

Form 990-PF

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

OMB No. 1545-0052

2018

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 for instructions and the latest information.

For calendar year 2018 or tax year beginning, 2018, and ending, 20

Name of foundation: HIGH TIDE FOUNDATION (FKA OVERLOOK INTERNATIONAL FOUNDATION, INC.)
A Employer identification number: 20-1164239
B Telephone number: (212) 207-2122
C If exemption application is pending, check here
D 1. Foreign organizations, check here
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
G Check all that apply: Initial return, Final return, Address change, Initial return of a former public charity, Amended return, Name change
H Check type of organization: Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: 60,081,306
J Accounting method: Accrual

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), Operating and Administrative Expenses (13-26), and Summary (27-29).

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Cat. No. 11289X

Form 990-PF (2018)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See Instructions.)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	6,053,667	640,323	640,323
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	0	0	0
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0		
		Less: allowance for doubtful accounts ▶	0	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	18,248,098	10,386,147	10,386,147
	c	Investments—corporate bonds (attach schedule)	0	0	0
	Liabilities	11	Investments—land, buildings, and equipment: basis ▶	0	
		Less: accumulated depreciation (attach schedule) ▶	0	0	0
12		Investments—mortgage loans			
13		Investments—other (attach schedule)	43,600,816	48,934,263	48,934,263
14		Land, buildings, and equipment: basis ▶	96,723		
		Less: accumulated depreciation (attach schedule) ▶	7,010	89,713	89,713
15		Other assets (describe ▶ (SEE STATEMENT))	30,000	30,860	30,860
16		Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	67,932,581	60,081,306	60,081,306
17		Accounts payable and accrued expenses	0	22,622	
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons	0	0		
21	Mortgages and other notes payable (attach schedule)	0	0		
22	Other liabilities (describe ▶ (SEE STATEMENT))	68	21,217		
23	Total liabilities (add lines 17 through 22)	68	43,839		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	67,932,513	60,037,467		
30	Total net assets or fund balances (see instructions)	67,932,513	60,037,467		
31	Total liabilities and net assets/fund balances (see instructions)	67,932,581	60,081,306		

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	67,932,513
2	Enter amount from Part I, line 27a	2	5,393,449
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	73,325,962
5	Decreases not included in line 2 (itemize) ▶ (SEE STATEMENT)	5	13,288,495
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	60,037,467

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 GAINS/LOSSES FROM PARTNERSHIPS		PURCHASE		
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 9,118,226			9,118,226	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any		
a		0	9,118,226	
b				
c				
d				
e				
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	9,118,226
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). See instructions. If (loss), enter -0- in Part I, line 8			3	0

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	9,707,252	48,856,156	0.198690
2016	9,602,700	46,950,310	0.204529
2015	5,148,715	49,547,788	0.103914
2014	1,958,563	43,116,287	0.045425
2013	1,554,608	21,652,121	0.071799

2 Total of line 1, column (d)	2	0.624357
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	0.124871
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	56,424,695
5 Multiply line 4 by line 3	5	7,045,808
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	95,277
7 Add lines 5 and 6	7	7,141,085
8 Enter qualifying distributions from Part XII, line 4	8	15,380,953

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

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

Table with 11 rows for excise tax calculations. Includes sub-sections 6a-6d for credits and payments. Total tax due is 0, with 110,090 overpaid and 110,090 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and substantial contributors. Most 'Yes' answers are checked.

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		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	✓	
14	The books are in care of ▶ INVERNESS COUNSEL LLC Telephone no. ▶ (212) 207-2122 Located at ▶ 845 THIRD AVE, 8TH FL, NEW YORK, NY ZIP+4 ▶ 10022		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		
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 ▶		✓

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): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (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 (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No (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		
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 ▶ <input type="checkbox"/>	1b	✓
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?	1c	✓
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 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 ▶ 20 __, 20 __, 20 __, 20 __ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 __, 20 __, 20 __, 20 __	2b	
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	3b	
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.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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?	4b	✓

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:		Yes	No
(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 checked="" type="checkbox"/> Yes	<input 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			<input checked="" type="checkbox"/>
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
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?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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?	<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?			<input checked="" type="checkbox"/>
	If "Yes" to 6b, file Form 8870.			
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?			
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. See instructions.

(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
RICHARD H LAWRENCE INVERNESS CNSL LLC, 845 3RD AVE 8F, NEW YORK, NY 10022	PRESIDENT, 1.0	0	0	
DEE M LAWRENCE INVERNESS CNSL LLC, 845 3RD AVE 8F, NEW YORK, NY 10022	VICE-PRESIDENT, 1.0	0	0	
PHILIP S LAWRENCE 845 THIRD AVE 8TH FLOOR, NEW YORK, NY 10022	TREASURER/SECRETARY, 1.0	0	0	

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 _____	
2 _____	
3 _____	
4 _____	

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

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

	Amount
1 _____	
2 _____	
3 All other program-related investments. See instructions. _____	

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	8,612,359
b	Average of monthly cash balances	1b	2,404,055
c	Fair market value of all other assets (see instructions)	1c	46,267,540
d	Total (add lines 1a, b, and c)	1d	57,283,954
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	
3	Subtract line 2 from line 1d	3	57,283,954
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	859,259
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,424,695
6	Minimum investment return. Enter 5% of line 5	6	2,821,235

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	2,821,235
2a	Tax on investment income for 2018 from Part VI, line 5	2a	95,277
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	95,277
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,725,958
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,725,958
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,725,958

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	15,468,645
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	15,468,645
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. See instructions	5	95,277
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,373,368

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				2,725,958
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only			0	
b Total for prior years: 20 <u>14</u> , 20 <u>15</u> , 20 <u>16</u>		0		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	576,641			
b From 2014	163,209			
c From 2015	2,724,982			
d From 2016	7,430,374			
e From 2017	7,446,992			
f Total of lines 3a through e	18,342,198			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ <u>15,380,953</u>				
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				2,726,835
e Remaining amount distributed out of corpus	12,654,118			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)				0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	30,996,316			
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				
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 instructions			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 (see instructions)	576,641			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	30,419,675			
10 Analysis of line 9:				
a Excess from 2014	163,209			
b Excess from 2015	2,724,982			
c Excess from 2016	7,430,374			
d Excess from 2017	7,446,992			
e Excess from 2018	12,654,118			

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

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

	Tax year				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2a 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(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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).)

(SEE STATEMENT)

- 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.

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

- a** The name, address, and telephone number or email address of the person to whom applications should be addressed:
-
- b** The form in which applications should be submitted and information and materials they should include:
-
- c** Any submission deadlines:
-
- 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year (SEE STATEMENT)				
Total			▶ 3a	15,380,907
b Approved for future payment				
Total			▶ 3b	0

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 for the latest information.

OMB No. 1545-0047

2018

Name of the organization

HIGH TIDE FOUNDATION (FKA OVERLOOK INTERNATIONAL FOUNDATION, INC.)

Employer identification number

20-1164239

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 foundation

Check 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 (entering "N/A" in column (b) instead of the contributor name and address), 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).

For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Cat. No. 30613X Schedule B (Form 990, 990-EZ, or 990-PF) (2018)

Name of organization HIGH TIDE FOUNDATION (FKA OVERLOOK INTERNATIONAL FOUNDATION, INC.)	Employer identification number 20-1164239
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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
1	RICHARD AND DEE LAWRENCE INVERNESS COUNSEL LLC, 845 3RD AVE 8F NEW YORK, NY 10022	\$ 11,107,354	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	WILMAY FOUNDATION (SEE STATEMENT) NORTH POINT, HONG KONG	\$ 500,000	Person <input checked="" 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.)

Name of organization HIGH TIDE FOUNDATION (FKA OVERLOOK INTERNATIONAL FOUNDATION, INC.)	Employer identification number 20-1164239
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	SECURITIES ----- ----- -----	\$ 11,107,354	12/17/2019
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----

Name of organization HIGH TIDE FOUNDATION (FKA OVERLOOK INTERNATIONAL FOUNDATION, INC.)	Employer identification number 20-1164239
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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 information once. See instructions.) ▶ \$ _____
 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	
----- ----- -----		----- ----- -----	

Part I, Line 6a

Net gain or (loss) from sale of assets

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Accumulated Depreciation	Sales Expense	Total (net)
(1) GAINS/LOSSES FROM PARTNERSHIPS					9,118,226					9,118,226
Total					9,118,226	0		0	0	9,118,226

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income
(1) OTHER INCOME	367,073	367,073	
TOTAL	367,073	367,073	0

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) LEGAL FEES	35,008			
TOTAL	35,008	0	0	0

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) PROFESSIONAL SERVICES	12,776			
(2) CONSULTING FEES	87,691			87,692
(3) BANK FEES	6,850	6,850		
TOTAL	107,317	6,850	0	87,692

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) PAYROLL TAXES	4,315			
(2) FEDERAL TAXES	71,521			
TOTAL	75,836	0	0	0

Depreciation and depletion

Description of property	Date acquired	Cost or other basis (exclude any land)	Depreciation allowed or allowable in prior years	Method of computation	Rate or Life Rate	Rate(%) or life (years)	Depreciation this year	Net investment income	Adjusted income
(1) EQUIPMENT							7,010		
Total		0	0				7,010	0	0

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) DUES AND SUBSCRIPTIONS	8,250			
(2) COMPUTER SOFTWARE	3,954			
(3) RENTAL EXPENSE	741,059	741,059		
(4) OTHER INVESTMENT EXPENSES	408,435	408,388		47
(5) OTHER EXPENSES	35,409			
TOTAL	1,197,107	1,149,447	0	47

Part II, Line 10b (Column a,
Column b & Column c)

Investments—Corporate Stock (continued)

Description	BOY Amount	EOY Amount	Fair Market Value
EQUITIES	18,248,098	10,386,147	10,386,147
TOTAL	18,248,098	10,386,147	10,386,147

Part II, Line 13 (Column a,
Column b & Column c)

Investments—Other (continued)

Description	Type	BOY Amount	EOY Amount	Fair Market Value
MRYD LLC	END OF YEAR MARKET VALUE	24,529,287	34,715,167	34,715,167
THE OVERLOOK PARTNER'S FUND	END OF YEAR MARKET VALUE	16,063,622	11,219,824	11,219,824
OVERLOOK 3G INVESTMENTS, LP	END OF YEAR MARKET VALUE	3,007,907	2,999,272	2,999,272
TOTAL		43,600,816	48,934,263	48,934,263

Description of Investment	BOY Cost or Other Basis	EOY Cost or Other Basis	EOY Accumulated Depreciation	EOY Amount	FMV Amount
EQUIPMENT	0	96,723	7,010	89,713	89,713
TOTAL	0	96,723	7,010	89,713	89,713

Description	Book Value BOY	Book Value EOY	Fair Market Value
PROGRAM RELATED INVESTMENT	25,000	25,000	25,000
LONG TERM LOAN	5,000	5,000	5,000
DUE FROM PMF	0	230	230
SHORT-TERM ADVANCE - COOL EFFECT	0	630	630
TOTAL	30,000	30,860	30,860

Part II, Line 22 (Column a,
Column b)

Other Liabilities (continued)

Description	BOY Amount	EOY Amount
DUE TO INVESTMENTS	68	21,217
TOTAL	68	21,217

Description	Amount
(1) UNREALIZED LOSS	2,571,249
(2) BOOK TO TAX DIFFERENCES	10,717,246
TOTAL	13,288,495

Identifier	Description
Grantee Name	PROYECTO MIRADOR FOUNDATION
Grantee Address	919 SIR FRANCIS DRAKE BLVD, STE 201, KENTFIELD, CA 94904
Grant Date	01/01/18
Grant Amount	30,585
Grant Purpose	SUPPORT FOR MANAGING STOVE PROJECTS IN RURAL HONDURAS
Amount Expended	30,585
Amount Diverted	0
Dates of Reports	
Verification Date	
Results	AS OF THE END OF THE TAXABLE YEAR, NO REPORTS HAVE BEEN FURNISHED. TO THE KNOWLEDGE OF THE FOUNDATION, NO PART OF THE GRANT WAS USED FOR OTHER THAN THE INTENDED PURPOSE AND NO VERIFICATION EFFORTS HAVE BEEN CONSIDERED NECESSARY.

Name	Title
RICHARD H LAWRENCE	PRESIDENT
DEE M LAWRENCE	VICE PRESIDENT

Name and Address	Relationship	Foundation status	Purpose	Amount
100 FRIENDS PROJECT 2140 SHATTUCK AVE. #2050 BERKELEY, CA, 94704	NONE	PC	OTHER CAUSES	500
A HOME (APROPOS HOUSING AND MANAGEMENT OPPORTUNITIES ENTERPRISES INC) 141 TOMPKINS AVE., 3RD FLOOR PLEASANTVILLE, NY, 10570	NONE	PC	OTHER CAUSES	10,000
A HOME WITHIN 95 3RD STREET, SUITE 224 SAN FRANCISCO, CA, 94103	NONE	PC	OTHER CAUSES, FOSTER CARE, YOUTH	8,000
ACCESS 4 BIKES FOUNDATION PO BOX 33 WOODACRE, CA, 94973	NONE	PC	CLIMATE CHANGE	32,000
ACTIVATION ENERGY CYCLOTRON ROAD 5214 F DIAMOND HEIGHTS BLVD 723 SAN FRANCISCO, CA, 94131	NONE	PC	CLIMATE CHANGE	250,000
ADOPT A FAMILY OF MARIN 496 B STREET SAN RAFAEL, CA, 94901	NONE	PC	OTHER CAUSES	1,000
AGE AFRICA PO BOX 15298 WASHINGTON, DC, 20003	NONE	PC	EDUCATION	5,000
AIM HIGH P.O. BOX 410715 SAN FRANCISCO, CA, 94141-0715	NONE	PC	EDUCATION	15,000
ANIMAL WELFARE INSTITUTE 900 PENNSYLVANIA AVE WASHINGTON, DC, 20003	NONE	PC	OTHER CAUSES	1,000
APA FAMILY SUPPORT SERVICES 10 NOTTINGHAM PLACE, SAN FRANCISCO, CA, 94133	NONE	PC	IMMIGRATION	3,000
APROVECHO RESEARCH INSTITUTE P.O. BOX 1175 COTTAGE GROVE, OR, 97424	NONE	PC	CLIMATE CHANGE	25,000
ARCAS THROUGH PROJECT COPE COLUMBUS ZOO COLUMBUS ZOO PO BOX 400 POWELL, OH, 43065	NONE	PC	OTHER CAUSES	4,000
ART INSTITUTE OF CHICAGO 111 SOUTH MICHIGAN AVENUE CHICAGO, IL, 60603	NONE	PC	OTHER CAUSES	5,000
ASIAN LAW CAUCUS 55 COLUMBUS AVENUE SAN FRANCISCO, CA, 94111	NONE	PC	IMMIGRATION	1,000
THE BAY SCHOOL OF SAN FRANCISCO 35 KEYES AVE P.O. BOX 29610 SAN FRANCISCO, CA, 94129-0610	NONE	PC	EDUCATION	20,000
BEGINNING WITH CHILDREN FOUNDATION 575 LEXINGTON AVE. 33RD FLR. NEW YORK, NY, 10022	NONE	PC	EDUCATION	5,000
BEREA COLLEGE CPO 2216 BEREA, KY, 40404	NONE	PC	EDUCATION	20,000
BERKELEY LAB FOUNDATION 1111 FRANKLIN STREET 7TH FLOOR OAKLAND, CA, 94607	NONE	PC	CLIMATE CHANGE	300,000
BLOCK ISLAND MEDICAL CENTER P.O. BOX 919, PAYNE RD BLOCK ISLAND, RI, 02807	NONE	PC	MEDICAL AND HEALTH	2,000
BONITA HOUSE 6333 TELEGRAPH AVENUE, SUITE 102 OAKLAND, CA, 94609-1328	NONE	PC	MEDICAL AND HEALTH	1,000

Name and Address	Relationship	Foundation status	Purpose	Amount
BOWDOIN COLLEGE 4100 COLLEGE STATION BRUNSWICK, ME, 04011-8432	NONE	PC	EDUCATION	157,000
BROWN UNIVERSITY BOX 1877 PROVIDENCE, RI, 02912	NONE	PC	EDUCATION	5,000
CALCEF INNOVATIONS 436 14TH STREET SUITE 1220 OAKLAND, CA, 94612	NONE	PC	CLIMATE CHANGE	100,000
CANAL ALLIANCE 91 LARKSPUR ST. SAN RAFAEL, CA, 94901	NONE	PC	IMMIGRATION	15,000
CANDLELIGHTERS FOR CHILDREN WITH CANCER 6600 SW 92ND AVE SUITE 160 PORTLAND, OR, 97223	NONE	PC	MEDICAL AND HEALTH	100
CAPITAL PUBLIC RADIO 7055 FOLSOM AVE SACRAMENTO, CA, 95826	NONE	PC	CLIMATE CHANGE	15,000
CDP NORTH AMERICA (CARBON DISCLOSURE PROJECT) 132 CROSBY STREET, 8TH FLOOR NEW YORK, NY, 10012	NONE	PC	CLIMATE CHANGE	35,000
CENTER FOR AMERICAN PROGRESS 1333 H STREET NW 10TH FLOOR WASHINGTON, DC, 20005	NONE	PC	CLIMATE CHANGE	130,000
CENTER FOR DOMESTIC PEACE 734 A STREET SAN RAFAEL, CA, 94901-3923	NONE	PC	OTHER CAUSES	500
CENTER FOR INDEPENDENT LEARNING 2490 MARINER SQ LOOP SUITE 210 ALAMEDA, CA, 94501	NONE	PC	EDUCATION	20,000
CLIMATEWORKS FUNDERS TABLE 235 MONTGOMERY ST STE 1300 SAN FRANCISCO, CA, 94104	NONE	PC	CLIMATE CHANGE	250,000
COLUMBIA UNIVERSITY 435 W 116 ST NEW YORK, NY, 10027	NONE	PC	CLIMATE CHANGE	50,000
COMMITTEE FOR THE GREAT SALT POND (FOR LEGAL FUND) PO BOX 1092 NEW SHOREHAM, RI, 02807	NONE	PC	ENVIRONMENT	4,000
COMMUNITY VENTURE PARTNERS 73 SURREY AVENUE MILL VALLEY, CA, 94941	NONE	PC	OTHER CAUSES	5,000
CONSERVATIVE ENERGY NETWORK 106 W ALLEGAN STREET, SUITE 200 LANSING, MI, 48933	NONE	PC	CLIMATE CHANGE	400,000
CREO SYNDICATE 156 5TH AVENUE, SUITE 804 NEW YORK, NY, 10010	NONE	PC	CLIMATE CHANGE	8,500
CRES FORUM (CLEARPATH) 601 PENNSYLVANIA AVE, NW, 9TH FLOOR SOUTH WASHINGTON, DC, 20004	NONE	PC	CLIMATE CHANGE	100,000
DEDICATION TO SPECIAL ED C/O MARIN COUNTY OFFICE OF EDUCATION PO BOX 4925 SAN RAFAEL, CA, 94913	NONE	PC	EDUCATION	300
DETROIT FOOD ACADEMY 4444 SECOND AVE DETROIT, MI, 48201	NONE	PC	OTHER CAUSES	3,000
DICKINSON COLLEGE (ANNUAL FUND) P.O. BOX 1773 CARLISLE, PA, 17013-2896	NONE	PC	EDUCATION	30,000

Name and Address	Relationship	Foundation status	Purpose	Amount
EARTHJUSTICE 50 CALIFORNIA STREET SUITE 500 SAN FRANCISCO, CA, 94111	NONE	PC	CLIMATE CHANGE	100,000
EAST OAKLAND YOUTH DEVELOPMENT CENTER 8200 INTERNATIONAL BLVD. OAKLAND, CA, 94621	NONE	PC	EDUCATION	15,000
ECOLOGY ACTION CENTRE 2705 FERN LN, HALIFAX, NS , CANADA HALIFAX, NOVA SCOTIA, B3K 4L3 CA	NONE	PC	CLIMATE CHANGE	26,100
THE ENERGY FOUNDATION 301 BATTERY ST SAN FRANCISCO, CA, 94111	NONE	PC	CLIMATE CHANGE	1,100,000
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH, 17TH FLOOR NEW YORK, NY, 10010	NONE	PC	CLIMATE CHANGE	200,000
EUROPEAN CLIMATE FOUNDATION RIVIERVISMART 5 DEN HAAG, AMSTERDAM, 2513 NL	NONE	PC	CLIMATE CHANGE	1,253,062
EUROPEAN CLIMATE FOUNDATION SPAIN AND ITALY RIVIERVISMART 5 DEN HAAG, AMSTERDAM, 2513 NL	NONE	PC	CLIMATE CHANGE	150,000
FILE (THROUGH EUROPEAN CLIMATE FOUNDATION) CIFF LEGAL FUND RIVIERVISMART 5 DEN HAAG, AMSTERDAM, 2513 NL	NONE	PC	CLIMATE CHANGE	1,000,000
FOREST TRENDS ASSOCIATION 1203 19TH STREET, NW 4TH FLOOR WASHINGTON, DC, 20036	NONE	PC	CLIMATE CHANGE	15,000
GIVE2ASIA OBO CHILD'S DREAM FOUNDATION 465 CALIFORNIA ST., 9TH FLOOR SAN FRANCISCO, CA, 94104	NONE	PC	OTHER CAUSES	5,000
GLOBAL AIDS INTERFAITH ALLIANCE (GAIA) 700 LARKSPUR LANDING CIRCLE, SUITE 250 LARKSPUR, CA, 94939	NONE	PC	MEDICAL AND HEALTH	500
GREENPEACE FUND 702 H STREET NW SUITE 300 WASHINGTON, DC, 20001	NONE	PC	CLIMATE CHANGE	300,000
GROWALD FAMILY FOUNDATION 55 POND AVE, SUITE 202E BROOKLINE, MA, 02445	NONE	POF	CLIMATE CHANGE	25,000
HALLECK CREEK RIDING CLUB 174 OLD RANCHERIA ROAD NICASIO, CA, 94946	NONE	PC	OTHER CAUSES	20,500
HOSPITALITY HOUSE 290 TURK STREET SAN FRANCISCO, CA, 94102	NONE	PC	OTHER CAUSES	3,000
INSTITUTE FOR ESSENTIAL SERVICES REFORM (VIA EUROPEAN CLIMATE FOUNDATION) RIVIERVISMART 5 DEN HAAG, AMSTERDAM, 2513 NL	NONE	PC	CLIMATE CHANGE	100,000
INSTITUTE FOR GOV'T & SUSTAINABLE DEV CENTER FOR CLIMATE INTEGRITY 2300 WISCONSIN AVE NW STE 300B WASHINGTON, DC, 20007	NONE	PC	CLIMATE CHANGE	250,000
ICSEE 81 KIRKLAND ST., STE. 2 CAMBRIDGE, MA, 02138	NONE	PC	OTHER CAUSES	60,000

Name and Address	Relationship	Foundation status	Purpose	Amount
INSTITUTE FOR ENERGY ECONOMICS AND FINANCIAL ANALYSIS (IEEFA) RIVER'S EDGE 3430 ROCKY RIVER DRIVE CLEVELAND, OH, 44111	NONE	PC	CLIMATE CHANGE	300,000
KQED 2601 MARIPOSA STREET SAN FRANCISCO, CA, 94110-1426	NONE	PC	EDUCATION	1,000
LITTLE WISHES PO BOX 2208 SAN ANSELMO, CA, 94979	NONE	PC	OTHER CAUSES	500
MARIN AGRICULTURAL LAND TRUST PO BOX 809 PT. REYES STATION, CA, 94956	NONE	PC	OTHER CAUSES	200
MARIN AUDUBON SOCIETY PO BOX 599 MILL VALLEY, CA, 94942-0599	NONE	PC	CLIMATE CHANGE	100
MARIN GENERAL HOSPITAL FOUNDATION 100 B DRAKE'S LANDING GREENBRAE, CA, 94904	NONE	PC	MEDICAL AND HEALTH	1,000
MARIN HUMANE SOCIETY 171 BEL MARIN KEYS BLVD NOVATO, CA, 94949	NONE	PC	OTHER CAUSES	200
MARIN YMCA 1500 LOS GAMOS DR. SAN RAFAEL, CA, 94903	NONE	PC	OTHER CAUSES	200
MCBC MARIN COUNTY BICYCLE COALITION FAIRFAX, CA, 94978	NONE	PC	OTHER CAUSES	3,000
MEDECINS SANS FRONTIERES 333 SEVENTH AVE. 2ND FLR NEW YORK, NY, 10001	NONE	PC	MEDICAL AND HEALTH	3,000
MEDSHARE INTERNATIONAL 3240 CLIFTON SPRINGS ROAD DECATUR, GA, 30034	NONE	PC	MEDICAL AND HEALTH	17,000
MORGAN LIBRARY AND MUSEUM 225 MADISON AVE NEW YORK, NY, 10016	NONE	PC	OTHER CAUSES	2,500
NATIONAL AUDUBON SOCIETY 225 VARICK ST NEW YORK, NY, 10014	NONE	PC	CLIMATE CHANGE	3,537,333
NATURE CONSERVANCY (FOR BLOCK ISLAND CONSERVANCY) 4245 N. FAIRFAX DR., STE. 100 ARLINGTON, VA, 22203-1606	NONE	PC	CLIMATE CHANGE	250,000
NEW VENTURE FUND GLOBAL OIL SUPPLY INITIATIVE (GOST) 1201 CONNECTICUT AVE. NW, SUITE WASHINGTON, DC, 20036	NONE	PC	CLIMATE CHANGE	250,000
NEW YORK UNIVERSITY NYU SCHOOL OF LAW WASHINGTON, DC, 20005	NONE	PC	CLIMATE CHANGE	165,000
NISKANEN CENTER 820 1ST ST NE, SUITE 675 WASHINGTON, DC, 20002	NONE	PC	CLIMATE CHANGE	100,000
OAKLAND LEAF 1212 BROADWAY, SUITE 700 OAKLAND, CA, 94612	NONE	PC	EDUCATION	15,000
OFFICE OF PLANNING AND RESEARCH GOVERNER'S OFFICE CALIFORNIA 1400 TENTH STREET SACRAMENTO, CA, 95814	NONE	PC	CLIMATE CHANGE	1,000,000
ORGANIZATION FOR COMMUNITY MEDICAL AND HEALTH OUTREACH PO BOX 512 RIDERWOOD, MD, 21139	NONE	PC	MEDICAL AND HEALTH	15,000
OUR CHILDREN'S TRUST P.O. BOX 5181 EUGENE, OR, 97405	NONE	PC	CLIMATE CHANGE	20,000

Name and Address	Relationship	Foundation status	Purpose	Amount
PARTNERS HEALTHCARE AT HOME SPONSOR GOLF TOURNAMENT 1575 CAMBRIDGE STREET CAMBRIDGE, MA, 00213	NONE	PC	MEDICAL AND HEALTH	10,000
PARTNERSHIP FOR TRANSPARENCY FUND 1110 VERMONT AVE NW WASHINGTON, DC, 20005	NONE	PC	ANTI CORRUPTION/LAW	75,000
PARTNERSHIP PROJECT METHANE PARTNERS CAMPAIGN PO BOX 65826 SUITE 500 WASHINGTON, DC, 20035	NONE	PC	CLIMATE CHANGE	500,000
PD ACTIVE (PARKINSON'S DISEASE) PD ACTIVE, P.O BOX 9246 BERKELEY, CA, 94709	NONE	PC	MEDICAL AND HEALTH	2,000
PLANNED PARENTHOOD KENTUCKY AND INDIANA SKYE DIRECTED PO BOX 397 INDIANAPOLIS, IN, 46206	NONE	PC	MEDICAL AND HEALTH	10,000
PROVIDENCE AFTER SCHOOL ALLIANCE (PASA) 81 CARPENTER STREET PROVIDENCE, RI, 02903	NONE	PC	EDUCATION	250
PROYECTO MIRADOR FOUNDATION 919 SIR FRANCIS DRAKE BLVD, SUITE 201 KENTFIELD, CA, 94904	NONE	PF	CLIMATE CHANGE	30,585
REDFORD CENTER PO BOX 29144 SAN FRANCISCO, CA, 94129	NONE	PC	CLIMATE CHANGE	100,000
RICE YOUNG DEMOCRATS 6100 MAIN ST HOUSTON, TX, 77005	NONE	PC	OTHER CAUSES	1,000
ROYAL ONTARIO MUSEUM (ROM) 100 QUEEN'S PARK TORONTO, ONTARIO, M55 2C6 CA	NONE	PC	EDUCATION	29,000
SAINT ANTHONY FOUNDATION 150 GOLDEN GATE AVENUE SAN FRANCISCO, CA, 94102	NONE	PC	OTHER CAUSES	5,000
SAN DOMENICO SCHOOL 1500 BUTTERFIELD RD. SAN ANSELMO, CA, 94960	NONE	PC	EDUCATION	25,000
SAN FRANCISCO EDUCATION FUND (BRIGHT FUTURES) 2730 BRYANT STREET, SECOND FLOOR SAN FRANCISCO, CA, 94110	NONE	PC	EDUCATION	500
SIEMPRE UNIDOS 1001 SMITH ROAD MILL VALLEY, CA, 94941	NONE	PC	MEDICAL AND HEALTH	61,645
SIERRA BUTTES TRAIL STEWARDSHIP P.O. BOX 26 GRAEAGLE, CA, 96103	NONE	PC	OTHER CAUSES	72,000
SKIP OF NEW YORK 601 WEST 26TH STREET 5TH FLOOR NEW YORK, NY, 10001	NONE	PC	MEDICAL AND HEALTH	30,000
SPECIAL OLYMPICS 3480 BUSKIRK AVE., SUITE 340 PLEASANT HILL, CA, 94523	NONE	PC	OTHER CAUSES	500
ST MARK'S CHURCH 85 EAST MAIN ST. MOUNT KISCO, NY, 10549	NONE	PC	OTHER CAUSES	10,000
STAND EARTH 650 CALIFORNIA ST 7TH FLOOR SAN FRANCISCO, CA, 94108	NONE	PC	OTHER CAUSES	79,536
STICHTING SED FUND FLUWELEN BURG WAL 58 GRAVENHAGE, 2511CJ	NONE	PC	CLIMATE CHANGE	1,000,000

Name and Address	Relationship	Foundation status	Purpose	Amount
NL				
SUSTAINABLE BEREA PO BOX 1302 BEREA, KY, 40403	NONE	PC	OTHER CAUSES	16,000
TRIPS FOR KIDS 138 SUNNYSIDE MILL VALLEY, CA, 94941	NONE	PC	MARIN	5,000
TRUSTED CLIMATE DATA INITIATIVE THRU GRANTHAM FOUNDATION 40 ROWES WHARF BOSTON, MA, 02110	NONE	PC	CLIMATE CHANGE	250,000
UNITED NATIONS FOUNDATION 1750 PENNSYLVANIA AVENUE NW SUITE 300 WASHINGTON, DC, 20006	NONE	PC	OTHER CAUSES	100,000
URGEWALD VON GALEN STRASSE 4 SASSENBERG, 48336 GM	NONE	PC	CLIMATE CHANGE	188,100
USHER III INITIATIVE 191 N WACKER DR. STE 2090 CHICAGO, IL, 60606	NONE	PC	MEDICAL AND HEALTH	500
VALENCIA COLLEGE FRED MACLEOD SCHOLARSHIP FUND 1800 S KIRKMAN RD ORLANDO, FL, 32811	NONE	PC	EDUCATION	10,000
WORLD WILDLIFE FUND CONSERVATION FINANCE PROGRAM, WORLD WILDLIFE FUND 1250 24TH STREET, NW WASHINGTON, DC, 20037	NONE	PC	OTHER CAUSES	2,000
YALE UNIVERSITY FBO SCHOOL OF PUBLIC MEDICAL AND HEALTH YALE UNIV. OFFICE OF DEVELOPMENT NEW HAVEN, CT, 06521-2038	NONE	PC	MEDICAL AND HEALTH	376,196
YALE UNIVERSITY FBO SCHOOL OF FORESTRY & ENVIRO STUDIES 205 PROSPECT STREET SAGE HALL FL 4 NEW HAVEN, CT, 06511	NONE	PC	CLIMATE CHANGE	50,000

Return Reference - Identifier	Explanation
SCHEDULE B, PART I - (A) - DONOR ADDRESS	NO.2: UNIT 2A, 23/F KWONG CHIU TERRACE, 4 FORTRESS HILL ROAD