Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: THE LEONETTI/O'CONNELL FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 515 S. FIGUEROA — Room/suite: 1050

City or town, state, and ZIP code: LOS ANGELES, CA 90071

A Employer identification number: 20-3889415

B Telephone number: 213-622-0066

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 33,470,830.

J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	79,709.	1,015,324.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,752.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	5,698,557.	0.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	5,782,018.	1,015,324.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	82,546.	16,509.		66,037.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	30,020.	0.		30,020.
	b Accounting fees STMT 4	35,000.	11,500.		23,500.
	c Other professional fees STMT 5	15,405.	1,500.		13,995.
	17 Interest		7,716.		
	18 Taxes STMT 6	11,111.	1,937.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	30,827.	0.		30,827.
	22 Printing and publications				
	23 Other expenses STMT 7	2,789.	295,044.		1,166.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	207,698.	334,206.		165,545.
	25 Contributions, gifts, grants paid	1,529,413.			1,154,814.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,737,111.	334,206.		1,320,359.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	4,044,907.			
	b **Net investment income** (if negative, enter -0-)		681,118.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	32,023.	1,871.	1,871.
	2 Savings and temporary cash investments	4,557,631.	2,948,221.	2,948,221.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	1,793,507.	176,000.	176,000.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	22,294,657.	30,301,549.	30,301,549.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	373,506.	43,189.	43,189.
	16 **Total assets** (to be completed by all filers)	29,051,324.	33,470,830.	33,470,830.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ GRANTS PAYABLE)	0.	753,211.	
	23 **Total liabilities** (add lines 17 through 22)	0.	753,211.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	29,051,324.	32,717,619.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	29,051,324.	32,717,619.	
	31 **Total liabilities and net assets/fund balances**	29,051,324.	33,470,830.	

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

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	29,051,324.
2 Enter amount from Part I, line 27a	2	4,044,907.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	33,096,231.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	378,612.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,717,619.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e			918,336.	-918,336.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				-918,336.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 -918,336.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	890,093.	30,407,935.	.029272
2007	1,354,019.	24,952,020.	.054265
2006	357,008.	12,868,033.	.027744
2005	208,985.	5,866,896.	.035621
2004	126,630.	2,771,427.	.045691

2	**Total** of line 1, column (d)	2	.192593
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.038519
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	32,368,223.
5	Multiply line 4 by line 3	5	1,246,792.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,811.
7	Add lines 5 and 6	7	1,253,603.
8	Enter qualifying distributions from Part XII, line 4	8	1,320,359.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	6,811.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	6,811.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	6,811.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 50,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	50,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	43,189.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 0. **Refunded** ▶		11	43,189.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 213-622-0066

Located at ▶ 515 S. FIGUEROA , LOS ANGELES, CA ZIP+4 ▶ 90071

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes [X] No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes [X] No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes [X] No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes [X] No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CARA ESPOSITO 515 S. FIGUEROA #1050 LOS ANGELES, CA 90071	EXEC DIRECTOR 25.00	50,000.	0.	32,546.
MARGO L. O'CONNELL 515 S. FIGUEROA #1050 LOS ANGELES, CA 90071	SEC./DIRECTOR 2.00	0.	0.	0.
MICHAEL F. O'CONNELL 515 S. FIGUEROA #1050 LOS ANGELES, CA 90071	CFO / DIRECTOR 2.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	29,091,265.
b	Average of monthly cash balances	1b	3,769,875.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	32,861,140.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	32,861,140.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	492,917.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,368,223.
6	**Minimum investment return.** Enter 5% of line 5	6	1,618,411.

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

1	Minimum investment return from Part X, line 6	1	1,618,411.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 6,811.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	6,811.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,611,600.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,611,600.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,611,600.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,320,359.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,320,359.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	6,811.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,313,548.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,611,600.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			453,663.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1,320,359.				
a Applied to 2008, but not more than line 2a			453,663.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				866,696.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				744,904.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

SEE STATEMENT 12

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

SEE STATEMENT 13

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 14				
Total			▶ 3a	1154814.
b *Approved for future payment*				
Total SEE STATEMENT 15			▶ 3b	753,211.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	79,709.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	523000	50,988.	01	5,647,569.	
8 Gain or (loss) from sales of assets other than inventory			18	3,752.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		50,988.		5,731,030.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 5,782,018.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 11/12/10 | Title C.F.O.

Paid Preparer's Use Only

Preparer's signature	SARAH CULLEN Sarah Cullen	Date 11/10/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	STANISLAWSKI & HARRISON, CPAS 301 N. LAKE AVE, SUITE 900 PASADENA, CA 91101	EIN	
		Phone no. 626-793-3600	

Form **990-PF** (2009)

923622
02-02-10

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	GOLDMAN SACHS #93919-8	P	VARIOUS	VARIOUS
b	GOLDMAN SACHS #93933-9	P	VARIOUS	VARIOUS
c	K-1 - WEST COAST COLD	P	VARIOUS	VARIOUS
d	K-1 - IBS TURNAROUND	P	VARIOUS	VARIOUS
e	K-1 - HOUSATONIC EQUITY II	P	VARIOUS	VARIOUS
f	K-1 - HOUSATONIC MICRO FUND	P	VARIOUS	VARIOUS
g	K-1 - BOURGEON PARTNERS	P	VARIOUS	VARIOUS
h	K-1 - OCM OPPS FUND VIIB	P	VARIOUS	VARIOUS
i	K-1 - OCM OPPS VIIB AIF	P	VARIOUS	VARIOUS
j	K-1 - BLACKSTONE GROUP	P	VARIOUS	VARIOUS
k	K-1 - PEAK MOUNTAIN	P	VARIOUS	VARIOUS
l	K-1 - OAKTREE VALUE OPPS FEEDER	P	VARIOUS	VARIOUS
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			104,932.	-104,932.
b			530,857.	-530,857.
c				0.
d				0.
e			11,945.	-11,945.
f			-71.	71.
g			-6,323.	6,323.
h			-78,670.	78,670.
i				0.
j			-165.	165.
k			1,224.	-1,224.
l			354,607.	-354,607.
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-104,932.
b				-530,857.
c				0.
d				0.
e				-11,945.
f				71.
g				6,323.
h				78,670.
i				0.
j				165.
k				-1,224.
l				-354,607.
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	-918,336.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

923591
04-24-09

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS	79,709.	0.	79,709.
TOTAL TO FM 990-PF, PART I, LN 4	79,709.	0.	79,709.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INVESTMENT INCOME	5,698,557.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,698,557.	0.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	30,020.	0.		30,020.
TO FM 990-PF, PG 1, LN 16A	30,020.	0.		30,020.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	35,000.	11,500.		23,500.
TO FORM 990-PF, PG 1, LN 16B	35,000.	11,500.		23,500.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	15,405.	0.		13,995.
GOLDMAN SACHS MANAGEMENT FEES	0.	1,500.		0.
TO FORM 990-PF, PG 1, LN 16C	15,405.	1,500.		13,995.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	4,300.	0.		0.
FOREIGN TAXES PAID	0.	1,937.		0.
FEDERAL EXCISE TAX	6,811.	0.		0.
TO FORM 990-PF, PG 1, LN 18	11,111.	1,937.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	1,757.	1,757.		0.
MISCELLANEOUS	1,032.	0.		1,032.
K-1 - CHARITABLE CONTRIBUTIONS	0.	0.		134.
K-1 - PORTFOLIO DEDUCTIONS	0.	276,680.		0.
K-1 - OTHER DEDUCTIONS	0.	16,607.		0.
TO FORM 990-PF, PG 1, LN 23	2,789.	295,044.		1,166.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8

DESCRIPTION	AMOUNT
AUDIT ADJUSTMENT TO ADJUST GRANTS PAYABLE FROM 2008	378,612.
TOTAL TO FORM 990-PF, PART III, LINE 5	378,612.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALL DOCUMENTS INC.	176,000.	176,000.
SEE ATTACHED SCHEDULE OF PUBLIC EQUITIES	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	176,000.	176,000.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HOUSATONIC EQUITY INVESTORS II LP	COST	305,000.	305,000.
IRS PARTNERS 12	COST	2,824,692.	2,824,692.
HOUSATONIC MICRO FUND	COST	1,025,000.	1,025,000.
IBS OPPORTUNITY FUND	COST	2,890,070.	2,890,070.
HOUSATONIC EQUITY PARTNERS L.P.	COST	570,000.	570,000.
HOUSATONIC EQUITY INVESTORS IV LP	COST	2,500,000.	2,500,000.
OAKTREE VALUE OPPORTUNITIES FUND LP	COST	6,268,383.	6,268,383.
PEAK MOUNTAIN FUND LLC	COST	1,364,000.	1,364,000.
ROCKWOOD EQUITY PARTNERSHIP FUND LP	COST	350,105.	350,105.
AMERICAN BIOSURGICAL LLC	COST	2.	2.
GOLDMAN SACHS VINTAGE FUND IV	COST	285,136.	285,136.
ABI NOTE RECEIVABLE	COST	400,000.	400,000.
TENNENBAUM OPPORTUNITIES FUND V	COST	3,429,000.	3,429,000.
GORDIAN CAPITAL, LLC	COST	96,935.	96,935.
BOURGEON PARTNERS, LP	COST	517,997.	517,997.
OCM OPPORTUNITIES FUND VIIB, LP	COST	3,287,190.	3,287,190.
THE BLACKSTONE GROUP LP	COST	1.	1.
WEST COAST COLD, LLC	COST	104,000.	104,000.
GOLDMAN SACHS VINTAGE FUND V	COST	209,029.	209,029.
G SACHS PRIVATE EQUITY ENERGY FUND	COST	529,822.	529,822.
PEAK JOAQUIN HOLDINGS, LLC	COST	740,000.	740,000.
SENATOR GLOBAL OPPS OFFSHORE FUND	COST	2,163,113.	2,163,113.
TRUMPET SEARCH LLC	COST	250,000.	250,000.

SERENT CAPITAL ASSOCIATES LP	COST	25,000.	25,000.
OCM OPPORTUNITIES FUND (CAYMAN)	COST	167,074.	167,074.
TOTAL TO FORM 990-PF, PART II, LINE 13		30,301,549.	30,301,549.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL EXCISE TAX REFUND RECEIVABLE	179,648.	43,189.	43,189.
PREPAID FEDERAL EXCISE TAX	50,000.	0.	0.
RECEIVABLE - TENNENBAUM	43,858.	0.	0.
RECEIVABLE - WEST COAST COLD LLC	100,000.	0.	0.
TO FORM 990-PF, PART II, LINE 15	373,506.	43,189.	43,189.

FORM 990-PF PART XV - LINE 1A STATEMENT 12
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

MARGO L. O'CONNELL
MICHAEL F. O'CONNELL

FORM 990-PF PART XV - LINE 1B STATEMENT 13
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

CARA ESPOSITO
MARGO L. O'CONNELL
MICHAEL F. O'CONNELL

FORM 990-PF — GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR — STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALEXANDRIA HOUSE 426 S. ALEXANDRIA HOUSE LOS ANGELES, CA 90020	NONE GENERAL OPERATING EXPENSE	501C3	1,000.
ARCS FOUNDATION INC. 24520 HAWTHORNE BLVD., STE 113 TORRANCE, CA 90505	NONE GENERAL OPERATING EXPENSE	501C3	1,000.
BOYS & GIRLS CLUB OF HOLLYWOOD 850 N. CAHUENGA BLVD. HOLLYWOOD, CA 90038	NONE GENERAL OPERATING EXPENSE	501C3	6,000.
BOYS & GIRLS CLUB OF HOLLYWOOD 850 N. CAHUENGA BLVD. HOLLYWOOD, CA 90038	NONE MAD SCIENCE AFTERSCHOOL ENRICHMENT PROGRAM	501C3	20,000.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037	NONE GENERAL OPERATING EXPENSE	501C3	60,000.
CENTER FOR EXCELLENCE IN EDUCATION 8201 GREENSBORO DR., #215 MC LEAN, VA 22102	NONE SCHOLARSHIP	501C3	100,000.
CHILDRENS HOSPITAL LOS ANGELES 4650 SUNSET BLVD. LOS ANGELES, CA 90027	NONE PROGRAM SUPPORT	501C3	150,000.
CHILDREN'S INSTITUTE, INC. 711 S. NEW HAMPSHIRE AVE. LOS ANGELES, CA 90005	NONE GENERAL OPERATING EXPENSE	501C3	5,000.

COVENANT HOUSE 1325 N. WESTERN AVE. LOS ANGELES, CA 90027	NONE GENERAL OPERATING EXPENSE	501C3	15,000.
EDUCATION CONSORTIUM OF CENTRAL LOS ANGELES 2801 S. HOOVER ST. LOS ANGELES, CA 90007	NONE SCHOLARSHIP	501C3	2,000.
EPISCOPAL SCHOOL OF LOS ANGELES 506 NORTH CAMDEN DR. BEVERLY HILLS, CA 90210	NONE GENERAL OPERATING EXPENSE	501C3	19,000.
FRIENDS OF THE LOS ANGELES RIVER 570 W. AVENUE 26 #250 LOS ANGELES, CA 90065	NONE GENERAL OPERATING EXPENSE	501C3	40,000.
GOOD SHEPHERD CENTER FOR HOMELESS WOMEN & CHILDREN 1671 BEVERLY BLVD. LOS ANGELES, CA 90026	NONE GENERAL OPERATING EXPENSE	501C3	3,500.
HOLY FAMILY CATHOLIC CHURCH 1527 FREMONT AVE. SOUTH PASADENA, CA 91030	NONE GENERAL OPERATING EXPENSE	501C3	5,000.
HOUSTON EAST END CHAMBER OF COMMERCE 550 GULFGATE CENTER HOUSTON, TX 77087	NONE GENERAL OPERATING EXPENSE	501C3	3,000.
KCET - WOMEN'S COUNCIL 4401 W. SUNSET BLVD. LOS ANGELES, CA 90027	NONE GENERAL OPERATING EXPENSE	501C3	1,260.
KUSC RADIO 1149 S. HILL STREET, SUITE H100 LOS ANGELES, CA 90015	NONE GENERAL OPERATING EXPENSE	501C3	2,000.
LA COUNTY HIGH SCHOOL FOR THE ARTS FOUNDATION 5151 STATE UNIVERSITY DR. LOS ANGELES, CA 90032	NONE GENERAL OPERATING EXPENSE	501C3	108,000.

LA WORLD AFFAIRS COUNCIL 345 SOUTH FIGUEROA, STE 313 LOS ANGELES, CA 90071	NONE GENERAL OPERATING EXPENSE	501C3	3,150.
LEAGUE OF RESIDENTIAL NEIGHBORHOODS 4500 WILSHIRE BLVD. LOS ANGELES, CA 90010	NONE GENERAL OPERATING EXPENSE	501C3	5,000.
LOS ANGELES BALLET 11755 EXPOSITION BLVD. LOS ANGELES, CA 90064	NONE GENERAL OPERATING EXPENSE	501C3	1,000.
LOYOLA LAW SCHOOL 91 ALBANY STREET LOS ANGELES, CA 90015	NONE GENERAL OPERATING EXPENSE	501C3	2,500.
MARLBOROUGH SCHOOL 250 SOUTH ROSSMORE AVE. LOS ANGELES, CA 90004	NONE SCHOLARSHIP	501C3	85,000.
MUSIC INTELLIGENCE NEURAL DEVELOPMENT INSTITUTE 3631 S. HARBOR BLVD., SUITE 200 SANTA ANA, CA 92704	NONE EDUCATION	501C3	203,700.
MONKS OF NEW SKETE 250 NEW SKETE LANE CAMBRIDGE, NY 12816	NONE GENERAL OPERATING EXPENSE	501C3	25,000.
NATIONAL BREAST CANCER COALITION FUND 1101 17TH STREET, NW, SUITE 1300 WASHINGTON, DC 20036	NONE GENERAL OPERATING EXPENSE	501C3	1,000.
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	NONE GENERAL OPERATING EXPENSE	501C3	10,000.
P.S. ARTS 11965 VENICE BLVD., SUITE 201 LOS ANGELES, CA 90066	NONE EDUCATION	501C3	46,204.

PRESIDENT & FELLOWS OF HARVARD COLLEGE 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE GENERAL OPERATING EXPENSE	501C3	1,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 1111 FRANKLIN ST., 9TH FLOOR OAKLAND, CA 94607	NONE GENERAL OPERATING EXPENSE	501C3	50,000.
SCRIPPS COLLEGE 1030 COLUMBIA AVE. CLAREMONT, CA 91711	NONE GENERAL OPERATING EXPENSE	501C3	6,000.
SISTERS OF ST. JOSEPH IN CALIFORNIA, CARONDELET CENTER 11999 CHALON ROAD LOS ANGELES, CA 90049	NONE PROGRAM SUPPORT	501C3	10,000.
ST. JAMES PRE-SCHOOL 4270 W. 6TH ST. LOS ANGELES, CA 90020	NONE GENERAL OPERATING EXPENSE	501C3	15,000.
ST. JAMES SCHOOL 625 S. ST. ANDREWS PLACE LOS ANGELES, CA 90005	NONE GENERAL OPERATING EXPENSE	501C3	93,000.
ST. MICHAELS ELEMENTARY SCHOOL 1027 WEST 87TH ST. LOS ANGELES, CA 90044	NONE GENERAL OPERATING EXPENSE	501C3	15,000.
ST. VINCENT MEALS ON WHEELS 2131 WEST THIRD STREET LOS ANGELES, CA 90057	NONE GENERAL OPERATING EXPENSE	501C3	28,500.
THE CENTER FOR PHILANTHROPY & PUBLIC POLICY SPPD - USC; LEWIS HALL 210 LOS ANGELES, CA 90089	NONE GENERAL OPERATING EXPENSE	501C3	5,000.
THE MUSES - CALIFORNIA MUSEUM FOUNDATION 700 EXPOSITION PARK DR. LOS ANGELES, CA 90037	NONE ENDOWMENT SUPPORT	501C3	1,000.

THE WOMEN'S FOUNDATION 340 PINE STREET, SUITE 302 SAN FRANCISCO, CA 94104	NONE GENERAL OPERATING EXPENSE	501C3	1,000.
WETA PUBLIC TV & RADIO 3939 CAMPBELL AVENUE ARLINGTON, VA 22206	NONE GENERAL OPERATING EXPENSE	501C3	2,500.
WGBH ONE GUEST STREET BOSTON, MA 02135	NONE GENERAL OPERATING EXPENSE	501C3	2,500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,154,814.

FORM 990-PF GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
P.S. ARTS 11965 VENICE BLVD., SUITE 201 LOS ANGELES, CA 90066	NONE GENERAL OPERATING EXPENSE	501C3	92,408.
COSMO LOS ANGELES, CA	NONE GENERAL OPERATING EXPENSE	501C3	50,000.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DR. LOS ANGELES, CA 90037	NONE GENERAL OPERATING EXPENSE	501C3	58,300.
INNER CITY ARTS 720 KOHLER STREET LOS ANGELES, CA 90021	NONE GENERAL OPERATING EXPENSE	501C3	316,503.
LA COUNTY HIGH SCHOOL FOR THE ARTS FOUNDATION 5151 STATE UNIVERSITY DR. LOS ANGELES, CA 90032	NONE GENERAL OPERATING EXPENSE	501C3	25,000.
LA/HP LOS ANGELES, CA	NONE GENERAL OPERATING EXPENSE	501C3	100,000.
BOYS & GIRLS CLUB OF HOLLYWOOD 850 N. CAHUENGA BLVD. HOLLYWOOD, CA 90038	NONE GENERAL OPERATING EXPENSE	501C3	26,000.
MARLBOROUGH SCHOOL 250 SOUTH ROSSMORE AVE. LOS ANGELES, CA 90004	NONE GENERAL OPERATING EXPENSE	501C3	85,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			753,211.

LEONETTI/O'CONNELL FAM FDN

Realized Gains and Losses

Period Ended December 31, 2009

YEAR TO DATE GAINS AND LOSSES

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
BLACKSTONE GROUP INC (THE) CMN	Oct 13 2008	Apr 21 2009	25,000.00	180,415.33	220,250.00	0.00	(39,834.67)	(39,834.67)	ST
	Oct 17 2008	Apr 21 2009	10,764.00	77,679.62	108,091.01	0.00	(30,411.39)	(30,411.39)	ST
	Oct 17 2008	Apr 21 2009	12,500.00	90,207.67	118,711.25	0.00	(28,503.59)	(28,503.59)	ST
	Oct 20 2008	Apr 21 2009	1,736.00	12,528.04	18,709.92	0.00	(6,181.88)	(6,181.88)	ST

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM LOSSES	360,830.66	465,762.18	0.00	(104,931.52)	(104,931.52)
NET SHORT TERM GAINS (LOSSES)	**360,830.66**	**465,762.18**	**0.00**	**(104,931.52)**	**(104,931.52)**

Goldman Sachs

Statement Detail

LEONETTI/O'CONNELL FAM FDN GOLD

Realized Gains and Losses

Period Ended December 31, 2009

YEAR TO DATE GAINS AND LOSSES

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis		FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
AGNICO EAGLE MINES LTD CMN	Jul 09 2007	Jan 09 2009	24.00	1,190.01	978.48		0.00	211.53	211.53	LT
	Aug 08 2007	Jan 09 2009	4,250.00	210,730.39	188,296.68	195,357	0.00	22,433.71	22,433.71	LT
	Aug 09 2007	Jan 09 2009	140.00	6,941.71	6,082.59		0.00	859.12	859.12	LT
ANGLO AMERICAN PLC ADR CMN	Sep 28 2006	Jan 09 2009	8.00	89.38	174.34		0.00	(84.96)	(84.96)	LT
	Apr 16 2007	Jan 09 2009	247.00	2,759.52	6,997.17		0.00	(4,237.65)	(4,237.65)	LT
	Jul 09 2007	Jan 09 2009	1,914.00	21,383.47	64,318.66	164001	0.00	(42,935.19)	(42,935.19)	LT
	Apr 22 2008	Jan 09 2009	2,680.00	29,941.33	92,511.46		0.00	(62,570.13)	(62,570.13)	ST
BARRICK GOLD CORPORATION CMN	Aug 08 2007	Jan 09 2009	4,775.00	153,726.44	163,793.96		0.00	(10,067.52)	(10,067.52)	LT
	Aug 09 2007	Jan 09 2009	350.00	11,267.91	11,726.48	175,520	0.00	(458.57)	(458.57)	LT
FREEPORT-MCMORAN COPPER & GOLD CMN	Jul 09 2007	Jan 09 2009	1,756.00	49,417.77	157,316.88		0.00	(107,899.11)	(107,899.11)	LT
GOLD FIELDS LTD SPONSORED ADR CMN	Apr 09 2008	Jan 09 2009	2,900.00	25,150.39	42,266.63		0.00	(17,116.24)	(17,116.24)	ST
GOLDCORP INC CMN	Sep 28 2006	Jan 09 2009	477.00	12,758.53	11,354.19		0.00	1,404.34	1,404.34	LT
	Apr 16 2007	Jan 09 2009	212.00	5,670.46	5,732.84	148,670	0.00	(62.38)	(62.38)	LT
	Jul 09 2007	Jan 09 2009	5,073.00	135,689.81	131,583.47		0.00	4,106.34	4,106.34	LT
HECLA MINING CO. CMN	Nov 27 2006	Jan 09 2009	1,167.00	2,878.97	7,894.17		0.00	(5,015.20)	(5,015.20)	LT
	Apr 16 2007	Jan 09 2009	488.00	1,203.89	4,816.56	127,888	0.00	(3,612.67)	(3,612.67)	LT
	Jul 09 2007	Jan 09 2009	12,318.00	30,388.33	115,177.00		0.00	(84,788.67)	(84,788.67)	LT
PAN AMERICAN SILVER CORPORATIO CMN	Sep 28 2006	Jan 09 2009	383.00	6,595.80	7,597.13		0.00	(1,001.33)	(1,001.33)	LT
	Apr 16 2007	Jan 09 2009	192.00	3,306.51	6,265.12	134123	0.00	(2,958.61)	(2,958.61)	LT
	Jul 09 2007	Jan 09 2009	4,216.00	72,605.43	120,261.40		0.00	(47,655.97)	(47,655.97)	LT
RANDGOLD RESOURCES LIMITED ADR CMN	Sep 28 2006	Jan 09 2009	345.00	14,251.63	7,143.80		0.00	7,107.83	7,107.83	LT
	Apr 16 2007	Jan 09 2009	209.00	8,633.60	5,525.33	105,568	0.00	3,108.27	3,108.27	LT
	Jul 09 2007	Jan 09 2009	4,044.00	167,053.87	92,898.77		0.00	74,155.10	74,155.10	LT
RIO TINTO PLC SPONSORED ADR	Sep 28 2006	Jan 09 2009	37.00	3,653.57	7,108.76		0.00	(3,455.19)	(3,455.19)	LT
	Apr 16 2007	Jan 09 2009	18.00	1,777.41	4,664.26	113123	0.00	(2,886.85)	(2,886.85)	LT
	Jul 09 2007	Jan 09 2009	312.00	30,808.45	101,350.21		0.00	(70,541.76)	(70,541.76)	LT

LEONETTI/O'CONNELL FAM FDN GOLD

Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis		FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period	
ROYAL GOLD, INC. CMN	Sep 28 2006	Jan 09 2009	220.00	9,654.18	6,156.52		0.00	3,497.66	3,497.66	LT	
	Apr 16 2007	Jan 09 2009	192.00	8,425.47	5,917.60	90,729	0.00	2,507.87	2,507.87	LT	
	Jul 09 2007	Jan 09 2009	3,024.00	132,701.14	78,654.84		0.00	54,046.30	54,046.30	LT	
SILVER STANDARD RESOURCES INC CMN	Sep 28 2006	Jan 09 2009	368.00	6,607.95	8,221.79		0.00	(1,613.84)	(1,613.84)	LT	
	Apr 16 2007	Jan 09 2009	134.00	2,406.16	5,418.46	148,470	0.00	(3,012.30)	(3,012.30)	LT	
	Jul 09 2007	Jan 09 2009	3,664.00	65,792.24	134,830.07		0.00	(69,037.83)	(69,037.83)	LT	
SOUTHERN COPPER CORPORATION CMN	Jul 09 2007	Jan 09 2009	5,258.00	90,921.34	179,696.70		0.00	(88,775.36)	(88,775.36)	LT	
YAMANA GOLD INC CMN	Feb 05 2007	Jan 09 2009	662.00	4,602.46	6,635.40		0.00	(2,032.94)	(2,032.94)	LT	
	Apr 16 2007	Jan 09 2009	440.00	3,059.04	4,317.77	91,991	0.00	(1,258.73)	(1,258.73)	LT	
	Jul 09 2007	Jan 09 2009	8,194.00	56,967.64	81,038.21		0.00	(24,070.57)	(24,070.57)	LT	
SEABRIDGE GOLD INC CMN	Sep 28 2006	Jan 15 2009	540.00	6,389.51	6,755.40		0.00	(365.89)	(365.89)	LT	
	Apr 16 2007	Jan 15 2009	402.00	4,756.64	7,227.96	201,293	0.00	(2,471.32)	(2,471.32)	LT	10762
	Jul 09 2007	Jan 15 2009	6,974.00	82,519.39	187,309.78		0.00	(104,790.39)	(104,790.39)	LT	
SPDR GOLD TRUST ETF	Apr 02 2009	Jun 09 2009	12,000.00	1,126,641.42	1,066,021.20		0.00	60,620.22	60,620.22	ST	
AGNICO EAGLE MINES LTD CMN	Aug 09 2007	Dec 03 2009	100.00	6,579.32	4,344.71		0.00	2,234.61	2,234.61	LT	
ANGLO AMERICAN PLC ADR CMN	Apr 22 2008	Dec 03 2009	100.00	2,079.94	3,451.92		0.00	(1,371.98)	(1,371.98)	LT	
BARRICK GOLD CORPORATION CMN	Aug 09 2007	Dec 03 2009	100.00	4,666.37	3,350.42		0.00	1,315.95	1,315.95	LT	0
FREEPORT-MCMORAN COPPER & GOLD CMN	Jul 09 2007	Dec 03 2009	100.00	8,422.28	8,958.82		0.00	(536.54)	(536.54)	LT	
GOLD FIELDS LTD SPONSORED ADR CMN	Apr 09 2008	Dec 03 2009	100.00	1,498.82	1,457.47		0.00	41.35	41.35	LT	
GOLDCORP INC CMN	Jul 09 2007	Dec 03 2009	100.00	4,478.88	2,593.80		0.00	1,885.08	1,885.08	LT	
HECLA MINING CO. CMN	Jul 09 2007	Dec 03 2009	100.00	696.65	935.03		0.00	(238.38)	(238.38)	LT	
PAN AMERICAN SILVER CORPORATIO CMN	Jul 09 2007	Dec 03 2009	100.00	2,616.93	2,852.50		0.00	(235.57)	(235.57)	LT	
RANDGOLD RESOURCES LIMITED ADR CMN	Jul 09 2007	Dec 03 2009	100.00	8,627.77	2,297.20		0.00	6,330.57	6,330.57	LT	
RIO TINTO PLC SPONSORED ADR	Jul 09 2007	Dec 03 2009	100.00	21,055.45	32,484.04		0.00	(11,428.59)	(11,428.59)	LT	
ROYAL GOLD, INC. CMN	Jul 09 2007	Dec 03 2009	100.00	5,396.85	2,601.02		0.00	2,795.83	2,795.83	LT	
SEABRIDGE GOLD INC CMN	Jul 09 2007	Dec 03 2009	100.00	2,644.92	2,685.83		0.00	(40.91)	(40.91)	LT	
SILVER STANDARD RESOURCES INC CMN	Jul 09 2007	Dec 03 2009	100.00	2,374.93	3,679.86		0.00	(1,304.93)	(1,304.93)	LT	
SOUTHERN COPPER CORPORATION CMN	Jul 09 2007	Dec 03 2009	100.00	3,496.90	3,417.59	0	0.00	79.31	79.31	LT	
YAMANA GOLD INC CMN	Jul 09 2007	Dec 03 2009	100.00	1,325.02	988.99		0.00	336.03	336.03	LT	

Goldman Sachs

Statement Detail

LEONETTI/O'CONNELL FAM FDN GOLD

Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM GAINS	1,126,641.42	1,066,021.20	0.00	60,620.22	60,620.22
SHORT TERM LOSSES	55,091.72	134,778.09	0.00	(79,686.37)	(79,686.37)
NET SHORT TERM GAINS (LOSSES)	**1,181,733.14**	**1,200,799.29**	**0.00**	**(19,066.15)**	**(19,066.15)**
LONG TERM GAINS	744,100.25	555,643.47	0.00	188,456.78	188,456.78
LONG TERM LOSSES	761,446.77	1,461,694.48	0.00	(700,247.70)	(700,247.70)
NET LONG TERM GAINS (LOSSES)	**1,505,547.02**	**2,017,337.95**	**0.00**	**(511,790.93)**	**(511,790.93)**