGINIA ST. RENO, NV 89502	VP & SECRETARY 30.00	133,543.	0.	0.
PATRICK H. REGAN 5250 S. VIRGINIA ST. RENO, NV 89502	VICE PRESIDENT 40.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		133,543.	0.	0.

**FORM 990-PF**  
**Part VII-B, Line 5a(4)**Statement 10

During its taxable year ending December 31, 2019 ("Harbourton Foundation's 2019 Tax Year"), Harbourton Foundation made a contribution of \$500,000 to Piper Sutton Foundation, Inc. ("Piper Sutton"), a private non-operating foundation. Harbourton Foundation has discharged its obligations under section 4945 of the Internal Revenue Code (the "Code") with respect to this grant as follows:

- Harbourton Foundation conducted a pre-grant inquiry into Piper Sutton sufficient to assure Harbourton Foundation that Piper Sutton would use such grant for the proper purposes;
- Harbourton Foundation entered into a grant agreement with Piper Sutton meeting the requirements of Treasury Regulations section 53.4945-5(b)(3);
- Harbourton Foundation required annual reports from Piper Sutton meeting the requirements of Treasury Regulations section 53.4945-5(c) for each of Piper Sutton's taxable years starting in the year in which the grant was made and ending in the year in which Piper Sutton has fully expended the grant; and
- In accordance with Treasury Regulations section 53.4945-5(d), Harbourton Foundation is hereby providing the below report.

**Report in Accordance with Treasury Regulations Section 53.4945-5(d)**

<u>Name of grantee:</u>	Piper Sutton Foundation, Inc.
<u>Address of grantee:</u>	5250 S. Virginia St, Suite 350 Reno, Nevada 89502
<u>Date of grant:</u>	April 29, 2019
<u>Amount of grant:</u>	\$500,000
<u>Purpose of grant:</u>	Pursuant to a grant agreement between Harbourton Foundation and Piper Sutton dated April 29, 2019, Piper Sutton is required to use the grant funds to further its exempt purpose of making grants to other Code section 501(c)(3) organizations for religious, charitable, scientific, literary, and educational purposes.
<u>Amounts expended by grantee based on most recent report received from grantee:</u>	Piper Sutton's annual report received during Harbourton Foundation's 2019 Tax Year stated that Piper Sutton had not yet expended any of the grant funds and would continue to render annual reports to Harbourton Foundation for as long as any portion of the grant remains outstanding.

**Harbourton Foundation**

**22-2436112**

Whether grantee has  
diverted any portion of  
the funds (to the  
knowledge of grantor):

To the best of Harbourton Foundation's knowledge, Piper Sutton has not diverted any portion of the funds.

Dates of reports  
received from grantee:

During Harbourton Foundation's 2019 Tax Year, Piper Sutton made one annual report, which was dated April 30, 2019. This was the first required annual report, covering the year in which the grant was made.

Date and results of any  
verification of the  
grantee's reports (if  
required):

Harbourton Foundation has not conducted any independent verification of Piper Sutton's report because it has no reason to doubt the accuracy or reliability of Piper Sutton's report.

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 11

## NAME OF MANAGER

JAMES S. REGAN  
AMY H. REGAN



**HARBOURTON FOUNDATION**  
**E.I.N. 22-2436112**  
**Form 990 PF, F/Y/E 12/31/19**

Part XV – Contributions Paid

American 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)  
\$40,000  
Enriching people's lives through the power of music.

Ceres Community Project  
7351 Bodega Avenue  
Sebastopol, CA 95472  
501(c)(3)  
\$15,000  
To create better health for people, communities and the planet through love, healing food and empowering the next generation.

Club Dust  
145 Old Adobe Rd, Watsonville  
CA 95076  
501(c)(3)  
37,500  
Provides support to the poor & sick in the United States, Mexico & Somalia. Primarily by providing Housing, Food & Financial Support

Columbia Land Trust  
850 Officers' Row  
Vancouver, WA 98661  
501(c)(3)  
\$20,000  
Columbia Land Trust conserves and cares for the Northwest places you love—the places that provide all of us well-being and an unrivaled quality of life.

**HARBOURTON FOUNDATION**

**E.I.N. 22-2436112**

**Form 990 PF, F/Y/E 12/31/19**

D & R Greenway Land Trust, Inc

One Preservation Place

Princeton, NJ 08540

501(c)(3)

\$50,000

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

Dartmouth College Fund

Co/ Gift Recording Office

HB 6066 Development Office

Hanover, NH 03755-3555

501(c)(3)

\$60,000

Dartmouth College educates the most promising students and prepares them for a lifetime of learning and of responsible leadership, through a faculty dedicated to teaching and the creation of knowledge.

Ecotrust

721 NW 9<sup>th</sup> Ave, 200

Portland, OR 97209

501(c)(3)

\$1,750

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

El Pajaro Community Development Corporation

23 E. Beach St. #209

Watsonville, CA 95076

501(c)(3)

\$15,000

To promote equal access to economic opportunity

Elm Street Mission

117 Elm Street

Santa Cruz, CA 95060-4420

501(c)(3)

\$1,472.67

To proclaim the good news of salvation from sin through Jesus Christ, our Lord and Savior!

**HARBOURTON FOUNDATION**

**E.I.N. 22-2436112**

**Form 990 PF, F/Y/E 12/31/19**

Food Alliance  
PO Box 86457  
Portland, OR 97286  
501(c)(3)  
\$10,000

Food Alliance works at the juncture of science, business and values to define and promote sustainability in agriculture and the food industry, and to ensure safe and fair working conditions, humane treatment of animals, and careful stewardship of ecosystems.

Food Roots  
113 Main Ave  
PO Box 1275  
Tillamook, OR 97141  
501(c)(3)  
\$20,000

Our mission is to grow a robust and equitable food system in Tillamook County through community engagement, education, food producer support, and improved access to local food.

Friends of Zenger Farm  
11741 SE Foster Road  
Portland, OR 97266  
501(c)(3)  
\$62,500

At Zenger Farm, we believe everyone deserves access to good, healthy food. We are a working urban farm that models, promotes and educates about sustainable food systems, environmental stewardship, community development and access to good food for all.

Friendly House Inc  
1737 NW 26<sup>th</sup> Avenue  
Portland, OR 97210  
501(c)(3)  
\$10,000.00

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

Global Student Embassy  
PO Box 4456  
Berkeley, CA 94704  
501(c)(3)  
\$125,000

Developing community leaders through action oriented environmental education.

**HARBOURTON FOUNDATION**

**E.I.N. 22-2436112**

**Form 990 PF, F/Y/E 12/31/19**

Grace of Calvary Ministries  
1250 Barrett Lake Rd., SPC D13  
Dulzara, CA 91917

501(c)(3)

\$9,165

To endeavor to strengthen families and communities in Tijuana by ministering to their basic needs with a focus on the most vulnerable children and youth in east Tijuana, Mexico. We provide free lunches, school uniforms, school supplies, tutoring and more.

Growing Gardens  
1630 Hawthorn Avenue  
Boulder, CO 80304

501(c)(3)

\$5,000

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.

Guardian Scholars  
56 Edwards Village Blvd., Ste 209  
Edwards, CO 81632

501(c)(3)

\$10,000

Guardian Scholars is a cooperative family comprised of deserving student scholars, committed educational institutions, and generous donors working collaboratively to realize a better life for each Scholar. Through achieving Scholars' dreams of a college education and successful employment in a complex market, together we are creating a world of hope for the future.

Hacienda Community Development Corporation  
6700 NE Killingsworth Street  
Portland, OR 97218

501(c)(3)

\$50,000

Hacienda CDC is a Latino Community Development Corporation that strengthens families by providing affordable housing, homeownership support, economic advancement and educational opportunities.

Hatch Innovation Inc  
2420 NE Sandy Blvd  
Portland, OR 97232

501(c)(3)

\$5,000

Enable people to build enterprises that improve communities.

**HARBOURTON FOUNDATION**

**E.I.N. 22-2436112**

**Form 990 PF, F/Y/E 12/31/19**

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.

Institute for Justice

901 N. Glebe Road, Suite 900

Arlington, VA 22203

501(c)(3)

\$25,000

IJ litigates to limit the size and scope of government power and to ensure that all Americans have the right to control their own destinies as free and responsible members of society.

International Justice Mission

901 N. Glebe Road, Suite 900

Arlington, VA 22203

501(c)(3)

\$200,000.00

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)

\$90,000.00

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

Jacob's Heart Children's Cancer Support Services

680 West Beach Street

Watsonville, CA 95076

501(c)(3)

\$30,000

Jacob's Heart exists to improve the quality of life for children living with cancer by supporting their families in the challenges they face.

Janus Youth Programs

738 NE Davis Street

Portland, OR 97232

501(c)(3)

\$25,000

Village Gardens brings a spirit of hope to the people by growing and sharing food, learning and teaching skills, and empowering community leadership.

**HARBOURTON FOUNDATION**

**E.I.N. 22-2436112**

**Form 990 PF, F/Y/E 12/31/19**

**KIDS-HEAL**

25 NW 23rd Place  
Suite 6 PMB 223  
Portland, OR 97210  
501(c)(3)  
\$20,000

KIDS-HEAL is a statewide, school-based, student-driven, parent-run, after-school arts+healthcare learning laboratory.

Its mission is to improve the creative and physical health of children and their families across the state of Oregon and Southwest Washington.

We partner children living with long-term healthcare issues with local working artists, athletes and cooks who deliver interactive arts and healthcare programming directly into schools.

Learning Ally  
20 Roszel Road  
Princeton, NJ 08540  
501(c)(3)  
\$100,000.00

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

Mary's Meals  
75 Orchard Street  
Bloomfield, NJ 07003  
501(c)(3)  
\$22,000

Our vision is that every child receives one daily meal in their place of education and that all those who have more than they need, share with those who lack even the most basic things.

Mercy Corps  
PO Box 80020  
Prescott, AZ 86304-9801  
501(c)(3)  
\$10,000

to alleviate suffering, poverty and oppression by helping people build secure, productive and just communities.

**HARBOURTON FOUNDATION**

**E.I.N. 22-2436112**

**Form 990 PF, F/Y/E 12/31/19**

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.

Natural Resource Defense Council

40 West 20<sup>th</sup> Street, 11<sup>th</sup> Floor

New York, NY 10011

501(c)(3)

\$100,000

NRDC works to safeguard the earth—its people, its plants and animals, and the natural systems on which all life depends.

Navy SEAL Foundation

1619 D Street

Virginia Beach, VA 23459

501(c)(3)

\$20,000

The Navy SEAL Foundation provides immediate and ongoing support and assistance to the Naval Special Warfare community and its families.

Nest Foundation

137 N Larchmont Blvd, No. 427

Los Angeles, CA 90004

501(c)(3)

\$40,000

Nest's mission is to prevent the sexual exploitation and trafficking of children by educating and empowering young people and their caregivers, schools, and communities.

Nichols School

1250 Amherst Street

Buffalo, NY 14216

501(c)(3)

\$219,000.00

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

**HARBOURTON FOUNDATION**

**E.I.N. 22-2436112**

**Form 990 PF, F/Y/E 12/31/19**

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.

Oregon Environmental Council  
222 NW Davis #309  
Portland, OR 97209  
501(c)(3)  
\$25,000

OEC's mission is to advance innovative, collaborative solutions to Oregon's environmental challenges for today and future generations

Oregon Food Bank  
7900 NE 33<sup>rd</sup> Drive  
Portland, OR 97211  
501(c)(3)  
\$50,000

The mission of Oregon Food Bank is to eliminate hunger and its root causes.

Outside the Bowl  
1820 Peacock Blvd, Suite H  
Oceanside, CA 92056  
501(c)(3)  
\$35,000.00

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)  
\$33,000.00

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



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People & Stories

295 Eggerts Crossing Road

Lawrenceville, NJ 08648

501(c)(3)

\$2,500

People & Stories / Gente y Cuentos is dedicated to opening doors to literature for new audiences. Through oral readings and rigorous discussions of enduring short stories, we invite underserved participants to fresh understandings of themselves, of others, and of the world.

Pie Ranch

PO Box 363

Pescadero, CA 94060

501(c)(3)

\$6,000

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

Pioneers

10123 William Carey Dr

Orlando, FL 32832

501(c)(3)

\$20,000.00

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

Piper Sutton Foundation, Inc.

5250 S Virginia Street, Suite 350

Reno, NV 89502-6054

Private Non-Operating Foundation

\$500,000

making grants to other Internal Revenue Code section 501(c)(3) organizations for religious, charitable, scientific, literary, and educational purposes

Princeton Area Community Foundation, Inc

15 Princess Rd

Lawrenceville, NJ 08648

501(c)(3)

\$15,000

We promote giving as a shared community value. This is the fundamental value that connects us and helps us grow. We believe in sharing resources—money, ideas, talents, time—and we encourage generosity in ourselves and others

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Rogue Farm Corps  
PO Box 533  
Ashland, OR 97520  
501(c)(3)  
\$30,000

Rogue Farm Corps trains the next generation of farmers and ranchers through hands-on educational programs. We work to support our agricultural economy and serve as a model for other communities.

Roundup River Ranch  
8333 Colorado River Rd  
Gypsum, CO 81637  
501(c)(3)  
\$60,000.00

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

Save the Redwoods League  
111 Sutter Street, 11<sup>th</sup> Floor  
San Francisco, CA 94104  
501(c)(3)  
\$5,000

The mission of Save the Redwoods League is to protect and restore redwood forests and connect people with their peace and beauty so these wonders of the natural world flourish.

Spoon Foundation  
135 SE Main St., Suite 201  
Portland, OR 97214  
501(c)(3)  
\$10,000.00

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

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**Form 990 PF, F/Y/E 12/31/19**

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.

St. Stephen's Episcopal Parish (Clay Street Table)

1432 SW 13<sup>th</sup> Avenue

Portland, OR 97201

501(c)(3)

\$20,000

Clay Street Table is a meals and food pantry program in Portland providing 150,000 meals annually to those experiencing hunger and homelessness, located throughout the metro area. Our mission is to feed people who are hungry in body, mind & spirit.

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 Manav Foundation

14109 SW Alesca Lane

Sherwood, OR 97140

501(c)(3)

\$15,000

Cultivate

locally adapted culture and economy

The New Horizons Foundation

5550 Tech Center Dr., Ste 303

Colorado Springs, CO 80919

501(c)(3)

\$27,000

Develop and resource local women, men, and youth who are selflessly serving children in extreme poverty and extreme hardship in their own countries and communities.

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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  
PO Box 6344  
Portland, OR 97228

501(c)(3)

\$230.00

Our mission is to collect delicious fresh food before it can go to waste and get it to food-insecure children and families. Pure and simple.

Vail Health  
PO Box 40,000  
Vail, CO 81658

501(c)(3)

\$50,000

Vail Valley Medical Center will provide superior health services with compassion and exceptional outcomes.

Walking Mountains Science Center  
318 Walking Mountains Lane  
Avon, CO 81620

501(c)(3)

\$40,000.00

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

Woodwell Climate Research Center  
149 Woods Hole Road  
Falmouth, MA 02540

501(c)(3)

\$200,000

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

**HARBOURTON FOUNDATION**

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Young Scholars Institute

349 West State Street

Trenton, NJ 08618

501(c)(3)

\$113,237.07

Young Scholars' Institute (YSI) is a year-round non-profit learning center that provides educational, cultural, and recreational activities for students in pre-school through 12. The YSI mission is to strengthen academic skills and overall development

YouthPower365

PO Box 6550

Avon, CO

501(c)(3)

\$15,000.00

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

FORM 990-PF

ATTACHMENT \_\_\_\_

Part XIII, Line 7, column (a)

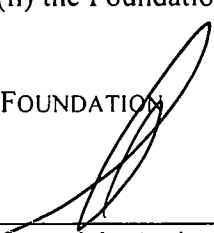
**Election to be treated as a “conduit foundation” under Internal Revenue Code section 170(b)(1)(F)(ii) and Treasury Regulations section 1.170A-9(h)(1);  
Election to treat as current distributions out of corpus amounts distributed in prior taxable years under Treasury Regulations Section 53.4942(a)-3(c)(2)(iv)**

In order to satisfy the distribution requirements and qualify as a “conduit foundation” within the meaning of section 170(b)(1)(F)(ii) of the Internal Revenue Code (the “Code”) and section 1.170A-9(h)(1) of the Treasury Regulations for its taxable year ending December 31, 2019 (the “2019 Tax Year”), Harbourton Foundation (the “Foundation”) hereby declares as follows:

1. In accordance with Treasury Regulations section 53.4942(a)-3(c)(2)(iv), the Foundation hereby elects to treat as current distributions out of corpus \$450,127 of its excess qualifying distribution carryovers from its taxable year ending December 31, 2018 (the “Prior Year’s Excess Distributions”), as listed on line 3e of the Foundation’s Form 990-PF for the 2019 Tax Year (the “2019 Form 990-PF”). The Prior Year’s Excess Distributions (i) were treated under Treasury Regulations section 53.4942(a)-3(d)(1)(iii) as distributions out of corpus on the Foundation’s Form 990-PF for such year, (ii) have not been availed of by the Foundation for any other purpose, (iii) occurred within the preceding 5 years of the Foundation’s 2019 Tax Year, and (iv) will not later be availed of by the Foundation for any other purpose.

2. For the 2019 Tax Year, the Foundation qualifies as, and hereby elects to be treated as, a “conduit foundation” within the meaning of Code section 170(b)(1)(F)(ii) and Treasury Regulations section 1.170A-9(h)(1), because (i) by electing to treat as current distributions out of corpus the Prior Year’s Excess Distributions, which were treated as distributions out of corpus in accordance with Code section 4942(h) on the Foundation’s Form 990-PF for such prior year, the Foundation has made qualifying distributions within the meaning of Internal Revenue Code section 4942(g) (without regard to paragraph (3) thereof) within two months and fifteen days of its year end which were equal to 100% of the contributions received by the Foundation during the 2019 Tax Year (as listed in Part I, line 1), and (ii) the Foundation had no remaining undistributed income as of December 31, 2019.

HARBOURTON FOUNDATION

By:   
Steven B. Smotrich, Assistant Treasurer