

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
 ▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

A For the 2017 calendar year, or tax year beginning 7/01, 2017, and ending 6/30, 2018

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return/terminated
 Amended return
 Application pending

C FORTY-NINER SHOPS, INC.
6049 EAST SEVENTH STREET
LONG BEACH, CA 90840

D Employer identification number: 95-1782943

E Telephone number: 562 985-5093

G Gross receipts \$ 38,878,830.

F Name and address of principal officer: MR. DON PENROD
SAME AS C ABOVE

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
 If 'No,' attach a list. (see instructions)

I Tax-exempt status: 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

J Website: WWW.SHOPTHEBEACH.COM

K Form of organization: Corporation Trust Association Other ▶

L Year of formation: 1953 **M** State of legal domicile: CA

Part I Summary

1 Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	11
4	Number of independent voting members of the governing body (Part VI, line 1b)	2
5	Total number of individuals employed in calendar year 2017 (Part V, line 2a)	1,251
6	Total number of volunteers (estimate if necessary)	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	379,604.
7b	Net unrelated business taxable income from Form 990-T, line 34	-26,105.

	Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	
9	Program service revenue (Part VIII, line 2g)	1,892,112.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	424,877.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	19,768,963.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	22,217,653.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	278,914.
14	Benefits paid to or for members (Part IX, column (A), line 4)	
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	13,860,971.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	
b	Total fundraising expenses (Part IX, column (D), line 25) ▶	
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	7,625,839.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	21,765,724.
19	Revenue less expenses. Subtract line 18 from line 12	451,929.

	Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	27,571,939.
21	Total liabilities (Part X, line 26)	15,744,114.
22	Net assets or fund balances. Subtract line 21 from line 20	11,827,825.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Signature of officer: [Signature] Date: 11/8/18

Type or print name and title: DON PENROD, CEO

Print/Type preparer's name: MARK GRAY, CPA Preparer's signature: [Signature] Date:

Check if self-employed PTIN: P00048565

Firm's name: GUZMAN & GRAY, CERTIFIED PUBLIC ACCOUNTANTS Firm's EIN: 33-0302407

Firm's address: 4510 E. PACIFIC COAST HIGHWAY, SUITE 270
LONG BEACH, CA 90804 Phone no.: (562) 498-0997

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission:

SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If 'Yes,' describe these changes on Schedule O. SEE SCHEDULE O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 17,012,297. including grants of \$) (Revenue \$ 21,412,619.)

SEE SCHEDULE O

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 17,012,297.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If 'Yes,' complete Schedule A.</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If 'Yes,' complete Schedule C, Part I.</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If 'Yes,' complete Schedule C, Part II.</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If 'Yes,' complete Schedule C, Part III.</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If 'Yes,' complete Schedule D, Part I.</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If 'Yes,' complete Schedule D, Part II.</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If 'Yes,' complete Schedule D, Part III.</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If 'Yes,' complete Schedule D, Part IV.</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If 'Yes,' complete Schedule D, Part V.</i>		X
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If 'Yes,' complete Schedule D, Part VI.</i>	X	
b Did the organization report an amount for investments – other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part VII.</i>		X
c Did the organization report an amount for investments – program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part VIII.</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part IX.</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If 'Yes,' complete Schedule D, Part X.</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If 'Yes,' complete Schedule D, Part X.</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If 'Yes,' complete Schedule D, Parts XI and XII.</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional.</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If 'Yes,' complete Schedule E.</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If 'Yes,' complete Schedule F, Parts I and IV.</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If 'Yes,' complete Schedule F, Parts II and IV.</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If 'Yes,' complete Schedule F, Parts III and IV.</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If 'Yes,' complete Schedule G, Part I</i> (see instructions).		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If 'Yes,' complete Schedule G, Part II.</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If 'Yes,' complete Schedule G, Part III.</i>		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If 'Yes,' complete Schedule H.</i>		X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II.</i>	X	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III.</i>		X
23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If 'Yes,' complete Schedule J.</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25a.</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I.</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part I.</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If 'Yes,' complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If 'Yes,' complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M.</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M.</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I.</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Part II, III, or IV, and Part V, line 1.</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

BAA

Form 990 (2017)

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1 a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. 1 a 20		
1 b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 1 b 0		
1 c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2 a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 2 a 1,251		
2 b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3 a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
3 b	If 'Yes,' has it filed a Form 990-T for this year? If 'No' to line 3b, provide an explanation in Schedule O.	X	
4 a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4 b	If 'Yes,' enter the name of the foreign country: See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5 a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5 b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5 c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?		
6 a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
6 b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7 a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7 b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		
7 c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7 d	If 'Yes,' indicate the number of Forms 8282 filed during the year. 7 d		
7 e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7 f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7 g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	X	
7 h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	X	
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9 a	Did the sponsoring organization make any taxable distributions under section 4966?		
9 b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10 a	Initiation fees and capital contributions included on Part VIII, line 12.		
10 b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter:		
11 a	Gross income from members or shareholders.		
11 b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12 a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12 b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year. 12 b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13 a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13 b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13 c	Enter the amount of reserves on hand.		
14 a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14 b	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O.		

Part VI Governance, Management, and Disclosure For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI. [X]

Section A. Governing Body and Management

Table with columns for line numbers (1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9) and Yes/No columns. Contains questions about governing body members, relationships, and documentation.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with columns for line numbers (10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b) and Yes/No columns. Contains questions about local chapters, policies, conflict of interest, whistleblower, and compensation.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
[X] Own website [X] Another's website [X] Upon request [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. SEE SCHEDULE O
20 State the name, address, and telephone number of the person who possesses the organization's books and records: CONTROLLER 6049 EAST SEVENTH STREET LONG BEACH CA 90840 562 985-5549

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII.

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ALVARO CASTILLO DIRECTOR	2 0	X						0.	0.	0.
(2) MARY STEPHENS (TO 12/17) TREASURER	2 0	X		X				0.	243,864.	71,869.
(3) WENDY REIBOLDT DIRECTOR	2 0	X						0.	149,774.	61,817.
(4) COLETTE REDDEN DIRECTOR	2 0	X						0.	45,496.	14,411.
(5) LEE BLECHER DIRECTOR	2 0	X						0.	119,440.	37,027.
(6) JOSEPH NINO DIRECTOR	2 0	X						0.	0.	0.
(7) JONATHAN WANLESS DIRECTOR	2 0	X						0.	0.	0.
(8) CARMEN TAYLOR CHAIRMAN	3 0	X		X				0.	210,737.	82,458.
(9) SCOTT APEL (FROM 1/18) TREASURER	2 0	X		X				0.	184,243.	80,450.
(10) SOFIA MUSMAN DIRECTOR	2 0	X						0.	0.	0.
(11) SYLVANA CICERO DIRECTOR	2 0	X						0.	0.	0.
(12) JOSHUA CASON DIRECTOR	2 0	X						0.	0.	0.
(13) DON PENROD GENERAL MGR/SEC	40 0			X				210,182.	0.	28,034.
(14) ROBERT DEWIT CONTROLLER	40 0			X				165,193.	0.	42,304.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(15) CLINT CAMPBELL DIR OF CNTRCTS ADM	40 0				X		126,386.	0.	32,422.
(16) MELISSA DEVAN DIR OF DINING SRVS	40 0				X		121,332.	0.	22,537.
(17) JARED GAIR CEJA DIR OF BKSTR SRVS	40 0				X		149,667.	0.	36,278.
(18)									
(19)									
(20)									
(21)									
(22)									
(23)									
(24)									
(25)									
1 b Sub-total							772,760.	953,554.	509,607.
c Total from continuation sheets to Part VII, Section A							0.	0.	0.
d Total (add lines 1b and 1c)							772,760.	953,554.	509,607.
2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization									5

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If 'Yes,' complete Schedule J for such individual.</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If 'Yes,' complete Schedule J for such individual.</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If 'Yes,' complete Schedule J for such person.</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1 a				
	b Membership dues	1 b				
	c Fundraising events	1 c				
	d Related organizations	1 d				
	e Government grants (contributions)	1 e				
	f All other contributions, gifts, grants, and similar amounts not included above	1 f				
	g Noncash contributions included in lines 1a-1f: \$					
	h Total. Add lines 1a-1f					
Program Service Revenue	2 a <u>CNTRCTD ENTERPRISE REV.</u>		2,023,813.	2,023,813.		
	b _____					
	c _____					
	d _____					
	e _____					
	f All other program service revenue					
	g Total. Add lines 2a-2f		2,023,813.			
	Other Revenue	3 Investment income (including dividends, interest and other similar amounts)		233,860.		233,860.
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6 a Gross rents		(i) Real				
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)				
d Net rental income or (loss)						
7 a Gross amount from sales of assets other than inventory		(i) Securities	1,417,727.			
		(ii) Other				
		b Less: cost or other basis and sales expenses	1,226,157.	553.		
		c Gain or (loss)	191,570.	-553.		
d Net gain or (loss)			191,017.	-553.	191,570.	
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18		a				
		b Less: direct expenses				
	c Net income or (loss) from fundraising events					
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses					
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a 35151919.					
	b Less: cost of goods sold	b 15434467.				
	c Net income or (loss) from sales of inventory		19,717,452.	19,389,359.	328,093.	
Miscellaneous Revenue		Business Code				
11 a <u>CATERING SERVICES</u>	722320	51,511.		51,511.		
b _____						
c _____						
d All other revenue						
e Total. Add lines 11a-11d		51,511.				
12 Total revenue. See instructions		22,217,653.	21,412,619.	379,604.	425,430.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX.

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	278,914.	278,914.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	389,629.	0.	389,629.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	9,041,650.	7,714,177.	1,327,473.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	3,843,985.	2,115,190.	1,728,795.	
10 Payroll taxes	585,707.	468,008.	117,699.	
11 Fees for services (non-employees):				
a Management				
b Legal	1,500.		1,500.	
c Accounting	44,350.	23,579.	20,771.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	34,715.		34,715.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	172,912.	7,717.	165,195.	
12 Advertising and promotion	149,627.	177,881.	-28,254.	
13 Office expenses				
14 Information technology				
15 Royalties	695,237.	695,237.		
16 Occupancy	114,962.	114,962.		
17 Travel	38,764.	16,133.	22,631.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	146,390.	-1,010.	147,400.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,032,961.	927,025.	105,936.	
23 Insurance	93,967.	89,712.	4,255.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>REPAIRS & MAINTENANCE</u>	1,004,508.	650,578.	353,930.	
b <u>SUPPLIES</u>	853,859.	777,389.	76,470.	
c <u>COMMISSIONS</u>	786,836.	786,836.		
d <u>BANK & CREDIT CARD FEES</u>	605,337.	531,551.	73,786.	
e All other expenses	1,849,914.	1,638,418.	211,496.	
25 Total functional expenses. Add lines 1 through 24e	21,765,724.	17,012,297.	4,753,427.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X.

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash – non-interest-bearing.....	4,295,499.	1	4,551,594.
	2 Savings and temporary cash investments.....	5,143,502.	2	5,865,358.
	3 Pledges and grants receivable, net.....		3	
	4 Accounts receivable, net.....	1,571,945.	4	1,879,093.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.....		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L.....		6	
	7 Notes and loans receivable, net.....		7	
	8 Inventories for sale or use.....	2,727,406.	8	2,970,195.
	9 Prepaid expenses and deferred charges.....	22,071.	9	62,149.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.....	10a 26,670,940.		
	b Less: accumulated depreciation.....	10b 18,367,979.	8,486,644.	10c 8,302,961.
	11 Investments – publicly traded securities.....	3,934,022.	11	3,940,589.
	12 Investments – other securities. See Part IV, line 11.....		12	
	13 Investments – program-related. See Part IV, line 11.....		13	
	14 Intangible assets.....		14	
	15 Other assets. See Part IV, line 11.....		15	
16 Total assets. Add lines 1 through 15 (must equal line 34).....	26,181,089.	16	27,571,939.	
Liabilities	17 Accounts payable and accrued expenses.....	334,485.	17	513,567.
	18 Grants payable.....		18	
	19 Deferred revenue.....		19	
	20 Tax-exempt bond liabilities.....		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D.....		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L.....		22	
	23 Secured mortgages and notes payable to unrelated third parties.....	3,478,768.	23	3,370,957.
	24 Unsecured notes and loans payable to unrelated third parties.....		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D.....	11,333,269.	25	11,859,590.
	26 Total liabilities. Add lines 17 through 25.....	15,146,522.	26	15,744,114.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets.....	11,034,567.	27	11,827,825.
	28 Temporarily restricted net assets.....		28	
	29 Permanently restricted net assets.....		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds.....		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund.....		31	
	32 Retained earnings, endowment, accumulated income, or other funds.....		32	
	33 Total net assets or fund balances.....	11,034,567.	33	11,827,825.
	34 Total liabilities and net assets/fund balances.....	26,181,089.	34	27,571,939.

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Form 990 (2017)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI.

1	Total revenue (must equal Part VIII, column (A), line 12)	1	22,217,653.
2	Total expenses (must equal Part IX, column (A), line 25)	2	21,765,724.
3	Revenue less expenses. Subtract line 2 from line 1	3	451,929.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	11,034,567.
5	Net unrealized gains (losses) on investments	5	341,329.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	11,827,825.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII.

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____		
If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.			
2 a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:			
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2 b	Were the organization's financial statements audited by an independent accountant?	X	
If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:			
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2 c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3 a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3 b	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

BAA

Form **990** (2017)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

Open to Public Inspection

Name of the organization FORTY-NINER SHOPS, INC.	Employer identification number 95-1782943
------------------------------------------------------------	-----------------------------------------------------

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations 1
 - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A) CSU, LONG BEACH	93-1150363	2			278,914.	0.
(B)						
(C)						
(D)						
(E)						
Total					278,914.	0.

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.)						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						
3 The value of services or facilities furnished by a governmental unit to the organization without charge.						
4 Total. Add lines 1 through 3.						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
7 Amounts from line 4.						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources.						
9 Net income from unrelated business activities, whether or not the business is regularly carried on.						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10.						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here .						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f)).	14	%
15 Public support percentage from 2016 Schedule A, Part II, line 14.	15	%
16a 33-1/3% support test—2017. If the organization did not check the box on line 13, and line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization.	<input type="checkbox"/>	
b 33-1/3% support test—2016. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization.	<input type="checkbox"/>	
17a 10%-facts-and-circumstances test—2017. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part VI how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization.	<input type="checkbox"/>	
b 10%-facts-and-circumstances test—2016. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part VI how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization.	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.	<input type="checkbox"/>	

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.)						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose.						
3 Gross receipts from activities that are not an unrelated trade or business under section 513.						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						
5 The value of services or facilities furnished by a governmental unit to the organization without charge.						
6 Total. Add lines 1 through 5.						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons.						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year.						
c Add lines 7a and 7b.						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources.						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						
c Add lines 10a and 10b.						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**. ▶

Section C. Computation of Public Support Percentage

15 Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2016 Schedule A, Part III, line 15.	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2017 (line 10c, column (f) divided by line 13, column (f)).	17	%
18 Investment income percentage from 2016 Schedule A, Part III, line 17.	18	%

19a 33-1/3% support tests—2017. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization. ▶

b 33-1/3% support tests—2016. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization. ▶

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. ▶

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If 'No,' describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>	X	
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If 'Yes,' explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		X
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If 'Yes,' answer (b) and (c) below.</i>		X
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If 'Yes,' describe in Part VI when and how the organization made the determination.</i>		
3c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If 'Yes,' explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ('foreign supported organization')? <i>If 'Yes' and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		X
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If 'Yes,' describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If 'Yes,' explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If 'Yes,' answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		X
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If 'Yes,' provide detail in Part VI.</i>		X
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If 'Yes,' complete Part I of Schedule L (Form 990 or 990-EZ).</i>		X
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If 'Yes,' complete Part I of Schedule L (Form 990 or 990-EZ).</i>		X
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If 'Yes,' provide detail in Part VI.</i>		X
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If 'Yes,' provide detail in Part VI.</i>		X
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If 'Yes,' provide detail in Part VI.</i>		X
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If 'Yes,' answer 10b below.</i>		X
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

11 Has the organization accepted a gift or contribution from any of the following persons?

a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?

b A family member of a person described in (a) above?

c A 35% controlled entity of a person described in (a) or (b) above? If 'Yes' to a, b, or c, provide detail in Part VI.

	Yes	No
11a		X
11b		X
11c		X

Section B. Type I Supporting Organizations

1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If 'No,' describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.

2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If 'Yes,' explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.

	Yes	No
1		
2		

Section C. Type II Supporting Organizations

1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If 'No,' describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).

	Yes	No
1		

Section D. All Type III Supporting Organizations

1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?

2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If 'No,' explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).

3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If 'Yes,' describe in Part VI the role the organization's supported organizations played in this regard.

	Yes	No
1	X	
2	X	
3		X

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).

a The organization satisfied the Activities Test. Complete line 2 below.

b The organization is the parent of each of its supported organizations. Complete line 3 below.

c The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).

SEE PART VI

2 Activities Test. Answer (a) and (b) below.

a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If 'Yes,' then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.

b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If 'Yes,' explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.

3 Parent of Supported Organizations. Answer (a) and (b) below.

a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.

b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If 'Yes,' describe in Part VI the role played by the organization in this regard.

	Yes	No
2a		
2b		
3a		
3b		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A – Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4).	8	

Section B – Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C – Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	

7 Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).

BAA

Schedule A (Form 990 or 990-EZ) 2017

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D – Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2017 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

Section E – Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2017	(iii) Distributable Amount for 2017
1 Distributable amount for 2017 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2017 (reasonable cause required – explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2017			
a			
b From 2013			
c From 2014			
d From 2015			
e From 2016			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2017 distributable amount			
i Carryover from 2012 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2017 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2017 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2017, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6 Remaining underdistributions for 2017. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7 Excess distributions carryover to 2018. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2013			
b Excess from 2014			
c Excess from 2015			
d Excess from 2016			
e Excess from 2017			

BAA

Schedule A (Form 990 or 990-EZ) 2017

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

PART IV, SECTION E, LINE 1C - EXPLAIN HOW ORGANIZATION SUPPORTS GOVERNMENT ENTITY

THE ORGANIZATION'S MISSION IS TO ENHANCE AND SUPPORT THE EDUCATIONAL PROCESS OF CALIFORNIA STATE UNIVERSITY, LONG BEACH BY PROVIDING THE GOODS AND SERVICES TO PROMOTE A LEARNING COMMUNITY; BY TRAINING STUDENT EMPLOYEES WITH LIFE AND CAREER SKILLS; AND BY FUNDING SCHOLARSHIPS, INTERNSHIPS AND OTHER PROGRAMS THAT PROMOTE STUDENT SUCCESS.

DURING THE YEAR, THE ORGANIZATION PROVIDED ITS PROGRAM ACTIVITIES TO APPROXIMATELY 37,500 STUDENTS, 3,450 FACULTY AND STAFF AND EMPLOYED OVER 1,000 PART TIME STUDENTS. THE PROGRAM ACTIVITIES INCLUDE BOOKSTORE SERVICES, CONVENIENCE STORES, DINING SERVICES, UNIVERSITY PRINT SHOP, ID CARD SERVICES, AND STUDENT EMPLOYMENT SERVICES.

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered 'Yes' on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990.**

▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

OMB No. 1545-0047

2017

Open to Public Inspection

Name of the organization

Employer identification number

FORTY-NINER SHOPS, INC.

95-1782943

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part II Conservation Easements.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2 a
b Total acreage restricted by conservation easements	2 b
c Number of conservation easements on a certified historic structure included in (a)	2 c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2 d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 8.

1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenue included on Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered 'Yes' on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1 a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If 'Yes,' explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1 c |
| d Additions during the year | 1 d |
| e Distributions during the year | 1 e |
| f Ending balance | 1 f |
- 2 a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No
- b If 'Yes,' explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII. Yes No

Part V Endowment Funds. Complete if the organization answered 'Yes' on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1 a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment _____ %
 - c Temporarily restricted endowment _____ %
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3 a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|--------------------------------------------------------------------------------------------|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If 'Yes' on line 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1 a Land				
b Buildings		19,669,762.	12,897,532.	6,772,230.
c Leasehold improvements				
d Equipment		46,734.	37,402.	9,332.
e Other		6,954,444.	5,433,045.	1,521,399.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				8,302,961.

Part VII Investments – Other Securities.

N/A

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total. (Column (b) must equal Form 990, Part X, column (B) line 12.)		

Part VIII Investments – Program Related.

N/A

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, column (B) line 13.)		

Part IX Other Assets.

N/A

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 15.)	

Part X Other Liabilities.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) ACCRUED LIABILITIES	539,507.
(3) ACCRUED PAYROLL AND VACATION	1,093,673.
(4) ACCRUED POST RETIREMENT BENEFITS	2,717,908.
(5) ACCRUED SICK PAY	1,083,565.
(6) PENSION OBLIGATION	6,122,342.
(7) REFUNDABLE CAMPUS DEBIT CARD DPSTS	302,595.
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25.)	11,859,590.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	37,958,734.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
	a Net unrealized gains (losses) on investments	2a	341,329.
	b Donated services and use of facilities	2b	
	c Recoveries of prior year grants	2c	
	d Other (Describe in Part XIII.) SEE PART XIII	2d	15,434,467.
	e Add lines 2a through 2d	2e	15,775,796.
3	Subtract line 2e from line 1	3	22,182,938.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a	34,715.
	b Other (Describe in Part XIII.)	4b	
	c Add lines 4a and 4b	4c	34,715.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	22,217,653.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	37,165,476.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
	a Donated services and use of facilities	2a	
	b Prior year adjustments	2b	
	c Other losses	2c	
	d Other (Describe in Part XIII.) SEE PART XIII	2d	15,434,467.
	e Add lines 2a through 2d	2e	15,434,467.
3	Subtract line 2e from line 1	3	21,731,009.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a	34,715.
	b Other (Describe in Part XIII.)	4b	
	c Add lines 4a and 4b	4c	34,715.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	21,765,724.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

**SCHEDULE D, PART XI, LINE 2D
OTHER REVENUE INCLUDED IN F/S BUT NOT INCLUDED ON FORM 990**

COST OF GOODS SOLD \$ 15,434,467.
TOTAL \$ 15,434,467.

**SCHEDULE D, PART XII, LINE 2D
OTHER EXPENSES AND LOSSES PER AUDITED F/S**

COST OF GOODS SOLD \$ 15,434,467.
TOTAL \$ 15,434,467.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for the latest information

OMB No. 1545-0047

2017

**Open to Public
Inspection**

Name of the organization **FORTY-NINER SHOPS, INC.**

Employer identification number
95-1782943

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered 'Yes' on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) CAL. STATE UNIV., LONG BEACH 1250 BELLFLOWER BLVD LONG BEACH, CA 90840	93-1150363	CA PUBLIC UNIVERSITY	278,914.	0.			VOL. PMT TO AFFLIATE ORG.
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ **1**

3 Enter total number of other organizations listed in the line 1 table ▶ **0**

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered 'Yes' on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

2017

- ▶ Complete if the organization answered 'Yes' on Form 990, Part IV, line 23.
- ▶ Attach to Form 990.

Open to Public Inspection

▶ Go to www.irs.gov/form990 for instructions and the latest information

Department of the Treasury
Internal Revenue Service

Name of the organization **FORTY-NINER SHOPS, INC.**

Employer identification number
95-1782943

Part I Questions Regarding Compensation

1 a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--------------------------------------------------------------------|-----------------------------------------------------------------------------|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as, maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain.

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|-------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If 'Yes' on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If 'Yes' on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If 'Yes,' describe in Part III.

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If 'Yes,' describe in Part III.

9 If 'Yes' on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2017

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns(B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 DON PENROD GENERAL MGR/SEC	(i)	167,905.	33,980.	8,297.	18,188.	9,846.	238,216.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 MARY STEPHENS (TO 12/17) TREASURER	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	243,468.	0.	396.	62,037.	9,832.	315,733.	0.
3 WENDY REIBOLDT DIRECTOR	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	149,324.	450.	0.	36,279.	25,538.	211,591.	0.
4 ROBERT DEWIT CONTROLLER	(i)	144,013.	21,863.	-683.	14,953.	27,351.	207,497.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 LEE BLECHER DIRECTOR	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	118,515.	925.	0.	27,306.	9,721.	156,467.	0.
6 CARMEN TAYLOR CHAIRMAN	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	210,479.	0.	258.	59,148.	23,310.	293,195.	0.
7 SCOTT APEL (FROM 1/18) TREASURER	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	184,105.	0.	138.	52,006.	28,444.	264,693.	0.
8 CLINT CAMPBELL DIR OF CNTRCTS ADM	(i)	110,715.	14,293.	1,378.	11,275.	21,147.	158,808.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9 JARED GAIR CEJA DIR OF BKSTR SRVS	(i)	129,738.	19,699.	230.	13,473.	22,805.	185,945.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART III - ADDITIONAL INFORMATION

THE ORGANIZATION HAS AN INCENTIVE COMPENSATION PROGRAM (APPROVED BY THE PERSONNEL COMMITTEE) THAT ALL MANAGEMENT PERSONNEL PARTICIPATE IN. THE INCENTIVE IS BASED ON A COMBINATION OF COMPANYWIDE FINANCIAL RESULTS AND PERSONAL GOAL ACHIEVEMENT.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017

**Open to Public
Inspection**

FORTY-NINER SHOPS, INC.

Employer identification number

95-1782943

FORM 990, PART I, LINE 1 - ORGANIZATION MISSION OR SIGNIFICANT ACTIVITIES

THE MISSION IS TO ENHANCE AND SUPPORT THE EDUCATIONAL PROCESS OF CALIFORNIA STATE UNIVERSITY, LONG BEACH BY PROVIDING THE GOODS AND SERVICES TO PROMOTE A LEARNING COMMUNITY; BY TRAINING STUDENT EMPLOYEES WITH LIFE AND CAREER SKILLS; AND BY FUNDING SCHOLARSHIPS, INTERNSHIPS AND OTHER PROGRAMS THAT PROMOTE STUDENT SUCCESS.

FORM 990, PART III, LINE 1 - ORGANIZATION MISSION

THE MISSION IS TO ENHANCE AND SUPPORT THE EDUCATIONAL PROCESS OF CALIFORNIA STATE UNIVERSITY, LONG BEACH BY PROVIDING THE GOODS AND SERVICES TO PROMOTE A LEARNING COMMUNITY; BY TRAINING STUDENT EMPLOYEES WITH LIFE AND CAREER SKILLS; AND BY FUNDING SCHOLARSHIPS, INTERNSHIPS AND OTHER PROGRAMS THAT PROMOTE STUDENT SUCCESS.

FORM 990, PART III, LINE 3 - CEASED CONDUCTING OR SIGNIFICANT CHANGES TO SERVICES

CAMPUS RENT AGREEMENT REFLECTED LOCATION PRICE CHANGES BUT REMAINED SAME IN TOTAL. NEGOTIATED A LEASE AGREEMENT WITH LB FINANCIAL.

FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS

DURING THE YEAR, THE ORGANIZATION PROVIDED ITS PROGRAM ACTIVITIES TO APPROXIMATELY 37,500 STUDENTS, 3,450 FACULTY AND STAFF AND EMPLOYED OVER 1,000 PART TIME STUDENTS. THE PROGRAM ACTIVITIES INCLUDE:

BOOKSTORE SERVICES

THE SHOPS TAKE PRIDE IN PROVIDING RETAIL SERVICES TO THE CAMPUS THROUGH OUR:

- UNIVERSITY BOOKSTORE- WHERE STUDENTS CAN PURCHASE SCHOOL SUPPLIES, LOGO APPAREL, COMPUTERS, COURSE SUPPLIES AND TEXTBOOKS.
- ART STORE- WHERE STUDENTS CAN FIND EVERYTHING THEY NEED FOR ACADEMIC ART PROJECTS INCLUDING: PHOTOGRAPHY, PAINTING, DRAWING, CERAMICS, PRINT MAKING, AND GENERAL BOOKS.
- THE BEACH ON 2ND STREET- OFF CAMPUS CSULB RETAIL STORE IN BELMONT SHORE OFFERING LOGO APPAREL, GIFTS, AND MORE.

Name of the organization

FORTY-NINER SHOPS, INC.

Employer identification number

95-1782943

FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS

CONVENIENCE STORES

THE SHOPS OPERATE 4 CONVENIENCE STORES THAT ARE LOCATED THROUGHOUT THE CAMPUS. THE CONVENIENCE STORES OFFER GRAB'N'GO SANDWICHES, SOUPS, SNACKS, BEVERAGES, OVER THE COUNTER MEDICATION, AND BASIC SCHOOL SUPPLIES. THEY ARE LOCATED AT THE UNIVERSITY STUDENT UNION, BEACH HUT, BOOKSTORE, AND THE OUTPOST.

DINING SERVICES

THE SHOPS ALSO OPERATE DINING SERVICES THROUGHOUT THE CAMPUS INCLUDING:

- RESIDENTIAL DINING- ALL-YOU-CARE-TO-EAT DINING OPERATIONS ARE PROVIDED FOR STUDENTS LIVING IN THE TWO ON-CAMPUS RESIDENCE HALLS (PARKSIDE AND HILLSIDE) AND RESIDENTIAL LEARNING COLLEGE (BEACHSIDE) WHICH IS LOCATED OFF THE MAIN CAMPUS.
- UNIVERSITY DINING PLAZA- FOOD COURT THAT PROVIDES A WIDE VARIETY OF CUISINES AND BEVERAGE CHOICES, THE CHARTROOM RESTAURANT, AND THE NUGGET GRILL & PUB.
- OUTPOST GRILL, FOOD AND COFFEE AT THE LIBRARY, CONCESSIONS AT MOST ATHLETICS EVENTS, MOST PROMINENTLY AT THE WALTER PYRAMID AND BLAIR FIELD AND BEACH CATERING PROVIDING CATERING SERVICES THROUGHOUT CAMPUS.

UNIVERSITY PRINT

THE SHOPS PROVIDE PRINTING SERVICES TO CAMPUS THROUGH THE CAMPUS COPY CENTER, LOCATED IN THE UNIVERSITY BOOKSTORE AND IN PARTNERSHIP WITH THE UNIVERSITY THROUGH THE UNIVERSITY PRINT SHOP.

ID CARD SERVICES

THE SHOPS PROVIDE ID CARD SERVICES TO THE CAMPUS. THIS ID CARD ALSO DOUBLES AS A BEACH CLUB DEBIT CARD. STUDENTS CAN PUT MONEY ON THEIR BEACH CLUB CARD TO USE AT

Name of the organization

FORTY-NINER SHOPS, INC.

Employer identification number

95-1782943

FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS

CAMPUS EATERIES, COMPUTER LABS, AND RETAIL LOCATIONS. THE BEACH CARD IS ALSO ACCEPTED BY CERTAIN RETAILERS OFF-CAMPUS.

STUDENT SUCCESS

AS ONE OF THE LARGEST EMPLOYERS OF STUDENTS ON CAMPUS, THE SHOPS ARE COMMITTED TO SUPPORTING STUDENT SUCCESS BY:

- TRAINING STUDENT EMPLOYEES WITH LIFE AND CAREER SKILLS;
- PROVIDING FLEXIBLE WORK SCHEDULES;
- FUNDING SCHOLARSHIPS;
- PROVIDING INTERNSHIPS; AND
- SUPPORTING PROGRAMS THAT PROMOTE STUDENT SUCCESS.

FORM 990, PART VI, LINE 1A - EXPLANATION OF DELEGATED BROAD AUTHORITY TO COMMITTEE

THE BOARD HAS PREVIOUSLY DELEGATED THE REVIEW OF THE FORM 990 TO THE FINANCE COMMITTEE.

FORM 990, PART VI, LINE 9 - OFFICER, DIRECTOR, TRUSTEE, KEY EMPLOYEE MAILING ADDRESS

MARY STEPHENS

1250 BELLFLOWER BLVD.

LONG BEACH, CA 90840

SCOTT APEL

1250 BELLFLOWER BLVD.

LONG BEACH, CA 90840

COLETTE REDDEN

1250 BELLFLOWER BLVD.

LONG BEACH, CA 90840

Name of the organization

FORTY-NINER SHOPS, INC.

Employer identification number

95-1782943

FORM 990, PART VI, LINE 9 - OFFICER, DIRECTOR, TRUSTEE, KEY EMPLOYEE MAILING ADDRESS (CONTINUED)

WENDY REIBOLDT

1250 BELLFLOWER BLVD.

LONG BEACH, CA 90840

LEE BLECHER

1250 BELLFLOWER BLVD.

LONG BEACH, CA 90840

CARMEN TAYLOR

1250 BELLFLOWER BLVD.

LONG BEACH, CA 90840

JOSEPH NINO

1212 BELLFLOWER BLVD.

LONG BEACH, CA 90815

JONATHAN WANLESS

1212 BELLFLOWER BLVD.

LONG BEACH, CA 90815

SOFIA MUSMAN

1212 BELLFLOWER BLVD.

LONG BEACH, CA 90815

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS

FORM 990 IS FORMALLY PRESENTED BY THE EXTERNAL AUDIT FIRM TO THE FINANCE COMMITTEE.

Name of the organization

FORTY-NINER SHOPS, INC.

Employer identification number

95-1782943

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS (CONTINUED)

THE COMMITTEE REVIEWS AND APPROVES THE FORM 990 UNDER DELEGATED AUTHORITY FROM THE BOD WITH COPIES PROVIDED TO ALL MEMBERS.

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS

WITH THE ADVENT OF A NEW BOARD AT THE BEGINNING OF EACH FISCAL YEAR, BOTH NEW AND RETURNING BOARD MEMBERS ARE REQUIRED TO SIGN A CONFLICT OF INTEREST FORM PER BOD POLICY GUIDELINES.

FORM 990, PART VI, LINE 15A - COMPENSATION REVIEW & APPROVAL PROCESS - CEO & TOP MANAGEMENT

UNDER GUIDANCE OF THE PERSONNEL COMMITTEE A FORMAL COMPANY WIDE COMPENSATION STUDY IS CONDUCTED EVERY 3-5 YEARS. A COMPENSATION STUDY WAS RECENTLY COMPLETED IN 2017.

FORM 990, PART VI, LINE 15B - COMPENSATION REVIEW & APPROVAL PROCESS - OFFICERS & KEY EMPLOYEES

UNDER GUIDANCE OF THE PERSONNEL COMMITTEE A FORMAL COMPANY WIDE COMPENSATION STUDY IS CONDUCTED EVERY 3-5 YEARS. A COMPENSATION STUDY WAS RECENTLY COMPLETED IN 2017.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

AVAILABLE UPON REQUEST AND IS AVAILABLE ON THE ORGANIZATION'S WEBSITE AT WWW.CSULB.EDU/EXPLORE/49ER-SHOPS-BEACH

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

Related Organizations and Unrelated Partnerships

- ▶ Complete if the organization answered 'Yes' on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
 - ▶ Attach to Form 990.
- ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

Open to Public Inspection

FORTY-NINER SHOPS, INC.

Employer identification number
95-1782943

Part I Identification of Disregarded Entities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) ----- ----- -----					
(2) ----- ----- -----					
(3) ----- ----- -----					

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Sec 512(b)(13) controlled entity?	
						Yes	No
(1) CALIFORNIA STATE UNIVERSITY, LONG 1250 BELLFLOWER BLVD. LONG BEACH, CA 90840 93-1150363	PUBLIC UNIVERSITY	CA			N/A		X
(2) ----- ----- -----							
(3) ----- ----- -----							
(4) ----- ----- -----							

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) ----- ----- -----												
(2) ----- ----- -----												
(3) ----- ----- -----												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Sec 512(b)(13) controlled entity?	
								Yes	No
(1) ----- ----- -----									
(2) ----- ----- -----									
(3) ----- ----- -----									

Part V Transactions With Related Organizations. Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest, **(ii)** annuities, **(iii)** royalties, or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1 a		X
1 b	X	
1 c		X
1 d		X
1 e		X
1 f		X
1 g		X
1 h		X
1 i		X
1 j		X
1 k	X	
1 l		X
1 m		X
1 n		X
1 o		X
1 p	X	
1 q	X	
1 r		X
1 s		X

2 If the answer to any of the above is 'Yes,' see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) CALIFORNIA STATE UNIVERSITY, LONG BEACH	B	278,914	FMV
(2) CALIFORNIA STATE UNIVERSITY, LONG BEACH	K	372,332	FMV
(3) CALIFORNIA STATE UNIVERSITY, LONG BEACH	P	460,168	FMV
(4) CALIFORNIA STATE UNIVERSITY, LONG BEACH	Q	2,719,266	FMV
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered 'Yes' on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) ----- ----- -----													
(2) ----- ----- -----													
(3) ----- ----- -----													
(4) ----- ----- -----													
(5) ----- ----- -----													
(6) ----- ----- -----													
(7) ----- ----- -----													
(8) ----- ----- -----													

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 7/01, 2017, and ending 6/30, 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).

Department of the Treasury
Internal Revenue Service

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

A <input type="checkbox"/> Check box if address changed B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)	Print or Type	<input type="checkbox"/> Check box if name changed and see instructions. FORTY-NINER SHOPS, INC. 6049 EAST SEVENTH STREET LONG BEACH, CA 90840	D Employer identification number (Employees' trust, see instructions.) 95-1782943 E Unrelated business activity codes (See instructions.) 452000
-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	----------------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

C Book value of all assets at end of year 27,571,939.	F Group exemption number (See instructions.) ▶ G Check organization type. . . . ▶ <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust
---------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

H Describe the organization's primary unrelated business activity.
▶ **OFF CAMPUS STORE SELLS CSULB LOGO MERCHNDSE**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group . . . ▶ Yes No
If 'Yes,' enter the name and identifying number of the parent corporation . . . ▶

J The books are in care of ▶ **CONTROLLER** Telephone number ▶ **562 985-5549**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales 572,064.			
b Less returns and allowances c Balance ▶	1 c	572,064.	
2 Cost of goods sold (Schedule A, line 7)	2	243,971.	
3 Gross profit. Subtract line 2 from line 1c	3	328,093.	328,093.
4 a Capital gain net income (attach Schedule D)	4 a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4 b		
c Capital loss deduction for trusts	4 c		
5 Income (loss) from partnerships and S corporations (attach statement)	5		
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7		
8 Interest, annuities, royalties, and rents from controlled organizations (Schedule F)	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10 Exploited exempt activity income (Schedule I)	10		
11 Advertising income (Schedule J)	11		
12 Other income (See instructions; attach schedule)			
SEE STATEMENT 1	12	51,511.	51,511.
13 Total. Combine lines 3 through 12	13	379,604.	0.
			379,604.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income.)	21	(B) Expenses	22b	23
14 Compensation of officers, directors, and trustees (Schedule K)				14
15 Salaries and wages			157,127.	15
16 Repairs and maintenance			6,246.	16
17 Bad debts			154.	17
18 Interest (attach schedule)				18
19 Taxes and licenses				19
20 Charitable contributions (See instructions for limitation rules)				20
21 Depreciation (attach Form 4562)	21	1,721.		
22 Less depreciation claimed on Schedule A and elsewhere on return	22a		1,721.	22b
23 Depletion				23
24 Contributions to deferred compensation plans				24
25 Employee benefit programs			56,231.	25
26 Excess exempt expenses (Schedule I)				26
27 Excess readership costs (Schedule J)				27
28 Other deductions (attach schedule) SEE STATEMENT 2			184,230.	28
29 Total deductions. Add lines 14 through 28			405,709.	29
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13			-26,105.	30
31 Net operating loss deduction (limited to the amount on line 30) SEE STATEMENT 3				31
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30			-26,105.	32
33 Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions)				33
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32			-26,105.	34

Part III Tax Computation

35 Organizations Taxable as Corporations. 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 ▶ 35 c 0.	
36 Trusts Taxable at Trust Rates. 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)..... ▶ 36	
37 Proxy tax. See instructions..... ▶ 37	
38 Alternative minimum tax. 38	
39 Tax on Non-Compliant Facility Income. See instructions..... 39	
40 Total. Add lines 37, 38 and 39 to line 35c or 36, whichever applies..... 40 0.	

Part IV Tax and Payments

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

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

51 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
52 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
53 Enter the amount of tax-exempt interest received or accrued during the tax year ▶ \$ 0.		

Sign Here 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.

Signature of officer: *[Signature]* Date: 11/18/18 Title: GM/CEO

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

Paid Preparer Use Only

Print/Type preparer's name: MARK GRAY, CPA
Preparer's signature: *[Signature]*
Date: 11/1/18
Check if self-employed PTIN: P00048565

Firm's name: ▶ GUZMAN & GRAY, CERTIFIED PUBLIC ACCOUNTANTS Firm's EIN: ▶ 33-0302407
Firm's address: ▶ 4510 E. PACIFIC COAST HIGHWAY, SUITE 270
LONG BEACH, CA 90804 Phone no.: (562) 498-0997

Schedule A – Cost of Goods Sold. Enter method of inventory valuation **▶** LCM BY CONVENTIONAL RETAIL INV. METHOD

1	Inventory at beginning of year.....	1	77,501.	6	Inventory at end of year.....	6	176,890.
2	Purchases.....	2	343,360.	7	Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2.....	7	243,971.
3	Cost of labor.....	3				Yes	No
4a	Additional section 263A costs (attach schedule).....	4a					
b	Other costs (attach sch.).....	4b					
5	Total. Add lines 1 through 4b.....	5	420,861.				X

Schedule C – Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

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

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

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

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)				
Totals			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).

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 (column 3 plus column 4)
(1)				
(2)				
(3)				
(4)				
Totals		Enter here and on page 1, Part I, line 9, column (A).		Enter here and on page 1, Part I, line 9, column (B).

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 columns 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)						
Totals		Enter here and on page 1, Part I, line 10, column (A).	Enter here and on page 1, Part I, line 10, column (B).			Enter here and on page 1, Part II, line 26.

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 (col. 6 minus col. 5, but not more than col. 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))..... ▶						

Part II **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 (col. 6 minus col. 5, but not more than col. 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I						
Totals, Part II (lines 1– 5)	Enter here and on page 1, Part I, line 11, column (A)	Enter here and on page 1, Part I, line 11, column (B).				Enter here and on page 1, Part II, line 27.

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
		%	
		%	
		%	
		%	
Total. Enter here and on page 1, Part II, line 14			

FORTY-NINER SHOPS, INC.

95-1782943

STATEMENT 1
FORM 990-T, PART I, LINE 12
OTHER INCOME

CATERING SERVICES.....	\$	51,511.
TOTAL	\$	<u>51,511.</u>

STATEMENT 2
FORM 990-T, PART II, LINE 28
OTHER DEDUCTIONS

ADVERTISING/PROMOTION.....	\$	12,181.
BANKCARD FEES.....		9,220.
BOARD.....		872.
DISCOUNTS & MARKDOWNS.....		47,633.
DONATIONS.....		2,630.
DUES AND SUBSCRIPTIONS.....		1,862.
EMPLOYEES' APPRECIATION.....		1,236.
EQUIPMENT RENTAL.....		59.
FREIGHT OUT/POSTAGE.....		53.
GENERAL.....		1,393.
INSURANCE.....		1,666.
INVENTORY ADJUSTMENT.....		3,787.
PROFESSIONAL SERVICES.....		3,796.
RENT.....		80,400.
SERVICES.....		2,532.
SUPPLIES.....		4,689.
TELEPHONE.....		4,999.
TRAINING.....		693.
TRAVEL.....		1,015.
UTILITIES.....		3,514.
TOTAL	\$	<u>184,230.</u>

STATEMENT 3
FORM 990-T, PART II, LINE 31
NET OPERATING LOSS DEDUCTION

LOSS YEAR ENDING	ORIGINAL LOSS	LOSS PREVIOUSLY USED	LOSS AVAILABLE
6/30/17	\$ 51,599.	\$ 0.	\$ 51,599.
NET OPERATING LOSS AVAILABLE.....			\$ 51,599.
TAXABLE INCOME.....			\$ -26,105.
NET OPERATING LOSS DEDUCTION (LIMITED TO TAXABLE INCOME).....			<u>\$ 0.</u>

FORTY-NINER SHOPS, INC.

95-1782943

ELECTION TO WAIVE NET OPERATING LOSS CARRYBACK

PURSUANT TO IRC SECTION 172(B)(3), THE ORGANIZATION HEREBY ELECTS TO RELINQUISH THE ENTIRE CARRYBACK PERIOD WITH RESPECT TO THE NET OPERATING LOSS INCURRED FOR THE TAX YEAR ENDED 6/30/18.

FORTY-NINER SHOPS, INC.

95-1782943

COMPUTATION OF COST OF GOODS SOLD (FORM 990)

1. INVENTORY AT START OF YEAR.....	2,727,406.
2. PURCHASES.....	15,677,256.
3. COST OF LABOR.....	0.
4. ADDITIONAL 263A COSTS.....	0.
5. OTHER COSTS.....	0.
6. TOTAL (ADD LINES 1 THROUGH 5).....	<u>18,404,662.</u>
7. INVENTORY AT END OF YEAR.....	<u>2,970,195.</u>
8. COST OF GOODS SOLD (SUBTRACT LINE 7 FROM LINE 6).....	<u>15,434,467.</u>

FORM 990, PART III, LINE 4E
PROGRAM SERVICES TOTALS

	PROGRAM SERVICES TOTAL	FORM 990	SOURCE
TOTAL EXPENSES	17,012,297.	17,012,297.	PART IX, LINE 25, COL. B
GRANTS	0.	278,914.	PART IX, LINES 1-3, COL. B
REVENUE	21,412,619.	2,023,813.	PART VIII, LINE 2, COL. A

FORM 990, PART IX, LINE 11G
OTHER FEES FOR SERVICES

	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT & GENERAL	(D) FUND- RAISING
TOTAL	<u>\$ 172,912.</u>	<u>\$ 7,717.</u>	<u>\$ 165,195.</u>	<u>\$ 0.</u>

FORM 990, PART IX, LINE 24E
OTHER EXPENSES

	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT & GENERAL	(D) FUNDRAISING
BAD DEBT EXPENSE	57,830.	54,084.	3,746.	
BOARD EXPENSES	53,642.		53,642.	
DISCOUNTS AND MARKDOWNS	409,632.	409,632.		
DUES & SUBSCRIPTIONS	81,371.	72,922.	8,449.	
EMPLOYEES' APPRECIATION	71,445.	10,835.	60,610.	
EQUIPMENT RENTAL	77,165.	73,564.	3,601.	
GENERAL EXPENSES	126,225.	125,754.	471.	
POSTAGE AND SHIPPING	1,404.	-1,820.	3,224.	
SERVICES	550,427.	542,865.	7,562.	
TELEPHONE & POSTAGE	104,690.	77,139.	27,551.	
TRAINING	85,575.	42,935.	42,640.	
UTILITIES	230,508.	230,508.		
TOTAL	<u>\$ 1,849,914.</u>	<u>\$ 1,638,418.</u>	<u>\$ 211,496.</u>	<u>\$ 0.</u>

FORTY-NINER SHOPS, INC.

95-1782943

COMPUTATION OF COST OF GOODS SOLD (FORM 990-T)

1. INVENTORY AT START OF YEAR.....	77,501.
2. PURCHASES.....	343,360.
3. COST OF LABOR.....	0.
4. ADDITIONAL 263A COSTS.....	0.
5. OTHER COSTS.....	0.
6. TOTAL (ADD LINES 1 THROUGH 5).....	<u>420,861.</u>
7. INVENTORY AT END OF YEAR.....	<u>176,890.</u>
8. COST OF GOODS SOLD (SUBTRACT LINE 7 FROM LINE 6).....	<u><u>243,971.</u></u>

COMPUTATION OF 2017 NET OPERATING LOSS

1. TOTAL INCOME.....	379,604.
2. TOTAL DEDUCTIONS.....	405,709.
3. UNRELATED BUSINESS TAXABLE INCOME (LINE 1 LESS LINE 2).....	<u>-26,105.</u>
2017 NET OPERATING LOSS.....	<u><u>26,105.</u></u>

California Exempt Organization Business Income Tax Return

Calendar Year 2017 or fiscal year beginning (mm/dd/yyyy) 7/01/2017, and ending (mm/dd/yyyy) 6/30/2018

Corporation/Organization name: FORTY-NINER SHOPS, INC. California corporation number: 0280702. FEIN: 95-1782943. Street address: 6049 EAST SEVENTH STREET. City: LONG BEACH. State: CA. ZIP code: 90840.

A First Return Filed? No. B Is this an education IRA... No. C Is the organization under audit... No. D Final Return? No. E Amended Return? No. F Accounting Method Used: Accrual. G Nature of trade or business: OFF CAMPUS STORE SELL. H Is the organization a non-exempt charitable trust... No. I Is this organization claiming any former... No. J Is this organization a qualified pension... No. K Unrelated Business Activity (UBA) Code: 452000. L Is this a Hospital? No.

Table with 11 columns: Line number, Description, and Amount. Rows include Taxable Corporation (lines 1-3), Taxable Trust (line 4), Tax Computation (lines 5-11), Total Tax (lines 12-14), Payments (lines 15-19), and Use Tax/Tax Due/Overpayment (lines 20-25).

Refund or Amount Due	26 Refund. If line 25 is less than line 24, then subtract line 25 from line 24.	•	26	
	a Fill in the account information to have the refund directly deposited. Routing number	•	26 a	
	b Type: Checking <input type="checkbox"/> Savings <input type="checkbox"/> c Account Number.	•	26 c	
	27 Penalties and interest. See General Information M.	•	27	
	28 <input type="checkbox"/> Check if estimate penalty computed using Exception B or C and attach form FTB 5806.			
29 Total amount due. Add line 22, line 23, line 25, and line 27, then subtract line 24.	⊙	29		

Unrelated Business Taxable Income

Part I Unrelated Trade or Business Income

1 a Gross receipts or gross sales	572,064.	b Less returns and allowances	c Balance	•	1 c	572,064.
2 Cost of goods sold and/or operations (Schedule A, line 7).				•	2	243,971.
3 Gross profit. Subtract line 2 from line 1c.				•	3	328,093.
4 a Capital gain net income. See Specific Line Instructions – Trusts attach Schedule D (541).				•	4 a	
b Net gain (loss) from Part II, Schedule D-1.				•	4 b	
c Capital loss deduction for trusts.				•	4 c	
5 Income (or loss) from partnerships, limited liability companies, or S corporations. See specific line instructions. Attach Schedule K-1 (565, 568, or 100S) or similar schedule.				•	5	
6 Rental income (Schedule C).				•	6	
7 Unrelated debt-financed income (Schedule D).				•	7	
8 Investment income of an R&TC Section 23701g, 23701i, or 23701n organization (Schedule E).				•	8	
9 Interest, Annuities, Royalties and Rents from controlled organizations (Schedule F).				•	9	
10 Exploited exempt activity income (Schedule G).				•	10	
11 Advertising income (Schedule H, Part III, Column A).				•	11	
12 Other income. Attach schedule. SEE STATEMENT 1				•	12	51,511.
13 Total unrelated trade or business income. Add line 3 through line 12.				•	13	379,604.

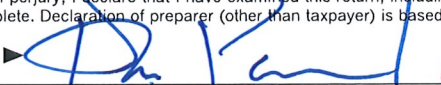
Part II Deductions Not Taken Elsewhere (Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees from Schedule I.				•	14	
15 Salaries and wages.				•	15	157,127.
16 Repairs.				•	16	6,246.
17 Bad debts.				•	17	154.
18 Interest. Attach schedule.				•	18	
19 Taxes. Attach schedule.				•	19	
20 Contributions. See instructions and attach schedule.				•	20	
21 a Depreciation (Corporations and Associations – Schedule J) (Trusts – form FTB 3885F).		21 a	1,721.	•		
b Less: depreciation claimed on Schedule A. See instructions.		21 b		•	21	1,721.
22 Depletion. Attach schedule.				•	22	
23 a Contributions to deferred compensation plans.				•	23 a	
b Employee benefit programs. See instructions.				•	23 b	56,231.
24 Other deductions. Attach schedule. SEE STATEMENT 2				•	24	184,230.
25 Total deductions. Add line 14 through line 24.				•	25	405,709.
26 Unrelated business taxable income before allowable excess advertising costs. Subtract line 25 from line 13.				•	26	-26,105.
27 Excess advertising costs (Schedule H, Part III, Column B).				•	27	
28 Unrelated business taxable income before specific deduction. Subtract line 27 from line 26.				•	28	-26,105.
29 Specific deduction. See instructions.				•	29	
30 Unrelated business taxable income. Subtract line 29 from line 28. If line 28 is a loss, enter line 28.				•	30	-26,105.

Sign Here


To learn about your privacy rights, how we may use your information, and the consequences for not providing the requested information, go to ftb.ca.gov/forms and search for 1131. To request this notice by mail, call 800.852.5711.

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.

Signature of officer:  Title: 11/8/18 Date: 10m/CEO

Telephone: 562 985-5093

Paid Preparer's Use Only

Preparer's signature:  Date: 11/1/18 Check if self-employed:

Firm's name (or yours, if self-employed) and address: GUZMAN & GRAY, CERTIFIED PUBLIC ACCOUNTANTS
4510 E. PACIFIC COAST HIGHWAY, SUITE 270
LONG BEACH, CA 90804

PTIN: P00048565
 FEIN: 33-0302407
 Telephone: (562) 498-0997

May the FTB discuss this return with the preparer shown above? See instructions. Yes No

Schedule A Cost of Goods Sold and/or Operations.

Method of inventory valuation (specify) LCM BY CONVENTIONAL RETAIL INV. M

1	Inventory at beginning of year.....	1	77,501.
2	Purchases.....	2	343,360.
3	Cost of labor..... ●	3	
4a	Additional IRC Section 263A costs. Attach schedule.....	4a	
b	Other costs. Attach schedule..... ●	4b	
5	Total. Add line 1 through line 4b.....	5	420,861.
6	Inventory at end of year.....	6	176,890.
7	Cost of goods sold and/or operations. Subtract line 6 from line 5. Enter here and on Side 2, Part I, line 2....	7	243,971.

Do the rules of IRC Section 263A (with respect to property produced or acquired for resale) apply to this organization? Yes No

Schedule B Tax Credits.

1	Enter credit name _____ code no. ● _____ ●	1	
2	Enter credit name _____ code no. ● _____ ●	2	
3	Enter credit name _____ code no. ● _____ ●	3	
4	Total. Add line 1 through line 3. If claiming more than 3 credits, enter the total of all claimed credits, on line 4. Enter here and on Side 1, line 11.	4	

Schedule K Add-On Taxes or Recapture of Tax. See instructions.

1	Interest computation under the look-back method for completed long-term contracts. Attach form FTB 3834..... ●	1	
2	Interest on tax attributable to installment: a Sales of certain timeshares or residential lots..... ●	2a	
	b Method for non-dealer installment obligations..... ●	2b	
3	IRC Section 197(f)(9)(B)(ii) election to recognize gain on the disposition of intangibles..... ●	3	
4	Credit recapture. Credit name _____ ●	4	
5	Total. Combine the amounts on line 1 through line 4. See instructions.....	5	

Schedule R Apportionment Formula Worksheet. Use only for unrelated trade or business amounts.

Part A. Standard Method – Single-Sales Factor Formula. Complete this part only if the corporation uses the single-sales factor formula.

	(a) Total within and outside California	(b) Total within California	(c) Percent within California [(b) ÷ (a)] x 100
1 Total Sales..... ●	●	●	
2 Apportionment percentage. Divide total sales column (b) by total sales column (a) and multiply the result by 100. Enter the result here and on Form 109, Side 1, line 2.			●

Part B. Three Factor Formula. Complete this part only if the corporation uses the three-factor formula.

	(a) Total within and outside California	(b) Total within California	(c) Percent within California [(b) ÷ (a)] x 100
1 Property factor: See instructions..... ●	●	●	●
2 Payroll factor: Wages and other compensation of employees..... ●	●	●	●
3 Sales factor: Gross sales and/or receipts less returns and allowances..... ●	●	●	●
4 Total percentage: Add the percentages in column (c).....			
5 Average apportionment percentage: Divide the factor on line 4 by 3 and enter the result here and on Form 109, Side 1, line 2. See instructions for exceptions.....			

Schedule C Rental Income from Real Property and Personal Property Leased with Real Property

For rental income from debt-financed property, use Schedule D, R&TC Section 23701g, Section 23701i, and Section 23701n organizations. See instructions for exceptions.

1	Description of property	2	Rent received or accrued	3	Percentage of rent attributable to personal property
					%
					%
					%
4	Complete if any item in column 3 is more than 50%, or for any item if the rent is determined on the basis of profit or income	5	Complete if any item in column 3 is more than 10%, but not more than 50%		
(a)	Deductions directly connected (attach schedule)	(a)	Gross income reportable, column 2 x column 3	(b)	Deductions directly connected with personal property (att sch)
				(c)	Net income includible, column 5(a) less column 5(b)

Add columns 4(b) and column 5(c). Enter here and on Side 2, Part I, line 6.....

Schedule D Unrelated Debt-Financed Income

Table with 6 columns: 1 Description of debt-financed property, 2 Gross income from or allocable to debt-financed property, 3 Deductions directly connected with or allocable to debt-financed property (a) Straight-line depreciation, (b) Other deductions, 4 Amount of average acquisition indebtedness, 5 Average adjusted basis, 6 Debt basis percentage, 7 Gross income reportable, 8 Allocable deductions, 9 Net income (or loss) includible.

Schedule E Investment Income of an R&TC Section 23701g, Section 23701i, or Section 23701n Organization

Table with 6 columns: 1 Description, 2 Amount, 3 Deductions directly connected, 4 Net investment income, 5 Set-asides, 6 Balance of investment income.

Schedule F Interest, Annuities, Royalties and Rents from Controlled Organizations

Table with 6 columns: 1 Name of controlled organizations, 2 Employer Identification Number, 3 Net unrelated income (loss), 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). Includes sub-sections for Exempt and Nonexempt Controlled Organizations.

Schedule G Exploited Exempt Activity Income, other than Advertising Income

Table with 8 columns: 1 Description of exploited activity, 2 Gross unrelated business income, 3 Expenses directly connected with production of unrelated business income, 4 Net income from unrelated trade or business, 5 Gross income from activity that is not unrelated business income, 6 Expenses attributable to column 5, 7 Excess exempt expense, 8 Net income includible.

Schedule H Advertising Income and Excess Advertising Costs

Part I Income from Periodicals Reported on a Consolidated Basis

Table with 7 columns: 1 Name of periodical, 2 Gross advertising income, 3 Direct advertising costs, 4 Advertising income or excess advertising costs, 5 Circulation income, 6 Readership costs, 7 Instructions for calculation.

Part II Income from Periodicals Reported on a Separate Basis

Table with 7 columns corresponding to the structure of Part I.

Part III Column A - Net Advertising Income

Table with 2 columns: (a) Enter 'consolidated periodical' and/or names of non-consolidated periodicals, (b) Enter total amount from Part I, column 4 or 7, and amount listed in Part II, columns 4 or 7.

Part III Column B - Excess Advertising Costs

Table with 2 columns: (a) Enter 'consolidated periodical' and/or names of non-consolidated periodicals, (b) Enter total amount from Part I, column 4, and amounts listed in Part II, column 4.

Schedule I Compensation of Officers, Directors, and Trustees

Table with 6 columns: 1 Name of Officer, 2 SSN or ITIN, 3 Title, 4 Percent of time devoted to business, 5 Compensation attributable to unrelated business, 6 Expense account allowances.

Schedule J Depreciation (Corporations and Associations only. Trusts use form FTB 3885F.)

Table with 7 columns: 1 Group and guideline class or description of property, 2 Date acquired (dd/mm/yyyy), 3 Cost or other basis, 4 Depreciation allowed or allowable in prior years, 5 Method of computing depreciation, 6 Life or rate, 7 Depreciation for this year.

2017

Net Operating Loss (NOL) Computation and NOL and Disaster Loss Limitations – Corporations

3805Q

Attach to Form 100, Form 100W, Form 100S, or Form 109.

Corporation name FORTY-NINER SHOPS, INC.	California corporation number 0280702
During the taxable year the corporation incurred the NOL, the corporation was a(n): <input checked="" type="radio"/> C corporation	FEIN 95-1782943
<input checked="" type="radio"/> S corporation <input checked="" type="radio"/> Exempt organization <input checked="" type="radio"/> Limited liability company (electing to be taxed as a corporation)	

If the corporation previously filed California tax returns under another corporate name, enter the corporation name and California corporation number:

If the corporation is included in a combined report of a unitary group, see instructions, General Information C, Combined Reporting.

Part I Current year NOL. If the corporation does not have a current year NOL, go to Part II.

1 Net loss from Form 100, line 18; Form 100W, line 18; Form 100S, line 15; or Form 109, line 2. Enter as a positive number	1	26,105.
2 2017 disaster loss included in line 1. Enter as a positive number	2	
3 Subtract line 2 from line 1. If zero or less, enter -0- and see instructions	3	26,105.
4a Enter the amount of the loss incurred by a new business included in line 3	4a	
4b Enter the amount of the loss incurred by an eligible small business included in line 3	4b	26,105.
4c Add line 4a and line 4b	4c	26,105.
5 General NOL. Subtract line 4c from line 3	5	
6 Current year NOL. Add line 2, line 4c, and line 5. See instructions	<input checked="" type="radio"/> 6	26,105.

If the corporation is using the current year NOL to carryback to offset net income for taxable years 2015 and/or 2016, complete Part III, NOL carryback, on Side 2 before completing Part I, lines 7-9 below.

7 2017 NOL carryback used to offset 2015 net income. Enter the amount from Part III, line 3, column (e)	<input checked="" type="radio"/> 7	
8 2017 NOL carryback used to offset 2016 net income. Enter the amount from Part III, line 3, column (g)	<input checked="" type="radio"/> 8	
9 2017 NOL carryover to 2018. Add line 7 and line 8, then subtract the result from line 6. See instructions	<input checked="" type="radio"/> 9	26,105.

Election to waive carryback

Check the box if the corporation elects to relinquish the entire carryback period with respect to 2017 NOL under Internal Revenue Code (IRC) Section 172(b)(3). By making the election, the corporation is electing to carry an NOL forward instead of carrying it back in the previous two years. Once the election is made, it's irrevocable. See instructions. Continue with Part II, NOL carryover and disaster loss carryover limitations. Do not complete Part III, NOL carryback.

Part II NOL carryover and disaster loss carryover limitations. See instructions.

1 Net income – Enter the amount from Form 100, line 18; Form 100W, line 18; Form 100S, line 15 less line 16; or Form 109, line 2; (but not less than -0-)	<input checked="" type="radio"/>	(g) Available balance	
-----------------------------------------------------------------------------------------------------------------------------------------------------------	----------------------------------	-----------------------	--

Prior Year NOLs

(a) Year of loss	(b) Code – See instructions	(c) Type of NOL – See below*	(d) Initial loss – See instructions	(e) Carryover from 2016	(f) Amount used in 2017	(g) Available balance	(h) Carryover to 2018 col. (e) minus col. (f)
<input checked="" type="radio"/> 2007		GEN	97,859.	<input checked="" type="radio"/> 33,271.	0.	0.	<input checked="" type="radio"/> EXPIRED
<input checked="" type="radio"/> 2008		GEN	126,049.	<input checked="" type="radio"/> 126,049.	0.	0.	<input checked="" type="radio"/> 126,049.
<input checked="" type="radio"/> 2009		GEN	126,122.	<input checked="" type="radio"/> 126,122.	0.	0.	<input checked="" type="radio"/> 126,122.
<input checked="" type="radio"/> 2010		ESB	85,490.	<input checked="" type="radio"/> 85,490.	0.	0.	<input checked="" type="radio"/> 85,490.

Current Year NOLs

							col. (d) minus col. (f) See instructions.
3 2017		DIS					
4 2017		ESB	26,105.				26,105.
2017							
2017							
2017							

*Type of NOL: General (GEN), New Business (NB), Eligible Small Business (ESB), or Disaster (DIS).

2017

Net Operating Loss (NOL) Computation and NOL and Disaster Loss Limitations – Corporations

3805Q

Attach to Form 100, Form 100W, Form 100S, or Form 109.

CONTINUATION SHEET PAGE 2

Corporation name: FORTY-NINER SHOPS, INC. California corporation number: 0280702

During the taxable year the corporation incurred the NOL, the corporation was a(n): C corporation S corporation Exempt organization Limited liability company (electing to be taxed as a corporation)

FEIN: 95-1782943

If the corporation previously filed California tax returns under another corporate name, enter the corporation name and California corporation number:

If the corporation is included in a combined report of a unitary group, see instructions, General Information C, Combined Reporting.

Part I Current year NOL. If the corporation does not have a current year NOL, go to Part II.

1 Net loss from Form 100, line 18; Form 100W, line 18; Form 100S, line 15; or Form 109, line 2. Enter as a positive number. 1

2 2017 disaster loss included in line 1. Enter as a positive number. 2

3 Subtract line 2 from line 1. If zero or less, enter -0- and see instructions. 3

4a Enter the amount of the loss incurred by a new business included in line 3. 4a

b Enter the amount of the loss incurred by an eligible small business included in line 3. 4b

c Add line 4a and line 4b. 4c

5 General NOL. Subtract line 4c from line 3. 5

6 Current year NOL. Add line 2, line 4c, and line 5. See instructions. 6

If the corporation is using the current year NOL to carryback to offset net income for taxable years 2015 and/or 2016, complete Part III, NOL carryback, on Side 2 before completing Part I, lines 7-9 below.

7 2017 NOL carryback used to offset 2015 net income. Enter the amount from Part III, line 3, column (e). 7

8 2017 NOL carryback used to offset 2016 net income. Enter the amount from Part III, line 3, column (g). 8

9 2017 NOL carryover to 2018. Add line 7 and line 8, then subtract the result from line 6. See instructions. 9

Election to waive carryback

Check the box if the corporation elects to relinquish the entire carryback period with respect to 2017 NOL under Internal Revenue Code (IRC) Section 172(b)(3). By making the election, the corporation is electing to carry an NOL forward instead of carrying it back in the previous two years. Once the election is made, it's irrevocable. See instructions. Continue with Part II, NOL carryover and disaster loss carryover limitations. Do not complete Part III, NOL carryback.

Part II NOL carryover and disaster loss carryover limitations. See instructions.

	(g) Available balance
1 Net income – Enter the amount from Form 100, line 18; Form 100W, line 18; Form 100S, line 15 less line 16; or Form 109, line 2; (but not less than -0-) <input checked="" type="radio"/>	

Prior Year NOLs

(a) Year of loss	(b) Code – See instructions	(c) Type of NOL – See below*	(d) Initial loss – See instructions	(e) Carryover from 2016	(f) Amount used in 2017	(g) Available balance	(h) Carryover to 2018 col. (e) minus col. (f)
2 <input checked="" type="radio"/> 2016		ESB	51,599.	<input checked="" type="radio"/> 51,599.	0.	0.	<input checked="" type="radio"/> 51,599.
<input type="radio"/>				<input type="radio"/>			<input type="radio"/>
<input type="radio"/>				<input type="radio"/>			<input type="radio"/>
<input type="radio"/>				<input type="radio"/>			<input type="radio"/>

Current Year NOLs

							col. (d) minus col. (f) See instructions.
3 2017		DIS					
4 2017							
2017							
2017							
2017							

*Type of NOL: General (GEN), New Business (NB), Eligible Small Business (ESB), or Disaster (DIS).

Part III NOL carryback

- 1 2015 Net income – Enter the amount from 2015 Form 100, line 22; Form 100W, line 22; Form 100S, line 20; or taxable income from Form 109, line 9; (but not less than -0-).
- 2 2016 Net income – Enter the amount from 2016 Form 100, line 22; Form 100W, line 22; Form 100S, line 20; or taxable income from Form 109, line 9; (but not less than -0-).

(a) Year of loss	(b) Code — See instructions	(c) Type of NOL — See below*	(d) Initial Loss — See instructions	2015		2016		(i) Carryover to 2018 col. (d) minus [col. (e) plus col. (g)]
				(e) Carryback used — See instructions	(f) After carryback col. (d) minus col. (e)	(g) Carryback used — See instructions	(h) After carryback col. (f) minus col. (g)	
3 2017								
2017								
2017								
2017								
2017								

*Type of NOL: General (GEN), New Business (NB), Eligible Small Business (ESB), or NOL attributable to a qualified disaster loss (DIS).

Part IV 2017 NOL deduction

- 1 Total the amounts in Part II, line 2, column (f). 1 _____ 0.
- 2 Enter the total amount from line 1 that represents disaster loss carryover deduction here and on Form 100, line 21; Form 100W, line 21; or Form 100S, line 19. Form 109 filers enter -0-. 2 _____ 0.
- 3 Subtract line 2 from line 1. Enter the result here and on Form 100, line 19; Form 100W, line 19; Form 100S, line 17; or Form 109, line 7. 3 _____ 0.

FORTY-NINER SHOPS, INC.

95-1782943

STATEMENT 1
FORM 109, PART I, LINE 12
OTHER INCOME

CATERING SERVICES.....	\$	51,511.
TOTAL	\$	<u>51,511.</u>

STATEMENT 2
FORM 109, PART II, LINE 24
OTHER EXPENSES

ADVERTISING/PROMOTION.....	\$	12,181.
BANKCARD FEES.....		9,220.
BOARD.....		872.
DISCOUNTS & MARKDOWNS.....		47,633.
DONATIONS.....		2,630.
DUES AND SUBSCRIPTIONS.....		1,862.
EMPLOYEES' APPRECIATION.....		1,236.
EQUIPMENT RENTAL.....		59.
FREIGHT OUT/POSTAGE.....		53.
GENERAL.....		1,393.
INSURANCE.....		1,666.
INVENTORY ADJUSTMENT.....		3,787.
PROFESSIONAL SERVICES.....		3,796.
RENT.....		80,400.
SERVICES.....		2,532.
SUPPLIES.....		4,689.
TELEPHONE.....		4,999.
TRAINING.....		693.
TRAVEL.....		1,015.
UTILITIES.....		3,514.
TOTAL	\$	<u>184,230.</u>

Date Accepted _____

DO NOT MAIL THIS FORM TO THE FTB

TAXABLE YEAR

California e-file Return Authorization for Exempt Organizations

FORM

2017

8453-EO

Exempt Organization name FORTY-NINER SHOPS, INC.	Identifying number 95-1782943
------------------------------------------------------------	-----------------------------------------

Part I Electronic Return Information (whole dollars only)

1 Total gross receipts (Form 199, line 4).....	1	38,878,830.
2 Total gross income (Form 199, line 8).....	2	22,217,653.
3 Total expenses and disbursements (Form 199, Line 9).....	3	21,765,724.

Part II Settle Your Account Electronically for Taxable Year 2017

4 Electronic funds withdrawal 4a Amount _____ 4b Withdrawal date (mm/dd/yyyy) _____

Part III Banking Information (Have you verified the exempt organization's banking information?)

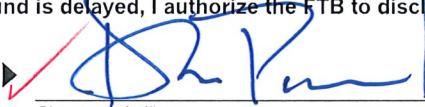
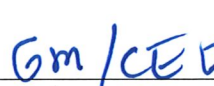
5 Routing number _____
 6 Account number _____ 7 Type of account: Checking Savings

Part IV Declaration of Officer

I authorize the exempt organization's account to be settled as designated in Part II. If I check Part II, Box 4, I authorize an electronic funds withdrawal for the amount listed on line 4a.

Under penalties of perjury, I declare that I am an officer of the above exempt organization and that the information I provided to my electronic return originator (ERO), transmitter, or intermediate service provider and the amounts in Part I above agree with the amounts on the corresponding lines of the exempt organization's 2017 California electronic return. To the best of my knowledge and belief, the exempt organization's return is true, correct, and complete. If the exempt organization is filing a balance due return, I understand that if the Franchise Tax Board (FTB) does not receive full and timely payment of the exempt organization's fee liability, the exempt organization will remain liable for the fee liability and all applicable interest and penalties. I authorize the exempt organization return and accompanying schedules and statements be transmitted to the FTB by the ERO, transmitter, or intermediate service provider. **If the processing of the exempt organization's return or refund is delayed, I authorize the FTB to disclose to the ERO or intermediate service provider, the reason(s) for the delay.**


Sign Here

▶  ▶ 11/8/18 ▶ 

Signature of officer Date Title

Part V Declaration of Electronic Return Originator (ERO) and Paid Preparer. See instructions.

I declare that I have reviewed the above exempt organization's return and that the entries on form FTB 8453-EO are complete and correct to the best of my knowledge. (If I am only an intermediate service provider, I understand that I am not responsible for reviewing the exempt organization's return. I declare, however, that form FTB 8453-EO accurately reflects the data on the return.) I have obtained the organization officer's signature on form FTB 8453-EO before transmitting this return to the FTB; I have provided the organization officer with a copy of all forms and information that I will file with the FTB, and I have followed all other requirements described in FTB Pub. 1345, 2017 e-file Handbook for Authorized e-file Providers. I will keep form FTB 8453-EO on file for **four** years from the due date of the return or **four** years from the date the exempt organization return is filed, whichever is later, and I will make a copy available to the FTB upon request. If I am also the paid preparer, under penalties of perjury, I declare that I have examined the above exempt organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I make this declaration based on all information of which I have knowledge.

ERO Must Sign	ERO's signature ▶ 	Date <u>11/1/18</u>	Check if also paid preparer <input checked="" type="checkbox"/>	Check if self-employed <input type="checkbox"/>	ERO's PTIN P00048565
	Firm's name (or yours if self-employed) and address ▶ GUZMAN & GRAY, CERTIFIED PUBLIC ACCOUNTANTS 4510 E. PACIFIC COAST HIGHWAY, SUITE 270 LONG BEACH CA	FEIN 33-0302407	ZIP Code 90804		

Under penalties of perjury, I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I make this declaration based on all information of which I have knowledge.

Paid Preparer Must Sign	Paid preparer's signature ▶ _____	Date _____	Check if self-employed <input type="checkbox"/>	Paid preparer's PTIN _____
	Firm's name (or yours if self-employed) and address ▶ _____	FEIN _____	ZIP code _____	

For Privacy Notice, get FTB 1131 ENG/SP.

FTB 8453-EO 2017

Form **8879-EO**

IRS e-file Signature Authorization for an Exempt Organization

OMB No. 1545-1878

For calendar year 2017, or fiscal year beginning 7/01, 2017, and ending 6/30, 202018

2017

Department of the Treasury
Internal Revenue Service

► **Do not send to the IRS. Keep for your records.**
► **Go to www.irs.gov/Form8879EO for the latest information.**

Name of exempt organization

Employer identification number

FORTY-NINER SHOPS, INC.
Name and title of officer

95-1782943

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1 a Form 990 check here	► <input checked="" type="checkbox"/>	b Total revenue , if any (Form 990, Part VIII, column (A), line 12)	1 b	<u>22,217,653.</u>
2 a Form 990-EZ check here	► <input type="checkbox"/>	b Total revenue , if any (Form 990-EZ, line 9)	2 b	
3 a Form 1120-POL check here	► <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3 b	
4 a Form 990-PF check here	► <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4 b	
5 a Form 8868 check here	► <input type="checkbox"/>	b Balance Due (Form 8868, line 3c)	5 b	

Part II Declaration and Signature Authorization of Officer

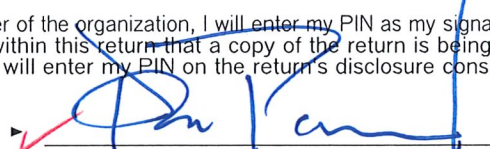
Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2017 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize GUZMAN & GRAY, CERTIFIED PUBLIC ACCOUNTAN to enter my PIN 04091 as my signature
ERO firm name Enter five numbers, but do not enter all zeros

on the organization's tax year 2017 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2017 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ► 


Date ► 11/8/18

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

33089348565
Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2017 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ► 

Date ► 11/1/2018

**ERO Must Retain This Form – See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So**

BAA For Paperwork Reduction Act Notice, see instructions.

Form **8879-EO** (2017)

IN
MAIL TO:
 Registry of Charitable Trusts
 P.O. Box 903447
 Sacramento, CA 94203-4470
 Telephone: (916) 445-2021

ANNUAL REGISTRATION RENEWAL FEE REPORT TO ATTORNEY GENERAL OF CALIFORNIA

Sections 12586 and 12587, California Government Code
 11 Cal. Code Regs. sections 301-307, 311 and 312



WEBSITE ADDRESS:
<http://ag.ca.gov/charities/>

Failure to submit this report annually no later than four months and fifteen days after the end of the organization's accounting period may result in the loss of tax exemption and the assessment of a minimum tax of \$800, plus interest, and/or fines or filing penalties as defined in Government Code Section 12586.1. IRS extensions will be honored.

State Charity Registration Number <u>06504</u> FORTY-NINER SHOPS, INC. <small>Name of Organization</small> 6049 EAST SEVENTH STREET <small>Address (Number and Street)</small> LONG BEACH, CA 90840 <small>City or Town</small> <small>State ZIP Code</small>	Check if: <input type="checkbox"/> Change of address <input type="checkbox"/> Amended report Corporate or Organization No. <u>0280702</u> Federal Employer I.D. No. <u>95-1782943</u>
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ANNUAL REGISTRATION RENEWAL FEE SCHEDULE (11 Cal. Code Regs. sections 301-307, 311 and 312)
 Make Check Payable to Attorney General's Registry of Charitable Trusts

Gross Annual Revenue	Fee	Gross Annual Revenue	Fee	Gross Annual Revenue	Fee
Less than \$25,000	0	Between \$100,001 and \$250,000	\$50	Between \$1,000,001 and \$10 million	\$150
Between \$25,000 and \$100,000	\$25	Between \$250,001 and \$1 million	\$75	Between \$10,000,001 and \$50 million	\$225
				Greater than \$50 million	\$300

PART A – ACTIVITIES

For your most recent full accounting period (beginning 7/01/17 ending 6/30/18) list:
 Gross annual revenue \$ 22,217,653. Total assets \$ 27,571,939.

PART B – STATEMENTS REGARDING ORGANIZATION DURING THE PERIOD OF THIS REPORT

Note: If you answer 'yes' to any of the questions below, you must attach a separate sheet providing an explanation and details for each 'yes' response. Please review RRF-1 instructions for information required.

	Yes	No
1 During this reporting period, were there any contracts, loans, leases or other financial transactions between the organization and any officer, director or trustee thereof either directly or with an entity in which any such officer, director or trustee had any financial interest?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2 During this reporting period, was there any theft, embezzlement, diversion or misuse of the organization's charitable property or funds?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3 During this reporting period, did non-program expenditures exceed 50% of gross revenues?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4 During this reporting period, were any organization funds used to pay any penalty, fine or judgment? If you filed a Form 4720 with the Internal Revenue Service, attach a copy.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5 During this reporting period, were the services of a commercial fundraiser or fundraising counsel for charitable purposes used? If 'yes,' provide an attachment listing the name, address, and telephone number of the service provider.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6 During this reporting period, did the organization receive any governmental funding? If so, provide an attachment listing the name of the agency, mailing address, contact person, and telephone number.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7 During this reporting period, did the organization hold a raffle for charitable purposes? If 'yes,' provide an attachment indicating the number of raffles and the date(s) they occurred. SEE STATEMENT 1	<input checked="" type="checkbox"/>	<input type="checkbox"/>
8 Does the organization conduct a vehicle donation program? If 'yes,' provide an attachment indicating whether the program is operated by the charity or whether the organization contracts with a commercial fundraiser for charitable purposes.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9 Did your organization have prepared an audited financial statement in accordance with generally accepted accounting principles for this reporting period?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Organization's area code and telephone number 562 985-5093
 Organization's e-mail address _____

I declare under penalty of perjury that I have examined this report, including accompanying documents, and to the best of my knowledge and belief, it is true, correct and complete.

DON PENRAD
Com/CEO
11/8/18
Signature of authorized officer Printed Name Title Date