

CFE 996

EXTENDED TO NOVEMBER 15, 2019

Return of Private Foundation

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

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

OMB No 1545-0052

2018

Open to Public Inspection

Form 990-PF

Department of the Treasury Internal Revenue Service

For calendar year 2018 or tax year beginning , and ending

Name of foundation: KING PHILANTHROPIES, INC.
Employer identification number: 47-3706995
Address: 1010 EL CAMINO REAL, NO. 250, MENLO PARK, CA 94025
Fair market value of all assets at end of year: \$ 43,733,968
Accounting method: Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	966,388.	1,502,968.	1,502,968.
	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	198,742.	130,932.	130,932.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	2,342,100.	1,586,000.	1,586,000.
	c Investments - corporate bonds STMT 11	4,235,658.	4,072,866.	4,072,866.
	11 Investments - land, buildings, and equipment basis ▶	97,995.		
Less accumulated depreciation ▶	97,640.	4,082.	355.	
12 Investments - mortgage loans				
13 Investments - other STMT 12	40,411,255.	36,413,917.	36,413,917.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 13)	119,541.	26,930.	26,930.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	48,277,766.	43,733,968.	43,733,968.	
Liabilities	17 Accounts payable and accrued expenses	75,135.	72,417.	
	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 ▶ STATEMENT 14)	85,972.	169,452.	
23 Total liabilities (add lines 17 through 22)	161,107.	241,869.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted and complete lines 24 through 26, and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	45,392,937.	45,392,937.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,723,722.	-1,900,838.	
30 Total net assets or fund balances	48,116,659.	43,492,099.		
31 Total liabilities and net assets/fund balances	48,277,766.	43,733,968.		

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 30 (must agree with end-of-year figure reported on prior year's return)	1	48,116,659.
2 Enter amount from Part I, line 27a	2	-1,198,705.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	46,917,954.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	3,425,855.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	43,492,099.

Part IV Capital Gains and Losses for Tax on Investment Income			
(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a FROM K-1: LEGACY VENTURE VI (QP), LLC	P		
b FROM K-1: LEGACY VENTURE IV, LLC	P		
c FROM K-1: NORWOOD PARTNERS, L.P.	P		
d FROM K-1: REAL ESTATE PARTNERS FOF II	P		
e FROM K-1: LEGACY VENTURE VI (QP), LLC	P		
f FROM K-1: LEGACY VENTURE IV, LLC	P		
g FROM K-1: LEGACY VENTURE IV, LLC (SEC. 1231)	P		
h FROM K-1: NORWOOD PARTNERS, L.P.	P		
i FROM K-1: REAL ESTATE PARTNERS FOF II	P		
j FROM K-1: REAL ESTATE PARTNERS FOF II (SEC. 1231)	P		
k FROM PFIC: TRG GROWTH PARTNERSHIP	P		
l FROM STEPSTONE MASTERS IV OFFSHORE - DISTRIBUTION	P		
m PUBLICLY TRADED SECURITIES	P		
n PUBLICLY TRADED SECURITIES	P		
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 92,608.			92,608.
b 1,478.			1,478.
c		155,602.	-155,602.
d		53.	-53.
e 585,505.			585,505.
f 264,170.			264,170.
g		34.	-34.
h 404,135.			404,135.
i 13,315.			13,315.
j 3,253.			3,253.
k 42,322.			42,322.
l 76,958.			76,958.
m 5,810,810.		6,255,761.	-444,951.
n 4,776,163.		4,318,785.	457,378.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			92,608.
b			1,478.
c			-155,602.
d			-53.
e			585,505.
f			264,170.
g			-34.
h			404,135.
i			13,315.
j			3,253.
k			42,322.
l			76,958.
m			-444,951.
n			457,378.
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,340,482.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

**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.)
1a			
b <b>SEE ATTACHED STATEMENTS</b>			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e <b>12,070,717.</b>		<b>10,730,235.</b>	<b>1,340,482.</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))
a			
b			
c			
d			
e			<b>1,340,482.</b>

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	<b>1,340,482.</b>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	<b>N/A</b>

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation 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))
2017	<b>3,934,287.</b>	<b>37,390,713.</b>	<b>.105221</b>
2016	<b>3,553,544.</b>	<b>44,074,312.</b>	<b>.080626</b>
2015	<b>4,740,833.</b>	<b>44,093,841.</b>	<b>.107517</b>
2014	<b>4,375,411.</b>	<b>39,153,514.</b>	<b>.111750</b>
2013	<b>4,504,134.</b>	<b>31,619,031.</b>	<b>.142450</b>

2 Total of line 1, column (d)	2	<b>.547564</b>
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	<b>.109513</b>
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	<b>46,692,886.</b>
5 Multiply line 4 by line 3	5	<b>5,113,478.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>16,020.</b>
7 Add lines 5 and 6	7	<b>5,129,498.</b>
8 Enter qualifying distributions from Part XII, line 4 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.	8	<b>2,771,007.</b>

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	32,039.
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	32,039.
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	32,039.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	67,462.
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	67,462.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	35,423.
11	Enter the amount of line 10 to be Credited to 2019 estimated tax <input type="checkbox"/> 35,423.   Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.KING PHILANTHROPIES.ORG	X	
14 The books are in care of ► EDWARD DIENER Telephone no. ► (650) 600-5392 Located at ► 1010 EL CAMINO REAL, NO. 250, MENLO PARK, CA ZIP+4 ► 94025		
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 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly) <ul style="list-style-type: none"> <li>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</li> <li>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</li> <li>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</li> <li>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</li> <li>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</li> <li>(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</li> </ul>		
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		X
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 2018?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) <ul style="list-style-type: none"> <li>a 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►</li> <li>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</li> <li>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►</li> </ul>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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.) N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		X

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

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

**1** List all officers, directors, trustees, and foundation managers and their compensation.

(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 15		479,038.	50,664.	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
ROSANN LOPEZ - 1010 EL CAMINO REAL, SUITE 250, MENLO PARK, CA 94205	OFFICE MANAGER & EA 40.00	110,480.	32,286.	0.
BEVERLY WATSON - 1010 EL CAMINO REAL, SUITE 250, MENLO PARK, CA	DIRECTOR, KING SCHOLARS 40.00	96,957.	17,398.	0.
CINDY CHEN - 1010 EL CAMINO REAL, SUITE 250, MENLO PARK, CA 94205	DIRECTOR, KING ESSENTIALS 40.00	64,938.	22,147.	0.
SAMRA F ADENI - 1010 EL CAMINO REAL, SUITE 250, MENLO PARK, CA 94205	COMMUNICATIONS MANAGER 40.00	55,677.	14,243.	0.
DEVIN BRUCKNER - 1010 EL CAMINO REAL, SUITE 250, MENLO PARK, CA	DIRECTOR OF RESEARCH & SPECIAL PROJ 40.00	60,624.	3,676.	0.
Total number of other employees paid over \$50,000				7

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
DIANE SENA PO BOX 222334, CARMEL, CA 94922	CONSULTING	63,000.
ANDERSEN TAX - 100 1ST STREET, SUITE 1600, SAN FRANCISCO, CA 94105	TAX PREPARATION SERVICES	61,500.
SUNNY RYAN 1723 CHURCH STREET, SAN FRANCISCO, CA 94131	CONSULTING	60,858.

Total number of others receiving over \$50,000 for professional services ▶ **3**

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

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ **0.**



**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	97,588.
b	Average of monthly cash balances	1b	1,080,759.
c	Fair market value of all other assets	1c	46,225,598.
d	Total (add lines 1a, b, and c)	1d	47,403,945.
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	47,403,945.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	711,059.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,692,886.
6	Minimum investment return. Enter 5% of line 5	6	2,334,644.

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

1	Minimum investment return from Part X, line 6	1	2,334,644.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	32,039.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	287.
c	Add lines 2a and 2b	2c	32,326.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,302,318.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,302,318.
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	2,302,318.

**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	2,771,007.
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	2,771,007.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,771,007.

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

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

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				2,302,318.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	3,101,664.			
b From 2014	2,575,489.			
c From 2015	2,666,891.			
d From 2016	722,144.			
e From 2017	1,120,076.			
f Total of lines 3a through e	10,186,264.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 2,771,007.				
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.			
d Applied to 2018 distributable amount				2,302,318.
e Remaining amount distributed out of corpus	468,689.			
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:	10,654,953.			
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 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				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	3,101,664.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 8a	7,553,289.			
10 Analysis of line 9:				
a Excess from 2014	2,575,489.			
b Excess from 2015	2,666,891.			
c Excess from 2016	722,144.			
d Excess from 2017	1,120,076.			
e Excess from 2018	468,689.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling ▶ 03/11/15  
 b Check box to indicate whether the foundation is a private operating foundation described in section  4942(i)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(i)(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(i)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

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

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

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- c Any submission deadlines.

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- 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
<p><i>a Paid during the year</i></p> <p>FROM K-1: LEGACY VENTURES IV, LLC 180 LYTTON STREET PALO ALTO, CA 94301</p>		NC	PASSTHROUGH CHARITABLE EXPENSE	1.
<p>FROM K-1: REAL ESTATE PARTNERS II 9 WEST 57TH ST, FLOOR 43 NEW YORK, NY 10019</p>		NC	PASSTHROUGH CHARITABLE EXPENSE	1.
<p>FRIENDS OF THE CHILDREN 44 NE MORRIS ST PORTLAND, OR 97212</p>		PC	GENERAL SUPPORT	500,000.
<b>Total</b>				500,002.
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
<b>Total</b>				0.





## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1: LEGACY VENTURE IV, LLC	11,220.	11,220.	
FROM K-1: LEGACY VENTURE VI (QP), LLC	2,625.	2,625.	
FROM K-1: LEGACY VENTURES IX, LLC	37.	37.	
FROM K-1: NORWOOD CAPITAL PARTNERS, L.P	4,241.	4,241.	
FROM K-1: REAL ESTATE PARTNERS II	396.	396.	
MSSB - 1444	4,676.	4,676.	
MSSB - 1484	25.	25.	
MSSB - 1485	7.	7.	
MSSB - 1486	5.	5.	
MSSB - 1547	1,039.	1,039.	
MSSB - 1548	228.	228.	
MSSB - 1549	284.	284.	
MSSB - 1552	296.	296.	
MSSB - 1553	140.	140.	
MSSB - 1554	174.	174.	
MSSB - 1556	117.	117.	
MSSB - 1577	37.	37.	
MSSB - 4846	862.	862.	
MSSB - 4847	16.	16.	
MSSB - 6575	64.	64.	
MSSB - 6576	452.	452.	
TOTAL TO PART I, LINE 3	26,941.	26,941.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1: LEGACY VENTURE IV, LLC	45,403.	0.	45,403.	45,403.	
FROM K-1: LEGACY VENTURE VI (QP), LLC	2,602.	0.	2,602.	2,602.	
FROM K-1: NORWOOD PARTNERS, L.P.	25,512.	0.	25,512.	25,512.	
FROM K-1: REAL ESTATE PARTNERS II	421.	0.	421.	421.	

MSSB - 1444	433.	0.	433.	433.
MSSB - 1547	137,608.	0.	137,608.	137,608.
MSSB - 1548	78,461.	0.	78,461.	78,461.
MSSB - 1549	53,351.	0.	53,351.	53,351.
MSSB - 1552	30,647.	0.	30,647.	30,647.
MSSB - 1554	119,270.	0.	119,270.	119,270.
MSSB - 1556	55,777.	0.	55,777.	55,777.
MSSB - 1557	14,773.	0.	14,773.	14,773.
MSSB - 6575	35,710.	0.	35,710.	35,710.
MSSB - 6576	144,554.	0.	144,554.	144,554.
TO PART I, LINE 4	744,522.	0.	744,522.	744,522.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MSSB - 1553	28,397.	28,397.	
FROM K-1: NORWOOD PARTNERS, L.P.	16,353.	16,353.	
FROM K-1: LEGACY VENTURE VI (QP), LLC UBTI	-332.	0.	
FROM K-1: LEGACY VENTURE IV, LLC UBTI	455.	0.	
FROM K-1: LEGACY VENTURE VI, LLC	554.	554.	
FROM K-1: LEGACY VENTURE IV, LLC	-506.	-506.	
FROM K-1: REAL ESTATE PARTNERS II	-1,502.	-1,502.	
FROM K-1: REAL ESTATE PARTNERS II (RENTAL INCOME)	-454.	-454.	
FROM K-1: RE PARTNERS II UBTI	2,245.	0.	
SEC 965 GROSS INCOME	784.	784.	
TOTAL TO FORM 990-PF, PART I, LINE 11	45,994.	43,626.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	19,211.	0.		19,211.
TO FM 990-PF, PG 1, LN 16A	19,211.	0.		19,211.



FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	60,800.	30,400.		30,400.
FINANCIAL AUDIT	15,200.	7,600.		7,600.
TO FORM 990-PF, PG 1, LN 16B	76,000.	38,000.		38,000.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	77,869.	0.		77,869.
OTHER PROFESSIONAL SERVICES	300,234.	0.		300,234.
INVESTMENT MANAGEMENT FEES	134,633.	134,633.		0.
TO FORM 990-PF, PG 1, LN 16C	512,736.	134,633.		378,103.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	52,963.	52,963.		0.
FEDERAL TAXES	32,039.	0.		0.
TO FORM 990-PF, PG 1, LN 18	85,002.	52,963.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	13,300.	0.		13,300.
COMPUTER AND INFORMATION TECHNOLOGY	35,587.	0.		35,587.
OFFICE EXPENSES	18,785.	0.		18,785.
OTHER PORTFOLIO DEDUCTIONS	328,002.	328,002.		0.
BANK FEES	222.	0.		222.
BOOK RELATED EXPENDITURES	48,539.	0.		48,539.
BOOKS & MEMBERSHIPS	7,776.	0.		7,776.
FILING FEES	450.	0.		450.
MEMBERSHIPS	1,229.	0.		1,229.
TO FORM 990-PF, PG 1, LN 23	453,890.	328,002.		125,888.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 9
DESCRIPTION		AMOUNT
UNREALIZED GAIN/(LOSS)		3,035,514.
BOOK/TAX DIFFERENCE		390,341.
TOTAL TO FORM 990-PF, PART III, LINE 5		3,425,855.

FORM 990-PF	CORPORATE STOCK		STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
COMMON STOCKS - MS BAIDU ACCOUNT	1,586,000.	1,586,000.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,586,000.	1,586,000.	

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO STHY BONDS	2,235,995.	2,235,995.
TEMPETON GLOBAL BONDS	1,836,871.	1,836,871.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,072,866.	4,072,866.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
POLEN CAPITAL - LARGE CAP GROWTH	FMV	3,430,353.	3,430,353.
MASTERS IV OFFSHORE	FMV	352,108.	352,108.
SNOW CAPITAL - ALL CAP VALUE	FMV	2,562,562.	2,562,562.
INVESCO INTERNATIONAL ADR	FMV	4,402,447.	4,402,447.
ABS GLOBAL OFFSHORE SPC	FMV	3,298,853.	3,298,853.
TRG INTERNATIONAL GROWTH II	FMV	343,027.	343,027.
CITIGROUP REAL ESTATE PARTNERS II	FMV	234,701.	234,701.
JAPAN INDEX FUND	FMV	1,544,502.	1,544,502.
OPPENHIEMER EMERGING MARKETS	FMV	1,854,561.	1,854,561.
COMMODITIES	FMV	1,221,318.	1,221,318.
NORWOOD PARTNERS	FMV	3,760,508.	3,760,508.
LEGACY VENTURE IV, LLC	FMV	4,003,968.	4,003,968.
LEGACY VENTURE VI, LLC	FMV	8,418,544.	8,418,544.
LEGACY VENTURE IX, LLC	FMV	141,317.	141,317.
ISHARES GLOBAL FINANCIALS ETF (IXG)	FMV	1,143,962.	1,143,962.
EXPENSES - INVESTMENTS	FMV	-298,814.	-298,814.
TOTAL TO FORM 990-PF, PART II, LINE 13		36,413,917.	36,413,917.

FORM 990-PF	OTHER ASSETS	STATEMENT 13	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	6,500.	6,500.	6,500.
OTHER RECEIVABLES	113,041.	20,430.	20,430.
TO FORM 990-PF, PART II, LINE 15	119,541.	26,930.	26,930.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	14
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
CREDIT CARDS	13,592.	0.	
OTHER CURRENT LIABILITIES	72,380.	169,452.	
TOTAL TO FORM 990-PF, PART II, LINE 22	85,972.	169,452.	

FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS                      STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT E. KING 1010 EL CAMINO REAL, SUITE 250 MENLO PARK, CA 94025	TRUSTEE 10.00	0.	0.	0.
DOROTHY J. KING 1010 EL CAMINO REAL, SUITE 250 MENLO PARK, CA 94025	TRUSTEE 2.00	0.	0.	0.
WILLIAM MEEHAN 1010 EL CAMINO REAL, SUITE 250 MENLO PARK, CA 94025	DIRECTOR 2.00	37,500.	0.	0.
KIM JONKER 1010 EL CAMINO REAL, SUITE 250 MENLO PARK, CA 94025	PRESIDENT AND CEO, DIRECTO 40.00	331,944.	35,546.	0.
GEORGE EDWARD DIENER 1010 EL CAMINO REAL, SUITE 250 MENLO PARK, CA 94025	COO 40.00	109,594.	15,118.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		479,038.	50,664.	0.