

AMENDED RETURN

2939301200605 9

Form 990-T

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

OMB No 1545-0687

2017

For calendar year 2017 or other tax year beginning JUL 1, 2017, and ending JUN 30, 2018

Go to www.irs.gov/Form990T for instructions and the latest information.

Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3)

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury Internal Revenue Service

Form header section containing organization name (THE DUFFIELD FAMILY FOUNDATION), address (6150 STONERIDGE MALL ROAD, NO. 125, PLEASANTON, CA 94588), and identification numbers.

Section C: Book value of all assets at end of year (39,343,247) and Section G: Check organization type (501(c) corporation).

Section H: Describe the organization's primary unrelated business activity (UNRELATED BUSINESS INCOME FROM PARTNERSHIP ACTIVITY).

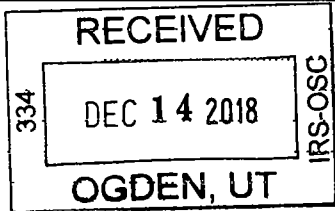
Section I: During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? (No).

Section J: The books are in care of (VALERIE STOLTENBERG) Telephone number (925) 310-5450.

Table for Part I: Unrelated Trade or Business Income. Columns include (A) Income, (B) Expenses, and (C) Net. Total income is 22,768.

Part II: Deductions Not Taken Elsewhere (See instructions for limitations on deductions)

Table for Part II: Deductions Not Taken Elsewhere. Lists various deduction categories from 14 to 34, with a total deduction of 6,000.



SCANNED MAR 13 2019

**Part III Tax Computation**

<b>35 Organizations Taxable as Corporations.</b> See instructions for tax computation Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and:		
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):		
(1) \$ _____ (2) \$ _____ (3) \$ _____		
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____		
(2) Additional 3% tax (not more than \$100,000) \$ _____		
c Income tax on the amount on line 34	<b>35c</b>	0.
<b>36 Trusts Taxable at Trust Rates.</b> See instructions for tax computation. Income tax on the amount on line 34 from:		
<input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	<b>36</b>	
<b>37 Proxy tax</b> See instructions	<b>37</b>	
<b>38 Alternative minimum tax</b>	<b>38</b>	
<b>39 Tax on Non-Compliant Facility Income.</b> See instructions	<b>39</b>	
<b>40 Total.</b> Add lines 37, 38 and 39 to line 35c or 36, whichever applies	<b>40</b>	0.

**Part IV Tax and Payments**

<b>41a</b> Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	<b>41a</b>		
<b>41b</b> Other credits (see instructions)	<b>41b</b>		
<b>41c</b> General business credit. Attach Form 3800	<b>41c</b>		
<b>41d</b> Credit for prior year minimum tax (attach Form 8801 or 8827)	<b>41d</b>		
<b>41e</b> Total credits. Add lines 41a through 41d	<b>41e</b>		
<b>42</b> Subtract line 41e from line 40	<b>42</b>		0.
<b>43</b> Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	<b>43</b>		
<b>44</b> Total tax. Add lines 42 and 43	<b>44</b>		0.
<b>45a</b> Payments: A 2016 overpayment credited to 2017	<b>45a</b>	2,500.	
<b>45b</b> 2017 estimated tax payments	<b>45b</b>		
<b>45c</b> Tax deposited with Form 8868	<b>45c</b>		
<b>45d</b> Foreign organizations: Tax paid or withheld at source (see instructions)	<b>45d</b>		
<b>45e</b> Backup withholding (see instructions)	<b>45e</b>		
<b>45f</b> Credit for small employer health insurance premiums (Attach Form 8941)	<b>45f</b>		
<b>45g</b> Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other _____ Total	<b>45g</b>		
<b>46</b> Total payments. Add lines 45a through 45g	<b>46</b>		2,500.
<b>47</b> Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	<b>47</b>		
<b>48</b> Tax due. If line 46 is less than the total of lines 44 and 47, enter amount owed	<b>48</b>		
<b>49</b> Overpayment. If line 46 is larger than the total of lines 44 and 47, enter amount overpaid	<b>49</b>		2,500.
<b>50</b> Enter the amount of line 49 you want: Credited to 2018 estimated tax 2,500. Refunded	<b>50</b>		0.

**Part V Statements Regarding Certain Activities and Other Information** (see instructions)

<b>51</b> At any time during the 2017 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here	Yes	No
		X
<b>52</b> During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.		X
<b>53</b> Enter the amount of tax-exempt interest received or accrued during the tax year \$		

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

**Sign Here** *Amy Zerangue* 12/6/18 CHAIRMAN OF THE BOARD  
Signature of officer Date Title

May the IRS discuss this return with the preparer shown below (see instructions)?  Yes  No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name KATY BROWN	Preparer's signature <i>Katy Brown</i>	Date 12/04/18	Check <input type="checkbox"/> if self-employed	PTIN P00650274
	Firm's name <b>ARMANINO LLP</b>	Firm's EIN <b>94-6214841</b>		Phone no <b>925-790-2600</b>	
	Firm's address <b>12657 ALCOSTA BLVD, STE. 500 SAN RAMON, CA 94583-4600</b>				

**Schedule A - Cost of Goods Sold.** Enter method of inventory valuation ▶ N/A

<p><b>1</b> Inventory at beginning of year</p> <p><b>2</b> Purchases</p> <p><b>3</b> Cost of labor</p> <p><b>4a</b> Additional section 263A costs (attach schedule)</p> <p style="padding-left: 20px;"><b>b</b> Other costs (attach schedule)</p> <p><b>5</b> <b>Total.</b> Add lines 1 through 4b</p>	<p><b>6</b> Inventory at end of year</p> <p><b>7</b> <b>Cost of goods sold</b> Subtract line 6 from line 5. Enter here and in Part I, line 2</p> <p><b>8</b> Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?</p>																
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td style="width: 20px; text-align: center;">1</td><td style="width: 100px;"></td></tr> <tr><td style="text-align: center;">2</td><td></td></tr> <tr><td style="text-align: center;">3</td><td></td></tr> <tr><td style="text-align: center;">4a</td><td></td></tr> <tr><td style="text-align: center;">4b</td><td></td></tr> <tr><td style="text-align: center;">5</td><td></td></tr> </table>	1		2		3		4a		4b		5		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td style="width: 20px; text-align: center;">6</td><td style="width: 100px;"></td></tr> <tr><td style="text-align: center;">7</td><td></td></tr> </table>	6		7	
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	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"></td> <td style="width: 10%; text-align: center;">Yes</td> <td style="width: 10%; text-align: center;">No</td> </tr> <tr> <td style="text-align: center;">8</td> <td style="text-align: center;">[ ]</td> <td style="text-align: center;">[ ]</td> </tr> </table>		Yes	No	8	[ ]	[ ]										
	Yes	No															
8	[ ]	[ ]															

**Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)**

(see instructions)

<b>1</b> Description of property		
(1)		
(2)		
(3)		
(4)		
<b>2. Rent received or accrued</b>		
<b>(a)</b> From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	<b>(b)</b> From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	<b>3(a)</b> Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total	Total	
0.	0.	
<b>(c) Total income.</b> Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A)		<b>(b) Total deductions</b> Enter here and on page 1, Part I, line 6, column (B)
0.		0.

**Schedule E - Unrelated Debt-Financed Income** (see instructions)

<b>1.</b> Description of debt-financed property		<b>2.</b> Gross income from or allocable to debt-financed property	<b>3.</b> Deductions directly connected with or allocable to debt-financed property	
			<b>(a)</b> Straight line depreciation (attach schedule)	<b>(b)</b> Other deductions (attach schedule)
(1)				
(2)				
(3)				
(4)				
<b>4.</b> Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	<b>5.</b> Average adjusted basis of or allocable to debt-financed property (attach schedule)	<b>6.</b> Column 4 divided by column 5	<b>7.</b> Gross income reportable (column 2 x column 6)	<b>8.</b> Allocable deductions (column 5 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
<b>Totals</b>			0.	0.
<b>Total dividends-received deductions</b> included in column 8			0.	0.

**Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations** (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					
Nonexempt Controlled Organizations					
7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10	
(1)					
(2)					
(3)					
(4)					
			Add columns 5 and 10 Enter here and on page 1, Part I, line 8, column (A)	Add columns 6 and 11 Enter here and on page 1, Part I, line 8, column (B)	
<b>Totals</b>			0.	0.	

**Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization** (see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col 3 plus col 4)
(1)				
(2)				
(3)				
(4)				
		Enter here and on page 1, Part I, line 9, column (A)		Enter here and on page 1, Part I, line 9, column (B)
<b>Totals</b>		0.		0.

**Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income** (see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3) If a gain, compute cols 5 through 7	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
		Enter here and on page 1, Part I, line 10, col (A)	Enter here and on page 1, Part I, line 10, col (B)			Enter here and on page 1, Part II, line 26
<b>Totals</b>		0.	0.			0.

**Schedule J - Advertising Income** (see instructions)

**Part I Income From Periodicals Reported on a Consolidated Basis**

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
<b>Totals (carry to Part II, line (5))</b>		0.	0.			0.

**Part III** **Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
<b>Totals from Part I</b>	0.	0.				0.
<b>Totals, Part II (lines 1-5)</b>	Enter here and on page 1, Part I, line 11, col (A) 0.	Enter here and on page 1, Part I, line 11, col (B) 0.				Enter here and on page 1, Part II, line 27 0.

**Schedule K - Compensation of Officers, Directors, and Trustees** (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
<b>Total. Enter here and on page 1, Part II, line 14</b>			0.

## FOOTNOTES

STATEMENT 10

## AMENDED RETURN EXPLANATION:

THIS RETURN IS BEING AMENDED TO CAPTURE INCREASED UBTI FROM TWO PASSTHROUGH INVESTMENTS. TWO CORRECTED FORMS K-1 WERE RECEIVED FOR HRJ SPECIAL OPPORTUNITIES II (US) LP, WHICH INCREASED TOTAL UBTI BY \$8,947. THE ORGANIZATION'S NET OPERATING LOSS CARRYFORWARD HAS BEEN UPDATED ACCORDINGLY, AS WELL.

FORM 990-T	OTHER DEDUCTIONS	STATEMENT 11
DESCRIPTION		AMOUNT
TAX PREPARATION FEES		6,600.
TOTAL TO FORM 990-T, PAGE 1, LINE 28		6,600.

FORM 990-T	NET OPERATING LOSS DEDUCTION			STATEMENT 12
TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR
06/30/09	27,893.	27,893.	0.	0.
06/30/10	140,506.	140,506.	0.	0.
06/30/11	137,744.	129,500.	8,244.	8,244.
06/30/12	128,370.	0.	128,370.	128,370.
06/30/13	40,317.	0.	40,317.	40,317.
NOL CARRYOVER AVAILABLE THIS YEAR			176,931.	176,931.

FORM 990-T

INCOME (LOSS) FROM PARTNERSHIPS

STATEMENT 13

PARTNERSHIP NAME	GROSS INCOME	DEDUCTIONS	NET INCOME OR (LOSS)
CAPITAL DYNAMICS CHAMPION VENTURES IV (Q), L.P.	-669.	0.	-669.
CAPITAL DYNAMICS CHAMPION VENTURES V, L.P.	7,120.	114.	7,006.
CAPITAL DYNAMICS CHAMPION VENTURES VI, L.P.	5,860.	93.	5,767.
GT REAL PROPERTY HOLDINGS III, LLC	-61,475.	0.	-61,475.
HRJ CAPITAL VC VI (INTERNATIONAL), L.P. NEW MONEY	0.	5.	-5.
HRJ CAPITAL VC VI (INTERNATIONAL), L.P.	0.	18.	-18.
HRJ GLOBAL BUY-OUT III (EUROPE), L.P.	939.	19.	920.
HRJ GLOBAL BUY-OUT III (U.S.), L.P. NEW MONEY	12.	130.	-118.
HRJ GLOBAL BUY-OUT III (U.S.), L.P.	88.	881.	-793.
HRJ SPECIAL OPPORTUNITIES II (U.S.), L.P. NEW MONEY	747.	7.	740.
HRJ SPECIAL OPPORTUNITIES II (U.S.), L.P.	7,727.	76.	7,651.
INVESCO PARTNERSHIP FUND IV LP	2,098.	37.	2,061.
MCP X AIV, LP	17,248.	2,767.	14,481.
MESIROW FINANCIAL CAPITAL PARTNERS IX, L.P.	-1,288.	0.	-1,288.
MESIROW FINANCIAL CAPITAL PARTNERS X, L.P.	-630.	0.	-630.
MESIROW FINANCIAL PRIVATE EQUITY PARTNERSHIP FUND III, L.P.	22,554.	1,324.	21,230.
MESIROW FINANCIAL PRIVATE EQUITY PARTNERSHIP FUND V. L.P.	19,999.	2,358.	17,641.
METROPOLITAN REAL ESTATE PARTNERS GLOBAL II, LP	4,490.	0.	4,490.
METROPOLITAN REAL ESTATE PARTNERS III-A	11,879.	56.	11,823.
PARK STREET NATURAL RESOURCE FUND II LP	2,037.	186.	1,851.
RCP FUND III, L.P.	-296.	0.	-296.
RCP FUND IV, LP	-17,069.	0.	-17,069.
RCP FUND VI, LP	9,468.	0.	9,468.
TOTAL TO FORM 990-T, PAGE 1, LINE 5	30,839.	8,071.	22,768.



**Capital Gains and Losses**  
 ▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L,  
 1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.  
 ▶ Go to [www.irs.gov/Form1120](http://www.irs.gov/Form1120) for instructions and the latest information

**2017**

Name THE DUFFIELD FAMILY FOUNDATION DBA MADDIE'S FUND	Employer identification number 94-3362163
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<b>Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less</b>				
See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked				
2 Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked				
3 Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked				
4 Short-term capital gain from installment sales from Form 6252, line 26 or 37				4
5 Short-term capital gain or (loss) from like-kind exchanges from Form 8824				5
6 Unused capital loss carryover (attach computation)			SEE STATEMENT 14	6 ( 15,506. )
7 Net short-term capital gain or (loss) Combine lines 1a through 6 in column h				7 -15,506.

<b>Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year</b>				
See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked				
9 Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked				
10 Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked				
11 Enter gain from Form 4797, line 7 or 9				11
12 Long-term capital gain from installment sales from Form 6252, line 26 or 37				12
13 Long-term capital gain or (loss) from like-kind exchanges from Form 8824				13
14 Capital gain distributions				14
15 Net long-term capital gain or (loss) Combine lines 8a through 14 in column h				15

<b>Part III Summary of Parts I and II</b>				
16 Enter excess of net short-term capital gain (line 7) over net long-term capital loss (line 15)				16
17 Net capital gain Enter excess of net long-term capital gain (line 15) over net short-term capital loss (line 7)				17
18 Add lines 16 and 17 Enter here and on Form 1120, page 1, line 8, or the proper line on other returns If the corporation has qualified timber gain, also complete Part IV				18 0.

Note: If losses exceed gains, see **Capital losses** in the instructions.

**Part IV Alternative Tax for Corporations with Qualified Timber Gain.** Complete Part IV only if the corporation has qualified timber gain under section 1201(b). Skip this part if you are filing Form 1120-RIC. See instructions

19	Enter qualified timber gain (as defined in section 1201(b)(2))	19		
20	Enter taxable income from Form 1120, page 1, line 30, or the applicable line of your tax return	20		
21	Enter the smallest of: (a) the amount on line 19; (b) the amount on line 20; or (c) the amount on Part III, line 17	21		
22	Multiply line 21 by 23.8% (0.238)	22		
23	Subtract line 17 from line 20. If zero or less, enter -0-	23		
24	Enter the tax on line 23, figured using the Tax Rate Schedule (or applicable tax rate) appropriate for the return with which Schedule D (Form 1120) is being filed	24		
25	Add lines 21 and 23	25		
26	Subtract line 25 from line 20. If zero or less, enter -0-	26		
27	Multiply line 26 by 35% (0.35)	27		
28	Add lines 22, 24, and 27	28		
29	Enter the tax on line 20, figured using the Tax Rate Schedule (or applicable tax rate) appropriate for the return with which Schedule D (Form 1120) is being filed	29		
30	Enter the smaller of line 28 or line 29. Also enter this amount on Form 1120, Schedule J, line 2, or the applicable line of your tax return	30		

SCHEDULE D

CAPITAL LOSS CARRYOVER

STATEMENT 14

LOSS YEAR	ORIGINAL LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING
2012			
2013			
2014			
2015	15,506		15,506
2016			
CAPITAL LOSS CARRYOVER TO CURRENT TAXABLE YEAR			15,506