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Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated às 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

For calendar year 2011 or tax year beginning and ending A Employer identification number Name of foundation 20-3889415 THE LEONETTI/O'CONNELL FAMILY FOUNDATION Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 1050 213-622-0066 515 S. FIGUEROA City or town, state, and ZIP code C If exemption application is pending, check here LOS ANGELES. 90071 G Check all that apply: Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, 2, check here and attach computation Address change Name change H Check type of organization: X Section 501(c)(3) exempt private foundation E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here Fair market value of all assets at end of year J Accounting method: X Accrual F If the foundation is in a 60-month termination Other (specify) under section 507(b)(1)(B), check here (from Part II, col (c), line 16) 36,095,240. (Part I, column (d) must be on cash basis.) ▶\$ Part | Analysis of Revenue and Expenses (d) Disbursements for charitable purposes (b) Net investment (c) Adjusted net (a) Revenue and (The total of amounts in columns (b), (c), and (d) may not expenses per books ıncome income necessarily equal the amounts in column (a)) (cash basis only) N/A Contributions, gifts, grants, etc., received Check X if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments 4,756 STATEMENT 1,040,557 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 0 6a Net gain or (loss) from sale of assets not on line 10 274,596. 617,178 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain Income modifications 10a and allowances Gross profit or (loss) OSC Other Door 1 9 2012 814,785 168,133 STATEMENT 819,541 825,868 Total. Add lines 1 through 1 82,701 16,540 66,161. 15 Pension plans, employee benefits Expenses 160 160. 3 0. STMT 16a Legal fees 24,500 18,375. STMT 4 6,125. **b** Accounting fees 7,710. STMT 5 8,226 516. c Other professional fees 10,160 17 Interest STMT 21,357 12,127 5,106. 6 18 Taxes 19 Depreciation and depletion 20 Occupancy 41,383 0. 41,383. 21 Travel, conferences, and meetings 22 Printing and publications STMT 7 8,155 273,555 9,882. 23 Other expenses 24 Total operating and administrative 186,482 319,023 148,777. expenses. Add lines 13 through 23 2,026,212 2,421,412. 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. 2,570,189. 2,212,694 319,023 Add lines 24 and 25 27 Subtract line 26 from line 12: -393,153 2 Excess of revenue over expenses and disbursements 506,845 b Net investment income (if negative, enter -0-) N/A c Adjusted net income (if negative, enter -0-)

Part II Balance Sheets States stellars and anames in description of year End of year (i) Book Value (ii) Fair Market Value (ii) Fair Market Value (iii) Book Value (iii) Fair Market Value (iii) Fair Market Value (iii) Book Value (iii) Fair Market Value (For	m 99	00-PF (2011) THE LEONETTI/O'CONNELL			3889415 Page 2
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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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ▶ 5 O. 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 36, 035, 240.	_	1				
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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5 O. 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 1 36, 428, 393. 2 -393, 153. 3 0. 4 36, 035, 240.		31	Total liabilities and net assets/fund balances	36,892,402.	36,095,240.	
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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5 O. 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 1 36, 428, 393. 2 -393, 153. 3 0. 4 36, 035, 240.		art	Analysis of Changes in Net Assets or Fund F	Ralances	 -	
(must agree with end-of-year figure reported on prior year's return) 2 Enter amount from Part I, line 27a 2	<u></u>	art				
2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ▶ 5 Occesses not included in line 2 (itemize) ▶ 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 2	1		• • • • • • • • • • • • • • • • • • • •	: 30		
3 Other increases not included in line 2 (itemize) ► 3 0. 4 Add lines 1, 2, and 3 4 36,035,240. 5 Decreases not included in line 2 (itemize) ► 5 0. 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 36,035,240.		•			- 1	
4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 5 0. 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 36,035,240.						
5 Decreases not included in line 2 (itemize) ► 5 0. 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 36, 035, 240.						
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 36,035,240.			•		· —	
			· · · · · · · · · · · · · · · · · · ·	John (b) line 20		
	<u>6</u>	ı ota	net assets or rund palances at end of year (line 4 minus line 5) - Part II, c	olumn (b), line 30		

orm 990 Part I		LEONETTI/O'C	ONNELL FAI	MILY FOU	ND	ATI	NC	20	<u> 388</u>	9415	Page 3
Tarti	(a) List and descr	ribe the kind(s) of property s rehouse; or common stock,	old (e.g., real estate,		(b) l	low ac	quired (nase tion	c) Date a (mo., da	cquired y, yr.)	(d) Dat (mo., d	
 1a					"	Dona	ition				
	SEE ATTACHED	STATEMENT									
C	<u> </u>										
d			·								
е											
(€	e) Gross sales price	(f) Depreciation allowe (or allowable)		t or other basis xpense of sale					in or (loss) (f) minus (
a		<u> </u>			_					_	
b							_				
С											
<u>d</u>						_				64.5	170
е	274,596.			-342,58	2.		·				<u>,178.</u>
Com	plete only for assets showing	g gain in column (h) and ow							ol. (h) gaın ot less thaı		
(i)	F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (1) col. (j), if any				Losses (from col. ((h))	
a											
b											
С											
d										C17	170
е				·	_					01/	<u>,178.</u>
2 Capita	ıl gaın net ıncome or (net ca		lso enter in Part I, line enter -0- in Part I, line		}	2				617	<u>,178.</u>
3 Netsh	ort-term capital gain or (los	ss) as defined in sections 12	22(5) and (6):		\						
-	, also enter in Part I, line 8,	column (c).			•				NT / N		
If (los	s), enter -0- in Part I, line 8	Inder Section 4940	a) for Peduced	Tay on Not	· Inv	3 Actn	ent Inco	me	N/A		
			 				10111111101			 	
(For option	onal use by domestic private	e foundations subject to the	section 4940(a) tax on	net investment ir	ICOIII	5.)					
If section	4940(d)(2) applies, leave t	his part blank.									
Moo tha	foundation liable for the con	tion 4942 tax on the distribu	table amount of any ve	ar in the bace nei	rınd?					☐ Vρς	X No
		lify under section 4940(e). D			i iou ·					,,03	110
		each column for each year;			es.						
	(a)	····	(b)		(c))			Dieteri	(d) bution ratio	
Calend	Base period years dar year (or tax year beginni	والمريم استقمينيات ا	fying distributions	Net value of no			use assets	(Distrii col. (b) dr)	vided by col	. (c))
	2010		1,108,408.		33	,74	8,422	•		.0	32843
-	2009		1,313,548.				8,223				40581
	2008		890,093.				7,935			.0	29272
	2007		1,354,019.				2,020				54265
	2006		357,008.				8,033			.0	27744
2 Total	of line 1, column (d)							2		.1	84705
		5-year base period - divide t	he total on line 2 by 5,	or by the number	r of ye	ears					
	undation has been in existe							3		.0	36941
		·									
4 Enter	the net value of noncharital	ble-use assets for 2011 from	Part X, line 5					4	3	4,630	,161.
5 Multi	oly line 4 by line 3							5		1,279	,273.
6 Enter	1% of net investment incor	me (1% of Part I, line 27b)						6		15	,068.
7 Addi	ines 5 and 6							7	1	1,294	,341.
	qualifying distributions from							8		2,570	,189.
	 8 is equal to or greater tha he Part VI instructions. 	n line 7, check the box in Pa	rt VI, line 1b, and comp	plete that part usii	ng a 1	ı% tax	rate.				

	n 990-PF (2011) THE LEONETTI/O'CONNELL FAMILY FOUNDATION 20-3	889415 see instr	5 uctio	Page 4 ns)
	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) Domestic foundations that meet the section 4940(e) requirements in Part V, check here X and enter 1% of Part I, line 27b		L5,0	68.
c	e All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
	Add lines 1 and 2		15,0	68.
-	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		L5,0	
	Credits/Payments:			<u> </u>
	2011 estimated tax payments and 2010 overpayment credited to 2011 6a 33,188.			
	Exempt foreign organizations - tax withheld at source			
	: Tax paid with application for extension of time to file (Form 8868)			
	I Backup withholding erroneously withheld 6d			
	Total credits and payments. Add lines 6a through 6d		33,1	88.
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 8		/ -	<u> </u>
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		18,1	20.
	Enter the amount of line 10 to be: Credited to 2012 estimated tax		/ -	0.
	art VII-A Statements Regarding Activities			
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in		Yes	No
	any political campaign?	1a		X
b	o Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
-	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or	13-		
	distributed by the foundation in connection with the activities			
C	Did the foundation file Form 1120-POL for this year?	1c		X
	I 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 .		1	
е	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?	2		X
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or		Ĭ	
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		_X_
4a	a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	_ 4a	X	<u> </u>
b	o 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?	5		X
	If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
	By language in the governing instrument, or		i	
	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?	7	X	
	If "Yes," complete Part II, col. (c), and Part XV.			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
b	olf 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	<u> </u>	<u> </u>
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	4	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X
		Form 99	υ-PF	(2011)

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	990-PF (2011) THE LEONETTI/O'CONNELL FAMILY FOUNDATION 20-3889	415	Page 5
	rt VII-A Statements Regarding Activities (continued)	т т	
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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		Х
	Website address ► N/A		-
14	The books are in care of ► THE ORGANIZATION Telephone no. ► 213-62		<u>66</u>
	Located at ► 515 S. FIGUEROA, LOS ANGELES, CA ZIP+4 ►90	10/1	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	3T /	▶ └
	and enter the amount of tax-exempt interest received or accrued during the year	N/.	es No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank,	1 1	X
	securities, or other financial account in a foreign country?	16	
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign		
Pa	country Int 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.	Y	es 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?		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)		
	a disqualified person?	1 1	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No	1	
	(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 X No		
	io die zenem of zee over an quantity		
	(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.)		
	to this day of government out to the government of the government of gov		
D	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	1b	x
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	10 -	- A
	Diganizations relying on a current notice regarding disaster assistance check here: 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 2011?	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)):		
8	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning		
	before 2011? Yes X 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	1 1	
	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.		
	>		
38	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No		
			İ
t	o if "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after	1 1	
	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 2011.) N/A	3b	
4-	Form 4720, to determine if the foundation had excess business holdings in 2011.) 1 Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
	o Did the foundation invest during the year any amount in a mainter that would jeopardize its charitable purposes? Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that	70	
	had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	x
	Fo		PF (2011)

Form 990-PF (2011) THE LEONETTI/O'CONNELL F			<u> 20-38894</u>	15 Page <u>6</u>
Part VII-B Statements Regarding Activities for Which	Form 4/20 May Be H	equirea (contin	ued)	
5a During the year did the foundation pay or incur any amount to:		<u> </u>		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section			s X No	
(2) Influence the outcome of any specific public election (see section 4955); of	or to carry on, directly or indire		[5 2]	
any voter registration drive?	_		s X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes		∟ Ye	s X No	
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section			1 1
509(a)(1), (2), or (3), or section 4940(d)(2)?			s X No	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	, or educational purposes, or f			
the prevention of cruelty to children or animals?			s X No	1 1
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un		n Regulations	/-	
section 53.4945 or in a current notice regarding disaster assistance (see instru	•		N/A	5b
Organizations relying on a current notice regarding disaster assistance check h				1 1
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption f				
expenditure responsibility for the grant?		/A Ye	s L No	
If "Yes," attach the statement required by Regulations section 53.494	• •			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on			
a personal benefit contract?		Ye	s X No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	personal benefit contract?		<u></u>	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 s		Ye	s X No	
b If "Yes," did the foundation receive any proceeds or have any net income attrib				7 <u>b </u>
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors	ees, Foundation Ma	nagers, Highly	<i>'</i>	 _
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	EXEC DIRECTOR			
515 S. FIGUEROA #1050		j		
LOS ANGELES, CA 90071	25.00	75,000.	0.	7,701.
MARGO L. O'CONNELL	SEC./DIRECTOR			
515 S. FIGUEROA #1050	1			
LOS ANGELES, CA 90071	2.00	0.	0.	0.
MICHAEL F. O'CONNELL	CFO / DIRECTO	R		
515 S. FIGUEROA #1050				
LOS ANGELES, CA 90071	2.00	0.	0.	0.
2 Compensation of five highest-paid employees (other than those inc	cluded on line 1). If none,	enter "NONE."	(n = 1	
(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

Form **990-PF** (2011)

orm 990-PF (2011) THE LEONETTI/O'CONNELL FAMILY FO		-3889415 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundary Paid Employees, and Contractors (continued)		
3 Five highest-paid independent contractors for professional services. If none, enter		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		_
	_	
	\dashv	
	\dashv	
otal number of others receiving over \$50,000 for professional services	<u>- </u>	▶ 0
Part IX-A Summary of Direct Charitable Activities		* *
List the foundation's four largest direct charitable activities during the tax year. Include relevant statis number of organizations and other beneficiaries served, conferences convened, research papers pro	stical information such as the iduced, etc.	Expenses
N/A		
	_	
		_
		-
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year or	n lines 1 and 2.	Amount
N/A		
All other program-related investments. See instructions.		
3		┥
		-
Fotal, Add lines 1 through 3		O .
		Form 990-PF (2011)

For	n 990-PF (2011) THE LEONETTI/O'CONNELL FAMILY FOUNDATION	20	J-3889415 Page 8
Ρ	Minimum Investment Return (All domestic foundations must complete this part. Foreign four	dation	s, 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	0.
b	Average of monthly cash balances	1b_	2,584,228.
C	Fair market value of all other assets	1c	<u>32,573,296.</u>
d	Total (add lines 1a, b, and c)	1d	35,157,524.
е	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	<u>0.</u>
3	Subtract line 2 from line 1d	3	35,157,524.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	527,363.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,630,161.
6	Minimum investment return Enter 5% of line 5	6	1,731,508.
Р	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here and do not complete this part.)	d certai	n
1	Minimum investment return from Part X, line 6	1	1,731,508.
	Tax on investment income for 2011 from Part VI, line 5		
 b	Income tax for 2011. (This does not include the tax from Part VI.)		
-	Add lines 2a and 2b	2c	15,068.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,716,440.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,716,440.
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	1,716,440.
_	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		0 550 100
	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	2,570,189.
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:		
	Suitability test (prior IRS approval required)	3a	· · · · · · · · · · · · · · · · · · ·
b	Cash distribution test (attach the required schedule)	3b	0.550.600
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,570,189.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		4 = 6.55
	income. Enter 1% of Part I, line 27b	5	<u> 15,068.</u>

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

Form **990-PF** (2011)

6 Adjusted qualifying distributions. Subtract line 5 from line 4

4940(e) reduction of tax in those years.

Page 9

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI,				-
line 7				1,716,440.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,296,111.	
b Total for prior years:				
,		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from				
Part XII, line 4: ► \$ 2,570,189.				
a Applied to 2010, but not more than line 2a			1,296,111.	
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 2011 distributable amount				1,274,078.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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:				
2 Corpus Add lines 31, 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 2010. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract			ĺ	
lines 4d and 5 from line 1. This amount must				
be distributed in 2012				442,362.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			<u> </u>
8 Excess distributions carryover from 2006				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012.	_			i
Subtract lines 7 and 8 from line 6a				,
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008		[
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Form 990-PF (2011) THE LEO Part XIV Private Operating Form		NELL FAMILY			89415 Page 10
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1 a If the foundation has received a ruling of					
foundation, and the ruling is effective for			. ▶ └—	1,0,00,00	
b Check box to indicate whether the found		ng toundation described		4942(J)(3) or49	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year	(b) 2010	Prior 3 years (c) 2009	(4) 2009	(a) Tatal
income from Part I or the minimum	(a) 2011	(b) 2010	(6) 2009	(d) 2008	(e) Total
investment return from Part X for					
each year listed				ļ	
b 85% of line 2a				ļ. <u>.</u>	<u> </u>
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				 	
3 Complete 3a, b, or c for the alternative test relied upon:			<u> </u>		
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			1		
section 4942(j)(3)(B)(iii)	L			<u> </u>	
(3) Largest amount of support from		•			
an exempt organization					
(4) Gross investment income	<u> </u>	<u> </u>		<u> </u>	<u> </u>
Part XV Supplementary Info		•	if the foundation	n had \$5,000 or m	ore in assets
at any time during t	ne year-see inst	ructions.)			
1 Information Regarding Foundation	• •				
a List any managers of the foundation wh year (but only if they have contributed n			tributions received by the	e foundation before the clo	se of any tax
SEE STATEMENT 11					
b List any managers of the foundation who ther entity) of which the foundation ha			(or an equally large port	ion of the ownership of a p	artnership or
SEE STATEMENT 12					
2 Information Regarding Contribution			-	not poont upo-licited	reate for funds 16
Check here \(\big \text{X}\) if the foundation of the foundation makes gifts, grants, etc.					
a The name, address, and telephone num	·			rompioto Romo za, a, o, an	
a The hame, qualess, and telephone hum	ber of the person to who	т аррисацон эпоско ос	addiessed.		
b The form in which applications should b	e submitted and informa	ition and materials they s	hould include;	·	
c Any submission deadlines:					
d Any restrictions or limitations on award	s, such as by geographic	al areas, charitable fields	, kinds of institutions, or	other factors:	
	- '				
					

60 000

Total

Part XVI-A	Analysis	of Income-	Producing	Activities
------------	----------	------------	------------------	-------------------

er gross amounts unless otherwise indicated.	Unrelated t	Unrelated business income		by section 512, 513, or 514	(e)
	(a) Business	(b)	(C) Exclu-	(d)	Related or exemp
Program service revenue:	code	Amount	sion code	Amount	function income
a					
b					
C					
d					
e					
f					
g Fees and contracts from government agencies					
Membership dues and assessments					
Interest on savings and temporary cash				[
investments					
Dividends and interest from securities		<u></u>	14	4,756.	
Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
Net rental income or (loss) from personal					
property					
Other investment income	523000	-612,902.	01	2,427,687.	
Gain or (loss) from sales of assets other					
than inventory			18		
Net income or (loss) from special events					
Gross profit or (loss) from sales of inventory					
Other revenue:			!		
a					
b					
·					
d			 		
Cubtotal Add aslumna (b) (d) and (a)		-612,902.	-	2,432,443.	
Subtotal. Add columns (b), (d), and (e) Total. Add line 12, columns (b), (d), and (e)	ĻL	-012,902.	I	13	1,819,5
e worksheet in line 13 instructions to verify calculation	ine)			10	1,019,5
art XVI-B Relationship of Activit	ies to the Accon	nplishment of Ex	cempt I	Purposes	
ne No. Explain below how each activity for whice	h income is reported in a	column (e) of Part XVI-A	contribute	ed importantly to the accomm	ulshment of
the foundation's exempt purposes (other				ou importantly to the abbomp	

L				
I				
			·	
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Form **990-PF** (2011)

	FO.1(a) of the Code (other than cost on FO.1(a)	•	organizations described		Yes X No
	501(c) of the Code (other than section 501(c)(3)) or in section 527?			Yes X No
b if Yes, co	omplete the following schedule. (a) Name of organization	(b) Type of organiz	ation	(c) Description of re	lationship
	N/A	(-1)			
					
Sign Here	penalties perfuy, I declare that have examined in elief, it is true correct, and complete. Declaration of pi patter of other or trustee	reparer (other than taxpayer) is based on a		er has any knowledge	May the IRS discuss this return with the preparer shown below (see instr.)? X Yes No.
Sign	Print/Type preparer's name	Preparer's signature	Date	Check if self- employed	PTIN
Paid	SARAH CULLEN	Loual Cu	Cl11/13/12		P00131656
Preparer Use Only	Firm's name STANISLAWSKS	& HARRISON, CP	AS	Firm's EIN ► 9	5-4749365
		E AVE, SUITE 900 CA 91101		Phone no. 6	26-793-3600

Form **990-PF** (2011)

3 Grants and Contributions Paid During the	Year (Continuation)			
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount
CHILDREN'S INSTITUTE, INC.	NONE	501C3	GENERAL OPERATING	
711 S. NEW HAMPSHIRE AVE.			EXPENSE	15.00
OS ANGELES, CA 90005				15,00
CHILDRENS HOSPITAL LOS ANGELES	NONE	501C3	GENERAL OPERATING	
1650 SUNSET BLVD.			EXPENSE	
OS ANGELES, CA 90027				100,00
CLASSICAL KUSC	NONE	501C3	GENERAL OPERATING	
PO BOX 77913			EXPENSE	
LOS ANGELES, CA 90007				5,000
COUNCIL ON FOUNDATIONS	NONE	501C3	GENERAL OPERATING	
2121 CRYSTAL DRIVE, SUITE 700			EXPENSE	
ARLINGTON, VA 22202				_3,64
COVENANT HOUSE	NONE	501C3	GENERAL OPERATING	
1325 N. WESTERN AVE.			EXPENSE	
LOS ANGELES, CA 90027				25,00
EDUCATION CONSORTIUM OF CENTRAL LOS	NONE	501C3	EDUCATION	
ANGELES 2801 S. HOOVER ST.				
LOS ANGELES, CA 90007				2,00
TDT.(Gable 68100) of 100 livery 50		E0103		
EPISCOPAL SCHOOL OF LOS ANGELES 506 NORTH CAMDEN DR.	NONE	501C3	GENERAL OPERATING EXPENSE	
BEVERLY HILLS, CA 90210				57,00
		50103	GENERAL OPERATING	
FRIENDS OF THE LOS ANGELES RIVER 570 W. AVENUE 26 #250	NONE	501C3	GENERAL OPERATING EXPENSE]
LOS ANGELES, CA 90065				50,00
GOOD SHEPHERD CENTER FOR HOMELESS	NONE	501C3	GENERAL OPERATING	
VOMEN & CHILDREN		1	EXPENSE	
1671 BEVERLY BLVD. LOS ANGELES, CA 90026				10,00
HARVARD BUSINESS SCHOOL	NONE	501C3	GENERAL OPERATING	
SOLDIERS FIELD BOSTON MA 02163			EXPENSE	250,00
Total from continuation sheets				2 288 41

3 Grants and Contributions Paid During the Y				
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	Contribution	, and an
HOLY FAMILY CATHOLIC CHURCH	NONE	501C3	GENERAL OPERATING	
1527 FREMONT AVE.	1		EXPENSE	
SOUTH PASADENA, CA 91030				5,00
HOUSTON EAST END CHAMBER OF COMMERCE	NONE	501C3	GENERAL OPERATING	
550 GULFGATE CENTER		1	EXPENSE	
OUSTON, TX 77087			<u> </u>	5,00
NNER CITY ARTS	NONE	501C3	GENERAL OPERATING	
20 KOHLER STREET			EXPENSE	
OS ANGELES CA 90021				1,00
RIDESCENT	NONE	501C3	GENERAL OPERATING	
32 WEST 22ND STREET			EXPENSE	
OS ANGELES, CA 90007				25,00
CCET	NONE	501C3	GENERAL OPERATING	
4401 W. SUNSET BLVD.	NONE	50163	EXPENSE	
OS ANGELES CA 90027		-		2,50
A COUNTY HIGH SCHOOL FOR THE ARTS	NONE	501C3	GENERAL OPERATING	
FOUNDATION			EXPENSE	
5151 STATE UNIVERSITY DR.				
OS ANGELES, CA 90032		 		1,252,50
A WORLD AFFAIRS COUNCIL 345 SOUTH FIGUEROA, STE 313	NONE	501C3	GENERAL OPERATING EXPENSE	
OS ANGELES, CA 90071			CAPENSE	3,15
OS ANGELES SOCIAL VENTURE PARTNERS	NONE	501C3	GENERAL OPERATING	
PO BOX 5762			EXPENSE	15 0
PLAYA DEL REY, CA 90296	<u> </u>			15,00
MARLBOROUGH SCHOOL	NONE	501C3	EDUCATION	
50 SOUTH ROSSMORE AVE.			1	
OS ANGELES, CA 90004	 			90,00
MIND RESEARCH INSTITUTE	NONE	501C3	GENERAL OPERATING	
6631 S. HARBOR BLVD., SUITE 200			EXPENSE	150.00
SANTA ANA, CA 92704 Total from continuation sheets	<u> </u>		<u> </u>	150,00

3 Grants and Contributions Paid During the	Year (Continuation)			
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	Contribution	
		E0102	GENERAL OPERATING	
IATIONAL CENTER FOR FAMILY PHILANTHROPY	NONE	501C3	EXPENSE	
1101 CPMMECTICUT AVE, STE 220				
WASHINGTON, DC 20036				1,0
NATURAL HISTORY MUSEUM	NONE	501C3	GENERAL OPERATING	
900 EXPOSITION BLVD			EXPENSE	
LOS ANGELES, CA 90007				5.00
NATURE CONSERVANCY	NONE	501C3	GENERAL OPERATING	
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100	HOME		EXPENSE	
ARLINGTON, VA 22203				30,0
		504.53		
OUR LADY OF LORETTO HIGH SCHOOL 2300 W PICO BLVD	NONE	501C3	GENERAL OPERATING EXPENSE	
LOS ANGELES, CA 90006				20,0
P.S. ARTS	NONE	501C3	EDUCATION	
11965 VENICE BLVD., SUITE 201				
LOS ANGELES, CA 90066		+		46,2
REGENTS OF THE UNIVERSITY OF	NONE	501C3	GENERAL OPERATING	
CALIFORNIA			EXPENSE	
1111 FRANKLIN ST., 9TH FLOOR				F0 0
OAKLAND, CA 94607				50,0
SCRIPPS COLLEGE	NONE	501C3	GENERAL OPERATING	
1030 COLUMBIA AVE	NONE	50103	EXPENSE	
CLAREMONT CA 91711		<u> </u>		5,0
SOUTH CENTRAL SCHOLARS	NONE	501C3	GENERAL OPERATING EXPENSE	
29000 S WESTERM AVE. STE 401 RANCHO PALOS VERDES CA 90275				25.0
SOUTHERN CALIFORNIA GRANTMAKERS	NONE	501C3	GENERAL OPERATING	
1000 NORTH ALAMEDA STREET, STE 230			EXPENSE	
LOS ANGELES, CA 90012				6
	NONE	501C3	GENERAL OPERATING	
THE C.H.I.P.S. 2121 WEST TEMPLE STREET	HORE	P0103	EXPENSE	
LOS ANGELES CA 90026		1		5

3 Grants and Contributions Paid During the Y	ear (Continuation)			
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount
HE COLLEAGUES	NONE	501C3	GENERAL OPERATING	
70 WARNER AVE			EXPENSE	
OS ANGELES, CA 90024				1,20
PURNING POINT SCHOOL	NONE	501C3	GENERAL OPERATING	
780 NATIONAL BLVD.			EXPENSE	
ULVER CITY, CA 90232		-		8,00
NIVERSITY OF SO CAL PHILANTHROPY AND UB POL	NONE	501C3	GENERAL OPERATING EXPENSE	
SC, LEWIS HALL 210				
OS ANGELES, CA 90089		 		26,61
RBAN COMPASS	NONE	501C3	GENERAL OPERATING	
.1100 S CENTRAL AVE .OS ANGELES CA 90059			EXPENSE	2,50
OS ANGELES, CA 90039				2,30
		-		
	}			
				ļ <u> </u>
		J]

Part TV | Capital Gains and Losses for Tax on Investment Income (b) How acquired (a) List and describe the kind(s) of property sold, e.g., real estate, (c) Date acquired (d) Date sold Purchase 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) (mo., day, yr.) D - Donation 1a 20,000 SHS PROSHARES TRUST II PROSHARES ULTRASHOR Р VARIOUS **VARIOUS** P VARIOUS b FIDELITY INVESTMENTS VARIOUS P VARIOUS c T.ROWE PRICE **VARIOUS** P VARIOUS d K-1-PROSHARES ULTRASHORT SILVER VARIOUS e K-1-HOUSATONIC EQUITY II P VARIOUS **VARIOUS** P f K-1-HOUSATONIC MICRO FUND VARIOUS **VARIOUS** P g K-1-HOUSATONIC EQUITY VARIOUS VARIOUS h K-1-OCM OPPS VIIB AIF P VARIOUS VARIOUS P VARIOUS VARIOUS P J K-1-OCM OPPS VIIB VARIOUS VARIOUS P k K-1-ROCKWOOD EQUITY VARIOUS WARIOUS P VARIOUS VARIOUS P m K-1-BG TFH VARIOUS VARIOUS n K-1-BG SECH P VARIOUS VARIOUS 0 (g) Cost or other basis (h) Gain or (loss) (f) Depreciation allowed (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) -62,611. 337,207 274,596 a <u>-6,347.</u> <u>6,347.</u> þ -1,312. <u>1,312.</u> C -111,144. 111,144. ₫ -2,809. 2,809. е -141,834 141,834. f <u>-74,13</u>1. 74,131. g -4,4904,490. h -21,504 21,504. <u>-159,673</u> 159,673. -2,660.2,660. -380,810. 380,810. -56. 56. m -<u>4,693.</u> 4,693. Π 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (k) Excess of col. (ı) (j) Adjusted basis (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (j), if any -62,611. a 6,347. b <u>1,312.</u> C d -111,144. 2,809. 141,834. <u>74,131</u>. g 4,490. h 21,504. 159,673. <u>2,</u>660. <u>380,810.</u> ı 56. m -4,693. n 0 If gain, also enter in Part I, line 7 2 Capital gain net income or (net capital loss) If (loss), enter "-0-" in Part I, line 7 2 <u>617,178.</u> 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 N/A

FORM 990-PF DIVIDENDS	S AND	INTER	EST E	'ROM	SECU	JRITIES		STATEMENT	1
SOURCE		GROSS	JOMA	NT		PITAL GAI DIVIDENDS		COLUMN (A AMOUNT)
ALL DOCUMENTS - INTEREST	-			40.			0.	1,1	
CITY NATIONAL BANK-INTEREST			3,2	198.			0.	3,2	
FIDELITY				11.			0.		11.
GOLDMAN SACHS - DIVIDENDS				10.			0.	•	10.
GOLDMAN SACHS - INTEREST				2.			0.	0.4	2.
UNION BANK - INTEREST			2	95.			0.	2	95.
TOTAL TO FM 990-PF, PART I, LI	N 4		4,7	56.			0.	4,7	56.
DESCRIPTION PARTNERSHIP INVESTMENT INCOME K-1 - OTHER INCOME	O.	THER II	(<i>I</i> REVI PER I) NUE	<u> </u>	(B) NET INVE MENT INC	ST- OME	(C) ADJUSTEI NET INCO	
			1 (111				· _	
TOTAL TO FORM 990-PF, PART I,	LINE	=	1,0	14,	785.	168,	133.	· 	
TORK AND DE									
FORM 990-PF		LEGAL	FEES	S 				STATEMENT	3
DESCRIPTION	EXPE	LEGAL A) NSES BOOKS	NET	(B)	EST-	(C) ADJUS NET IN	TED	(D) CHARITA	BLE
	EXPE	A) NSES	NET	(B)		ADJUS NET IN	TED	(D) CHARITA PURPOS	BLE

FORM 990-PF	ACCOUNTI	NG FEES	STATEMENT		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	24,500.	6,125.		18,375.	
TO FORM 990-PF, PG 1, LN 16B	24,500.	6,125.		18,375.	
FORM 990-PF C	THER PROFES	SIONAL FEES	S	FATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING MANAGEMENT FEE	7,710. 516.	0. 516.		7,710.	
TO FORM 990-PF, PG 1, LN 16C	8,226.	516.		7,710.	
FORM 990-PF	TAX	ES	S	FATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX FOREIGN TAXES PAID FTB	15,018. 0. 25.	10,894. 0.		0. 0. 25. 4,931.	
PAYROLL TAXES RRF-1	6,164. 150.	0.		150.	

FORM 990-PF	OTHER E	STATEMENT 7				
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVES MENT INCO		(C) ADJUSTED NET INCOM		
DUES & SUBSCRIPTION FILING FEE	2,581. 25.		0.		2,5	81.
K-1 - CHARITABLE CONTRIBUTIONS K-1 - PORTFOLIO DEDUCTIONS MISCELLANEOUS PAYROLL SERVICE CHARGE	0. 0. 4,647. 902.	273,3 1	0. 75. 0. 80.		1,9 4,6 7	0.
TO FORM 990-PF, PG 1, LN 23	8,155.	273,5	55.		9,8	82.
FORM 990-PF	CORPORAT	E STOCK	-		STATEMENT	8
DESCRIPTION			воок	VALUE	FAIR MARKE VALUE	т
NAT'L FIN SERV - LEGION PTN ALL DOCUMENTS INC.			1,116,118.		1,116,118.	
TOTAL TO FORM 990-PF, PART II	, LINE 10B	=	1,	176,118.	1,176,1	18.
FORM 990-PF	OTHER INV	ESTMENTS			STATEMENT	9
DESCRIPTION		LUATION ETHOD	воок	VALUE	FAIR MARKE VALUE	T
ABI NOTE RECEIVABLE AMERICAN BIOSURGICAL LLC BG SECH BOURGEON PARTNERS, LP G SACHS PRIVATE EQUITY ENERGY GOLDMAN SACHS VINTAGE FUND IV GOLDMAN SACHS VINTAGE FUND V GORDIAN CAPITAL, LLC HOUSATONIC EQUITY INVESTORS IN HOUSATONIC EQUITY INVESTORS IN HOUSATONIC EQUITY INVESTORS IN HOUSATONIC EQUITY PARTNERS LANGULAR HOUSATONIC MICRO FUND IBS OPPORTUNITY FUND IRS PARTNERS 12	FUND II LP IV LP	COST COST COST COST COST COST COST COST	1,	400,000. 185,000. 0. 532,880. 639,595. 449,809. 627,707. 121,866. 307,000. 230,000. 226,000. 656,000. 796,000. 710,873.	400,0 185,0 532,8 639,5 449,8 627,7 121,8 307,0 5,230,0 226,0 656,0 1,074,0 796,0 2,710,8	00. 80. 80. 95. 007. 666. 000. 000.

THE LEONETTI/O'CONNELL FAMILY FO	OUNDATION		20-3889415
OAKTREE VALUE OPPORTUNITIES FUND I	LP COST	699,752.	699,752.
OCM OPPORTUNITIES FUND (CAYMAN)	COST	546.	546.
OCM OPPORTUNITIES FUND VIIB AIF	COST	77 770	77 770
(DELAWARE) OCM OPPORTUNITIES FUND VIIB, LP	COST	77,778. 2,092,390.	77,778. 2,092,390.
PEAK JOAQUIN HOLDINGS, LLC	COST	1,686,050.	1,686,050.
PEAK MOUNTAIN FUND LLC	COST	1,386,000.	1,386,000.
ROCKWOOD EQUITY PARTNERSHIP FUND 1		507,307.	507,307.
SENATOR GLOBAL OPPS OFFSHORE FUND	COST	3,521,529.	3,521,529.
SERENT CAPITAL ASSOCIATES LP	COST	161,000.	161,000.
TENNENBAUM OPPORTUNITIES FUND V	COST	3,044,810.	3,044,810.
TRUMPET SEARCH LLC	COST	270,400.	270,400.
VERI-TAX HOLDINGS	COST	305,231.	305,231.
WEST COAST COLD, LLC	COST	0.	0.
LINEAR LOGISTICS	COST	2,000,000.	2,000,000.
FELLOWSHIP CAPITAL	COST	100,000.	100,000.
TOTAL TO FORM 990-PF, PART II, LII	NE 13	29,809,523.	29,809,523.
FORM 990-PF	OTHER ASSETS		STATEMENT 10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DISTRIBUTION RECEIVABLE	0.	2,654,485.	2,654,485.
GOLDMAN SACHS - OTHER COMMODITIES	0.	565,238.	565,238.
PREPAID FEDERAL EXCISE TAX	0.	18,120.	18,120.
TO FORM 990-PF, PART II, LINE 15	0.	3,237,843.	3,237,843.

PART XV - LINE 1A

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

FORM 990-PF

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

STATEMENT

11

FORM 990-PF

PART XV - LINE 1B LIST OF FOUNDATION MANAGERS STATEMENT

12

NAME OF MANAGER

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