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EXTENDED TO NOVEMBER 16, 2015
Return of Private Foundation

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

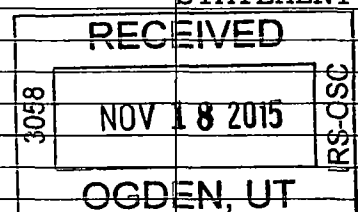
Department of the Treasury
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning , and ending

Name of foundation THOMAS & DOROTHY LEAVEY FOUNDATION		A Employer identification number 95-6060162
Number and street (or P.O. box number if mail is not delivered to street address) 10100 SANTA MONICA BLVD., STE 610		B Telephone number 310-551-9936
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90067		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ 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) \$ 277,506,962.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	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 ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,796.	867.		
	4 Dividends and interest from securities	6,910,054.	5,963,446.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	17,889,879.			
	b Gross sales price for all assets on line 6a	83,553,803.			
	7 Capital gain net income (from Part IV, line 2)		17,879,617.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	35,397.	<45,823.>		
	12 Total Add lines 1 through 11	24,837,126.	23,798,107.		
	13 Compensation of officers, directors, trustees, etc	11,400.	5,700.		5,700.
	14 Other employee salaries and wages	79,500.	7,950.		71,550.
	15 Pension plans, employee benefits	5,250.	525.		4,725.
	16a Legal fees STMT 3	185,927.	123,951.		61,954.
	b Accounting fees STMT 4	184,302.	147,441.		39,533.
	c Other professional fees STMT 5	2,726,527.	1,291,081.		16,343.
	17 Interest				
	18 Taxes STMT 6	105,964.	228,930.		8,388.
	19 Depreciation and depletion				
	20 Occupancy	96,037.	48,018.		48,019.
	21 Travel, conferences, and meetings	3,014.	0.		3,014.
	22 Printing and publications				
	23 Other expenses STMT 7	60,476.	30,239.		30,237.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,458,397.	1,883,835.		289,463.
	25 Contributions, gifts, grants paid	40,047,750.			13,915,937.
	26 Total expenses and disbursements Add lines 24 and 25	43,506,147.	1,883,835.		14,205,400.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<18,669,021.>			
	b Net investment income (if negative, enter -0-)		21,914,272.		
	c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,009,943.	2,483,764.	2,483,764.
	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 ▶ 62,581.			
	Less: allowance for doubtful accounts ▶ 0.	159,197.	62,581.	62,581.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	10,430.		
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	140,077,483.	140,000,406.	140,000,406.
	c Investments - corporate bonds STMT 10	51,204,719.	47,822,173.	47,822,173.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	85,931,650.	87,117,421.	87,117,421.
	14 Land, buildings, and equipment: basis ▶ 326,400.			
	Less: accumulated depreciation STMT 12 ▶ 326,400.			
	15 Other assets (describe ▶ STATEMENT 13)	148,639.	20,617.	20,617.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	280,542,061.	277,506,962.	277,506,962.
	17 Accounts payable and accrued expenses	127,251.	121,666.	
	18 Grants payable	1,990,825.	28,122,638.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 14)	1,259,691.	1,088,750.	
	23 Total liabilities (add lines 17 through 22)	3,377,767.	29,333,054.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	277,164,294.	248,173,908.	
	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	277,164,294.	248,173,908.	
	31 Total liabilities and net assets/fund balances	280,542,061.	277,506,962.	

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	277,164,294.
2 Enter amount from Part I, line 27a	2	<18,669,021.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	258,495,273.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	10,321,364.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	248,173,909.

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 83,553,803.		65,674,186.	17,879,617.

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			17,879,617.

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	17,879,617.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	13,668,703.	259,639,053.	.052645
2012	11,308,967.	239,536,243.	.047212
2011	12,342,576.	247,675,265.	.049834
2010	9,883,446.	233,512,503.	.042325
2009	10,913,177.	209,315,408.	.052137

2 Total of line 1, column (d)	2	.244153
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	.048831
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	281,159,728.
5 Multiply line 4 by line 3	5	13,729,311.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	219,143.
7 Add lines 5 and 6	7	13,948,454.
8 Enter qualifying distributions from Part XII, line 4	8	14,205,400.

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)		1	219,143.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	219,143.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	219,143.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	190,355.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	125,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	315,355.	
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	96,212.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax	11	96,212.	Refunded

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	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	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ANDERSEN TAX LLC</u> Telephone no. ► <u>213-593-2300</u> Located at ► <u>400 S. HOPE STREET, SUITE 2000, LOS ANGELES, CA</u> ZIP+4 ► <u>90071</u>			
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	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ► <u>OTHER COUNTRY</u>	16	X	No

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
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	
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 2014 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 2014.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2014?		X

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
EDGEWOOD MANAGEMENT CO. 350 PARK AVENUE, 18TH FL, NEW YORK, NY 10022	INVESTMENT COUNSEL	440,410.
KR CAPITAL ADVISORS, INC. 450 PARK AVENUE, NEW YORK, NY 10022	INVESTMENT COUNSEL	343,954.
BEL AIR INVESTMENT - 1999 AVENUE OF THE STARS, LOS ANGELES, CA 90067	ADVISORY FEES	276,082.
IRELL & MANELLA, LLP - 1800 AVE OF THE STARS, #900, LOS ANGELES, CA 90067	LEGAL COUNSEL	180,526.
ANDERSEN TAX LLC 400 S. HOPE ST. #2000, LOS ANGELES, CA 90071	ACCOUNTING SERVICES	140,367.
Total number of others receiving over \$50,000 for professional services		2

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	
SEE STATEMENT 16	393,000.
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 NONE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
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	264,264,003.
b	Average of monthly cash balances	1b	8,048,440.
c	Fair market value of all other assets	1c	13,128,905.
d	Total (add lines 1a, b, and c)	1d	285,441,348.
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	285,441,348.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,281,620.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	281,159,728.
6	Minimum investment return. Enter 5% of line 5	6	14,057,986.

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	14,057,986.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	219,143.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	219,143.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,838,843.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	13,838,843.
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	13,838,843.

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	14,205,400.
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	14,205,400.
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	219,143.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,986,257.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				13,838,843.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	35,855.			
b From 2010				
c From 2011	254,545.			
d From 2012				
e From 2013	961,266.			
f Total of lines 3a through e	1,251,666.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 14,205,400.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				13,838,843.
e Remaining amount distributed out of corpus	366,557.			
5 Excess distributions carryover applied to 2014 (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	1,618,223.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	35,855.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,582,368.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011	254,545.			
c Excess from 2012				
d Excess from 2013	961,266.			
e Excess from 2014	366,557.			

N/A

- ▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

GRANTS ARE USUALLY MADE IN SOUTHERN CALIFORNIA

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 SCHEDULE A ATTACHED		501(C)(3)	GENERAL/EDUCATIONAL	13,522,937.
SEE SCHEDULE B ATTACHED		501(C)(3)	EDUCATIONAL	393,000.
Total				▶ 3a 13,915,937.
b Approved for future payment				
CALIFORNIA SCIENCE CENTER FOUNDATION		501(C)(3)	GENERAL/EDUCATIONAL	1,000,000.
CATHOLIC EXTENSION		501(C)(3)	GENERAL	50,000.
CHILDREN'S HOSPITAL LOS ANGELES		501(C)(3)	GENERAL	3,500,000.
Total				▶ 3b 34,600,000.

SEE CONTINUATION SHEET(S)

95-6060162

	2019	2018
Grants and Contributions Approved for Future Payment (Continuation)		

423635
05-01-14

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

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 (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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.		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

[illegible]

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		

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

Sign Here   

Signature of officer or trustee _____ Date _____ Title _____

May the IRC discuss this return with the preparer shown below (see instr. 7)?
☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	SUSAN K. AMSTER	<i>Susan K. Amster</i>	11-475		P00378875
	Firm's name ▶ ANDERSEN TAX LLC			Firm's EIN ▶ 33-1197384	
	Firm's address ▶ 400 SOUTH HOPE STREET, SUITE 2000 LOS ANGELES, CA 90071			Phone no. 213-593-2300	

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	OFFICE EQUIPMENT	010101	SL	5.00	16	37,430.			37,430.	37,430.		0.
2	FURNITURE AND FIXTURES	010101	SL	7.00	16	54,991.			54,991.	54,991.		0.
3	LEASEHOLD IMPROVEMENTS	010101	SL	10.00	16	207,952.			207,952.	207,952.		0.
4	LEASEHOLD IMPROVEMENTS	040102	SL	10.00	16	2,022.			2,022.	2,022.		0.
5	SCOPIER/PRINTER	020906	SL	5.00	16	4,641.			4,641.	4,641.		0.
6	RETIRED OFFICE EQUIPMENT	063010		.000	16	<3,438.>			<3,438.>	<3,438.>		0.
7	COMPUTER SOFTWARE	022908	SL	5.00	16	974.			974.	974.		0.
8	COMPUTER SOFTWARE	031108	SL	5.00	16	16,540.			16,540.	16,540.		0.
9	PRINTERS	031108	SL	5.00	16	1,656.			1,656.	1,656.		0.
20	OFFICE FURNITURE	111591	SL	7.00	16	3,632.			3,632.	3,632.		0.
	* TOTAL 990-PF PG 1					326,400.		0.	326,400.	326,400.	0.	0.
	DEPR											

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	SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
b	SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
c	FROM WILTON K-1	P	VARIOUS	VARIOUS
d	FROM WILTON K-1	P	VARIOUS	VARIOUS
e	FROM SALIENT K-1	P	VARIOUS	VARIOUS
f	FROM ENERGY CAPITAL II-B K-1	P	VARIOUS	VARIOUS
g	BOOK/TAX ADJUSTMENT (EXCLUDING K-1S AND MLP)	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
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 16,816,095.		16,416,781.	399,314.
b 60,825,114.		49,376,740.	11,448,374.
c		<500.>	500.
d		<94,065.>	94,065.
e		<25,269.>	25,269.
f		499.	<499.>
g			0.
h 5,912,594.			5,912,594.
i			
j			
k			
l			
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			399,314.
b			11,448,374.
c			500.
d			94,065.
e			25,269.
f			<499.>
g			0.
h 5,912,594.			5,912,594.
i			
j			
k			
l			
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	17,879,617.
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

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SEE STATEMENT ATTACHED					
	16,816,095.	16,416,781.	0.	0.	399,314.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SEE STATEMENT ATTACHED					
	60,825,114.	49,376,740.	0.	0.	11,448,374.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM WILTON K-1					
	0.	<500.>	0.	0.	500.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM WILTON K-1	0.	<94,065.>	0.		0.	94,065.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM SALIENT K-1	0.	<25,269.>	0.		0.	25,269.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM ENERGY CAPITAL II-B K-1	0.	499.	0.		0.	<499.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
BOOK/TAX ADJUSTMENT (EXCLUDING K-1S AND MLP)	0.	<10,262.>	0.		0.	10,262.

CAPITAL GAINS DIVIDENDS FROM PART IV

5,912,594.

TOTAL TO FORM 990-PF, PART I, LINE 6A

17,889,879.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	35,397.	0.	
FROM NORTHERN TRUST	0.	15,815.	
FROM K-1 - WILTON PRIVATE EQUITY FUND LLC	0.	8,649.	
FROM K-1 - SALIENT MLP TOTAL RETURN CLASS SETTLEMENT FUND INCOME	0.	<103,556.>	
	0.	33,269.	
TOTAL TO FORM 990-PF, PART I, LINE 11	35,397.	<45,823.>	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IRELL & MANELLA LLP	185,927.	123,951.		61,954.
TO FM 990-PF, PG 1, LN 16A	185,927.	123,951.		61,954.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANDERSEN TAX LLC	140,367.	112,293.		28,073.
DELOITTE & TOUCHE, LLP	43,935.	35,148.		11,460.
TO FORM 990-PF, PG 1, LN 16B	184,302.	147,441.		39,533.

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
INVESTMENT MANAGEMENT FEES	2,309,158.	786,129.		0.
CUSTODIAN FEES	103,536.	103,536.		0.
INVESTMENT ADVISORY FEES	289,148.	289,148.		0.
SCHOLARSHIP EVALUATION COMMITTEE	8,000.	0.		8,000.
CONSULTING FEES	16,685.	8,343.		8,343.
K-1 DEDUCTIONS - WILTON	0.	8,091.		0.
K-1 DEDUCTIONS - ENERGY				
CAPITAL II-B	0.	36,518.		0.
K-1 DEDUCTIONS - CRESTVIEW	0.	12,090.		0.
K-1 DEDUCTIONS - ENERGY				
CAPITAL III-B	0.	47,226.		0.
TO FORM 990-PF, PG 1, LN 16C	2,726,527.	1,291,081.		16,343.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	8,023.	153,377.		0.
FEDERAL EXCISE TAXES	220,000.	0.		0.
DEFERRED TAX PROVISION	<206,000.>	0.		0.
PAYROLL TAXES	6,271.	628.		5,643.
PROPERTY TAXES	412.	206.		206.
FEES AND DUES	2,529.	0.		2,529.
OTHER TAXES	74,729.	74,719.		10.
TO FORM 990-PF, PG 1, LN 18	105,964.	228,930.		8,388.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEALS & ENTERTAINMENT	2,659.	1,330.		1,329.
INSURANCE	35,878.	17,939.		17,939.
STATIONARY & SUPPLIES	640.	320.		320.
OFFICE EXPENSES	16,027.	8,014.		8,013.
TELEPHONE	3,694.	1,847.		1,847.
TRUSTEE EXPENSE	1,578.	789.		789.
TO FORM 990-PF, PG 1, LN 23	60,476.	30,239.		30,237.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
2014 CHANGE IN UNREALIZED LOSS - SECURITIES	10,321,364.
TOTAL TO FORM 990-PF, PART III, LINE 5	10,321,364.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STMT ATTACHED FOR "STOCKS"	140,000,406.	140,000,406.
TOTAL TO FORM 990-PF, PART II, LINE 10B	140,000,406.	140,000,406.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STMT ATTACHED FOR "BONDS"	47,822,173.	47,822,173.
TOTAL TO FORM 990-PF, PART II, LINE 10C	47,822,173.	47,822,173.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOREIGN SECURITIES - SEE STMT	FMV	61,617,681.	61,617,681.
ALTERNATIVE INVESTMENTS	FMV	25,499,740.	25,499,740.
TOTAL TO FORM 990-PF, PART II, LINE 13		87,117,421.	87,117,421.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT	37,430.	37,430.	0.
FURNITURE AND FIXTURES	54,991.	54,991.	0.
LEASEHOLD IMPROVEMENTS	207,952.	207,952.	0.
LEASEHOLD IMPROVEMENTS	2,022.	2,022.	0.
COPIER/PRINTER	4,641.	4,641.	0.
RETIRED OFFICE EQUIPMENT	<3,438.>	<3,438.>	0.
COMPUTER SOFTWARE	974.	974.	0.
COMPUTER SOFTWARE	16,540.	16,540.	0.
PRINTERS	1,656.	1,656.	0.
OFFICE FURNITURE	3,632.	3,632.	0.
TOTAL TO FM 990-PF, PART II, LN 14	326,400.	326,400.	0.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	10,639.	10,639.	10,639.
PREPAID EXCISE TAXES	138,000.	9,978.	9,978.
TO FORM 990-PF, PART II, LINE 15	148,639.	20,617.	20,617.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITY	1,139,000.	933,000.
DEFERRED RENT	86,539.	123,750.
PAYABLE TO BROKER, NET	34,152.	0.
ACCRUED EXCISE TAXES	0.	32,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,259,691.	1,088,750.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 15
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KATHLEEN L. MCCARTHY 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	CHAIRMAN, AS NEEDED 5.00	0.	0.	0.
MICHAEL ENRIGHT 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	3,000.	0.	0.
JACQUELINE POWERS DOUD 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	3,000.	0.	0.
LOUIS CASTRUCCIO 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	3,000.	0.	0.
LEO E. DENLEA, JR. 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	2,400.	0.	0.
MICHAEL MCCARTHY 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 1.00	0.	0.	0.

MARIE BRYSON	TRUSTEE, AS NEEDED			
10100 SANTA MONICA BLVD., SUITE				
610	1.00	0.	0.	0.
LOS ANGELES, CA 90067				
 KATHLEEN DUNCAN	 TRUSTEE, AS NEEDED			
10100 SANTA MONICA BLVD., SUITE				
610	1.00	0.	0.	0.
LOS ANGELES, CA 90067				
 MARK LEMONS	 TRUSTEE, AS NEEDED			
10100 SANTA MONICA BLVD., SUITE				
610	1.00	0.	0.	0.
LOS ANGELES, CA 90067				
 TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>11,400.</u>	<u>0.</u>	<u>0.</u>

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	16
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ACTIVITY ONE

SCHOLARSHIP PROGRAM, APPROVED BY THE IRS, BASED ON MERIT AND NEED FOR THE CHILDREN OF ABOUT 50,000 EMPLOYEES AND AGENTS OF FARMERS INSURANCE GROUP (FARMERS). ALL CHILDREN OF EMPLOYEES AND AGENTS OF FARMERS ARE ELIGIBLE. SCHOLARSHIP RECIPIENTS ARE SELECTED BY AN INDEPENDENT SELECTION COMMITTEE.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

393,000.

**STATEMENT ATTACHED TO AND MADE PART OF FORM 990-PF
U.S. RETURN OF PRIVATE FOUNDATION
FOR YEAR ENDED DECEMBER 31, 2014**

Part VII-B, Question 1a(3)

The Leavey Foundation, a trustee of the Leavey Foundation, and another private foundation share office expenses and equipment based upon usage.

Part VII-B, Question 1a(4)

All outside trustees are paid \$600 per board meeting. See Form 990-PF, Part VIII (1).

A law firm, of which a trustee of the Foundation is a partner emeritus, performed legal advisory services at fair market value which qualify under the exceptions described in Reg. Sec. 53.4941(d)-3(c). The legal fees paid in 2014 were \$180,526.

An employee of the Foundation is also related to a trustee of the Foundation. The employee received wages of \$79,500 in 2014, which qualify under the exceptions described in Reg. Sec. 53.4941(d)-3(c).

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2014

Form 990-PF, Part XV, Section (a) - Schedule A:
Grant Payments

Name	Amount
CK 8062	DOLORES MISSION \$700.00
CK 8063	ARCHDIOCESE OF LA \$10,000.00
CK 8110	HOMEBOY INDUSTRIES \$5,000.00
CK 8119	CALIFORNIA 4-H FOU \$100,000.00
CK 8120	CALIFORNIA 4-H FOU \$135,000.00
CK 8121	CASA COLINA HOSPIT \$100,000.00
CK 8122	COURT APPOINTED \$50,000.00
CK 8123	CATHEDRAL HIGH SCHO \$100,000.00
CK 8124	FADICA \$10,000.00
CK 8125	GOOD SHEPHERD CENT \$100,000.00
CK 8126	GREATER LA ZOO ASS \$5,000.00
CK 8127	IDYLLWILD ARTS \$20,000 00
CK 8128	JESUIT VOLUNTEER C \$25,000.00
CK 8129	JUNIOR ACHIEVEMENT \$5,000.00
CK 8130	LAY MISSION HELPER \$25,000.00
CK 8131	LACMA \$25,000.00
CK 8132	MAKING THE RIGHT C \$10,000.00
CK 8133	MARYCREST MANOR \$35,000.00
CK 8134	MIRACLE FLIGHTS \$10,000.00
CK 8135	PATH BEYOND SHELTE \$10,000.00
CK 8136	NETWORK FOR TEACHI \$10,000.00
CK 8137	SANTA FE COMMUNICA \$10,000 00
CK 8138	THE FRANCISCO HOME \$25,000 00
CK 8139	UNI OF PUGET SOUND \$111,176 76
CK 8154	SCHOOL ON WHEELS \$10,000 00
CK 8159	BRAILLE INSTITUTE \$20,000 00
CK 8166	HOSPITALLER FOUNDA \$1,000 00
CK 8167	GOOD SHEPERD CENTE \$1,000 00
CK 8200	SANTA TERESITA \$1,000 00
CK 8227	CALIFORNIA PROVINC \$300,000 00
CK 8228	SANTA CLARA UNI \$316,960 00
CK 8229	ST. PATRICK'S COLL \$320,000 00
CK 8230	CATHOLIC EXTENSION \$25,000 00
CK 8231	SAMARITAN'S PURSE \$25,000 00
CK 8232	ABILITY FIRST \$20,000 00
CK 8233	ALEXANDRIA HOUSE \$25,000 00
CK 8234	AMERICAN RED CROSS \$50,000 00
CK 8235	ASSISTANCE LEAGUE \$50,000 00
CK 8236	BOY SCOUTS OF AMERI \$20,000 00
CK 8237	CATHOLIC CHARITIES \$5,000 00
CK 8238	CHILDREN'S BUREAU \$100,000 00
CK 8239	CHILDREN OF THE NIG \$5,000 00
CK 8240	CITY OF HOPE \$25,000 00
CK 8241	GET ON THE BUS \$10,000 00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2014

Form 990-PF, Part XV, Section (a) - Schedule A:
Grant Payments

Name	Amount	
CK 8242	GOOD SHEPERD SHELT	\$20,000 00
CK 8243	LIBRARY FOUNDATION	\$10,000 00
CK 8244	PARA LOS NINOS	\$50,000 00
CK 8245	PROJECT ANGEL FOOD	\$10,000.00
CK 8246	PUENTE LEARNING CE	\$25,000.00
CK 8247	SOCIETY OF ST VINCE	\$25,000.00
CK 8248	THOMAS AQUINAS COL	\$25,000.00
CK 8249	UNI OF SAN DIEGO	\$15,000.00
CK 8254	LITTLE SISTERS	\$25,000.00
CK 8255	SPECIAL OLYMPICS	\$25,000.00
CK 8256	UNITED NEGRO COLL	\$50,000 00
CK 8347	ARCHDIOCESAN YOUTH	\$5,000 00
CK 8348	BAGS4KIDS	\$25,000.00
CK 8349	BISHOP CONATY	\$12,000.00
CK 8350	BOYS & GIRLS CLUB	\$25,000.00
CK 8351	FADICA	\$15,000.00
CK 8352	GREATER LA ZOO ASS	\$16,000 00
CK 8353	SISTER ELIZABETH	\$10,000 00
CK 8354	JUNIOR BLIND OF AM	\$25,000.00
CK 8355	MISS HALL'S SCHOOL	\$100,000 00
CK 8356	NATL DISASTER SEAR	\$5,000 00
CK 8357	LEARNING ALLY, INC	\$10,000.00
CK 8358	SHOES THAT FIT	\$5,000.00
CK 8359	SUPPORT OUR AGING	\$25,000.00
CK 8360	HOSPITALLER FOUND	\$50,000.00
CK 8361	THE RIGHT TO LIFE	\$25,000.00
CK 8362	UNITED CEREBRAL	\$10,000 00
CK 8363	UNIV OF PUGET SOUND	\$10,000 00
CK 8443	ARCHDIOCESE OF LA	\$25,000.00
CK 8444	BAYFRONT YOUTH & F	\$50,000 00
CK 8445	BLIND CHILDREN'S C	\$35,000.00
CK 8446	CALIFORNIA SCIENCE	\$500,000.00
CK 8447	CAMP RONALD MCDONA	\$25,000.00
CK 8448	COURT APPOINTED SP	\$50,000 00
CK 8449	CATHOLIC EDUCATION	\$5,000 00
CK 8450	CHILDREN'S HOSPITA	\$1,000,000 00
CK 8451	COVENANT HOUSE	\$25,000 00
CK 8452	FOUNDATION FOR TEA	\$9,000 00
CK 8453	GIRL SCOUTS OF GRE	\$25,000.00
CK 8454	GUIDE DOGS OF THE	\$25,000.00
CK 8455	GUIDING EYES FOR T	\$10,000.00
CK 8456	HAPPY TRAILS FOR K	\$15,000.00
CK 8457	HATHAWAY SYCAMORES	\$25,000 00
CK 8458	HOLLENBECK PALMS	\$25,000 00
CK 8459	IT'S TIME FOR KIDS	\$10,000 00
CK 8460	JOHN TRACY CLINIC	\$50,000 00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2014

Form 990-PF, Part XV, Section (a) - Schedule A:
Grant Payments

Name	Amount
CK 8461 JUNIORS OF SOCIAL	\$25,000.00
CK 8462 KIDSAVE	\$20,000.00
CK 8463 LOS ANGELES LGBT C	\$25,000.00
CK 8464 LOYOLA HIGH SCHOOL	\$345,000.00
CK 8465 LOYOLA MARYMOUNT U	\$500,000.00
CK 8466 MATER DOLOROSA PAS	\$50,000.00
CK 8467 NATIONAL PHILANTHR	\$1,500 00
CK 8468 OPTIONS UNITED	\$10,000.00
CK 8469 SAMARITAN'S PURSE	\$100,000 00
CK 8470 SAVE THE CHILDREN	\$50,000.00
CK 8471 SOCIAL SERVICE AUX	\$25,000.00
CK 8472 THE HEART TOUCH PR	\$25,000.00
CK 8473 UNIVERSITY OF PUGE	\$100.00
CK 8474 USC CENTER ON PHIL	\$10,000.00
CK 8475 VOCATION BOOM	\$7,500.00
CK 8485 ST PAUL THE APOST	\$500,000.00
CK 8486 CALIFORNIA SCIENCE	\$500,000.00
CK 8487 CHILDREN'S HOSPITA	\$1,000,000 00
CK 8488 MARYMOUNT HIGH SCH	\$1,000,000.00
CK 8489 UNIVERSITY OF SOUT	\$500,000.00
CK 8490 LOYOLA MARYMOUNT U	\$500,000.00
CK 8491 UNIVERSITY OF SOUT	\$1,000,000.00
CK 8492 HOMEBOY INDUSTRIES	\$1,000,000.00
CK 8494 UNIVERSITY OF SOUT	\$500,000.00
CK 8495 ST PAUL THE APOST	\$500,000.00
CK 8496 LOYOLA MARYMOUNT U	\$500,000.00

Total grants paid during the year

\$13,522,936.76

Included as qualifying distribution in prior year

\$0.00

\$13,522,936 76

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2014

Form 990-PF, Part XV, Section (a) - Schedule B
Scholarship Payments

Name	Amount
CK 8021 WILLIAM JEWEL COLLE	\$3,000.00
CK 8024 BELLARMINE UNI	\$3,000 00
CK 8025 NORTHEASTERN UNI	\$3,000 00
CK 8026 MIT	\$3,000 00
CK 8027 BAYLOR UNI	\$3,000 00
CK 8028 CREIGHTON UNI	\$3,000 00
CK 8029 UNI OF PORTLAND	\$3,000 00
CK 8031 JOHN CARROLL UNI	\$3,000 00
CK 8032 CALVIN COLLEGE	\$3,000 00
CK 8033 CAL TECH	\$3,000 00
CK 8040 DEPAUL UNI	\$3,000 00
CK 8041 BRIGHAM YOUNG UNI	\$3,000 00
CK 8042 UNI OF DAYTON	\$3,000 00
CK 8043 CONCORDIA COLLEGE	\$3,000 00
CK 8044 TRINITY UNI	\$3,000 00
CK 8045 ABILENE CHRISTIAN	\$3,000 00
CK 8046 ABILENE CHRISTIAN	\$3,000 00
CK 8047 WALDORF COLLEGE	\$3,000 00
CK 8048 UNI OF NOTRE DAME	\$3,000 00
CK 8049 UNI OF SAN DIEGO	\$3,000 00
CK 8050 BRIGHAM YOUNG UNI	\$3,000 00
CK 8051 BRIGHAM YOUNG UNI	\$3,000.00
CK 8052 HOPE COLLEGE	\$3,000 00
CK 8053 MULTNOMAH UNI	\$3,000.00
CK 8054 ST OLAF COLLEGE	\$3,000.00
CK 8055 ST JOSEPH'S UNI	\$3,000 00
CK 8056 PACIFIC LUTHERAN U	\$3,000.00
CK 8057 WORCESTER POLY INS	\$3,000.00
CK 8058 SYRACRUSE UNI	\$3,000 00
CK 8059 UNI OF CHICAGO	\$3,000 00
CK 8064 SPRING ARBOR UNI	\$3,000.00
CK 8065 STANFORD UNI	\$3,000 00
CK 8066 GEORGETOWN UNI	\$3,000 00
CK 8067 UNI OF NOTRE DAME	\$3,000 00
CK 8072 HUNTINGDON COLLEGE	\$3,000 00
CK 8077 SOUTHWEST BAPTIST	\$3,000 00
CK 8090 DRAKE UNI	\$3,000 00
CK 8091 STANFORD UNI	\$3,000 00
CK 8092 UNI OF PENN	\$3,000.00
CK 8093 USC	\$3,000 00
CK 8094 EUREKA COLLEGE	\$3,000 00
CK 8095 GEORGE WASHINGTON	\$3,000 00
CK 8096 OKLAHOMA BATPIST U	\$3,000 00
CK 8097 UNI OF TAMPA	\$3,000 00
CK 8100 SWARTHMORE COLLEGE	\$3,000 00
CK 8101 OKLAHOMA CHRISTIAN	\$3,000 00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2014

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Form 990-PF, Part XV, Section (a) - Schedule B
Scholarship Payments

Name	Amount
CK 8102 UNI OF REDLANDS	\$3,000.00
CK 8103 WHITWORTH UNI	\$3,000.00
CK 8106 UNI OF NOTRE DAME	\$3,000.00
CK 8107 TEXAS CHRISTIAN UN	\$3,000 00
CK 8108 INDIANA WESLEYAN U	\$3,000 00
CK 8115 REGIS UNI	\$3,000 00
CK 8116 BRIGHAM YOUNG UNI	\$3,000 00
CK 8117 UNI OF ST. THOMAS	\$3,000 00
CK 8141 CHAPMAN UNI	\$3,000 00
CK 8142 CARNEGIE MELLON UNI	\$3,000 00
CK 8143 UNI OF DENVER	\$3,000 00
CK 8144 SCHOOL OF VISUAL A	\$3,000 00
CK 8149 UNI OF NOTRE DAME	\$3,000 00
CK 8150 SAINT LOUIS UNI	\$3,000.00
CK 8158 NEBRASKA WESLEYAN	\$3,000.00
CK 8175 STANFORD UNI	\$6,000.00
CK 817 6 BRIGHAM YOUNG UNI	\$3,000.00
CK 8189 CLAREMONT MCKENNA	\$3,000 00
CK 8263 POMONA COLLEGE	\$3,000 00
CK 8264 UNIVERSITY OF TAMPA	\$3,000 00
CK 8280 REGIS UNIVERSITY	\$3,000 00
CK 8281 UNI OF PENNSYLVANI	\$3,000 00
CK 8282 TRINITY UNIVERSITY	\$3,000 00
CK 8283 CONCORDIA COLLEGE	\$3,000 00
CK 8284 DEPAUL UNIVERSITY	\$3,000.00
CK 8285 BELLARMINE UNIV	\$3,000 00
CK 8286 SWARTHMORE COLLEGE	\$3,000.00
CK 8287 UNIV OF PENNSYLVAN	\$3,000 00
CK 8288 JOHN CARROLL UNIV	\$3,000 00
CK 8289 WALDORF COLLEGE	\$3,000 00
CK 8290 OKLAHOMA CHRISTIAN	\$3,000 00
CK 8291 INDIANA WESLEYAN U	\$3,000 00
CK 8292 WESTMINSTER COLLEG	\$3,000 00
CK 8293 EMORY UNIVERSITY	\$3,000 00
CK 8294 ABILENE CHRISTIAN	\$3,000 00
CK 8295 BIOLA UNIVERSITY	\$3,000 00
CK 8296 LOYOLA MARYMOUNT U	\$3,000 00
CK 8304 BRIGHAM YOUNG UNIV	\$3,000 00
CK 8305 BRIGHAM YOUNG UNIV	\$3,000 00
CK 8306 TEXAS CHRISTIAN UN	\$3,000 00
CK 8307 HOPE COLLEGE	\$3,000.00
CK 8308 UNI OF NOTRE DAME	\$3,000 00
CK 8309 BAYLOR UNIVERSITY	\$3,000 00
CK 8310 BRIGHAM YOUNG UNIV	\$3,000 00
CK 8311 STANFORD UNIVERSIT	\$3,000 00
CK 8312 ITHACA COLLEGE	\$3,000 00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2014

Form 990-PF, Part XV, Section (a) - Schedule B
Scholarship Payments

Name	Amount
CK 8313	WORCESTER POLYTECH
CK 8314	UNIVERSITY OF DAYT
CK 8315	UNIV OF SCRANTON
CK 8326	BRIGHAM YOUNG UNIV
CK 8327	ST. LOUIS UNIVERSI
CK 8328	CREIGHTON UNIVERSI
CK 8329	CARNEGIE MELLON UN
CK 8330	NEBRASKA WESLEYAN
CK 8331	INDIANA WESLEYAN
CK 8332	SPRING ARBOR UNIV
CK 8333	UNIV OF NOTRE DAME
CK 8334	UNIV OF NOTRE DAME
CK 8335	UNIV OF NOTRE DAME
CK 8336	UNIV OF REDLANDS
CK 8337	SEATTLE UNIVERSITY
CK 8338	ST. OLAF COLLEGE
CK 8345	STANFORD UNIVERSIT
CK 8346	DUQUESNE UNIVERSIT
CK 8367	WILLAMETTE UNIV
CK 8368	HUNTINGDON COLLEGE
CK 8369	WHITWORTH UNIVERSI
CK 8370	BAYLOR UNIVERSITY
CK 8371	WESTMINSTER COLLEG
CK 8376	BOSTON UNIVERSITY
CK 8377	UNIV OF NOTRE DAME
CK 8378	BRIGHAM YOUNG UNIV
CK 8379	SOUTHWEST BAPTIST
CK 8380	CORNELL UNIVERSITY
CK 8384	CAL TECH
CK 8387	LETOURNEAU UNIV
CK 8389	UNIVERSITY OF DENV
CK 8390	UNIV OF NOTRE DAME
CK 8393	BRIGHAM YOUNG UNIV
CK 8399	CASE WESTERN RESER
CK 8400	UNIVERSITY OF NOTR
CK 8410	PACIFIC LUTHERAN U
CK 8411	STANFORD UNIVERSIT
CK 8476	NORTHEASTERN UNIVE
CK 8481	POMONA COLLEGE
	REFUNDED CHECKS
	(\$3,000 00)
Total scholarships paid during the year	\$393,000.00

Thomas and Dorothy Leavey Foundation
Distributable Amounts

Taxable Year	Distributable Amount	Qualifying Distribution		Start-Up Minimum Amount	Actual Payments Made	Aggregate Actual Payments
Start-Up Period						
1972	131,217	323,511	20%	26,243	323,511	323,511
1973	191,562	249,587	40%	76,625	249,587	573,098
1974	437,124	341,482	60%	262,316	341,482	914,580
1975	669,052	680,447	80%	535,329	680,447	1,595,027
Full Payment Periods						
	(a)	(b)	(b) - (a)	Excess Distribution in Full Pmt Period	C/O Distribution in Excess of Full-Pmt Period Minimum Amount *	
1976	691,688	763,413	71,725	71,725	763,413	2,358,440
1977	666,262	869,120	202,858	274,583	869,120	3,227,560
1978	1,288,135	1,579,058	290,923	565,506	1,579,058	4,806,618
1979	1,595,578	1,214,235	(381,343)	184,163	1,214,235	6,020,853
1980	2,430,168	2,877,536	447,368	631,531	2,877,536	8,898,389
1981	2,941,628	4,196,894	1,255,266	1,886,797	4,196,894	13,095,283
1982	2,241,628	4,316,428	2,074,800	3,777,434	4,316,428	17,411,711
1983	2,514,882	5,453,487	2,938,605	6,716,039	5,453,487	22,865,198
1984	2,560,537	3,107,451	546,914	7,447,116	3,107,451	25,972,649
1985	3,312,974	5,079,238	1,766,264	9,029,217	5,079,238	31,051,887
1986	4,128,167	9,733,201	5,605,034	14,186,883	9,733,201	40,785,088
1987	4,157,668	6,152,280	1,994,612	14,926,229	6,152,280	46,937,368
1988	4,233,367	11,622,051	7,388,684	20,240,113	11,622,051	58,559,419
1989	5,804,490	4,956,229	(848,261)	16,453,247	4,956,229	63,515,648
1990	6,363,814	6,457,040	93,226	15,999,559	6,457,040	69,972,688
1991	7,029,568	7,280,324	250,756	14,484,051	7,280,324	77,253,012
1992	7,296,938	7,777,870	480,932	9,359,949	7,777,870	85,030,882
1993	7,296,318	5,373,516	(1,922,802)	5,442,535	5,373,516	90,404,398
1994	7,195,273	10,251,313	3,056,040	3,056,040	10,251,313	100,655,711
1995	7,589,427	9,373,069	1,783,642	4,839,682	9,373,069	110,028,780
1996	8,430,221	10,189,131	1,758,910	6,598,592	10,189,131	120,217,911
1997	9,218,650	11,772,537	2,553,887	9,152,479	11,772,537	131,990,448
1998	11,066,653	13,263,687	1,447,034	10,599,513	12,513,687	144,504,135
1999	13,192,888	6,314,789	(6,628,099)	3,971,414	6,564,789	151,068,924
2000	14,289,604	15,820,457	1,780,853	5,752,267	16,070,457	167,139,381
2001	11,666,671	6,384,370	(5,032,301)	719,966	6,634,370	173,773,751
2002	10,712,404	10,957,555	245,151	965,117	10,957,555	184,731,306
2003	10,398,080	10,376,550	(21,530)	943,587	10,376,550	195,107,856
2004	11,538,823	11,509,581	(29,242)	914,345	11,509,581	206,617,437
2005	11,740,896	11,418,948	(321,948)	245,527	11,418,948	218,036,385
2006	12,349,791	12,920,118	570,327	815,478	12,920,118	230,956,503
2007	13,813,528	14,606,453	792,925	1,363,252	14,056,453	245,012,956
2008	12,721,374	13,192,269	470,895	1,834,147	13,492,269	258,505,225
2009	10,645,859	10,983,088	337,229	2,171,376	10,983,088	269,488,313
2010	11,532,306	9,883,446	(1,648,860)	522,516	9,883,446	279,371,759
2011	12,235,898	12,490,442	254,544	777,060	12,490,442	291,862,201
2012	11,795,628	11,308,967	(486,661)	290,399	11,308,967	303,171,168
2013	12,844,695	13,805,961	961,266	1,251,665	13,805,961	316,977,129
2014	13,838,843	14,205,400	366,557	1,582,368	14,205,400	331,182,529

* THE EXCESS REDUCES THE FULL PAYMENT PERIOD MINIMUM AMOUNT FOR EACH SUCCEEDING TAXABLE YEAR, LIMITED TO A PERIOD OF FIVE YEARS FOLLOWING THE YEAR IN WHICH THE EXCESS DISTRIBUTION IS MADE.

IRC Section 4942(g)(2)
Treas. Reg. Section 53.4942(a)-3(b)

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2014

Domestic Stock	FMV
Edgewood 282	47,937,605.94
KR Capital 378	34,648,399.77
Diamond Hill 546	21,336,127.98
DE Smid Cap 812	16,767,917.23
Liquidity Acct 817	3,214.33
FPA Crescent 856	15,222,367.49
Totals	135,915,632.74

Foreign Stock	FMV
Edgewood 282	2,555,574.80
KR Capital 378	1,529,197.00
Pimco 505	1.49
Totals	4,084,773.29

Total Corporate Stock	140,000,406.03
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Fixed income funds	FMV
Focused Fund 569	13,771,233.22
Templeton Glo Tot 672	17,703,802.57
Dodge & Cox 942	16,347,137.24
Totals	47,822,173.03

Positional Details

31 DEC 14

Account number Multiple Accounts

2632282,2691856,2643378,2605505,2694672,2683812,2624942,2661546,2683817,2672569

Page 1 of 11

◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID

Shares/PAI value

Exchange rate/
local market price

Accrued
income/expense

Market Value

Cost

Market

Unrealized gain/loss

Translation

Total

Equities

Common stock

Canada - USD

NORTEL NETWORKS CORP NEW COM CUSIP 658568508

426 000	0.0035	0.00	1.49	29.82	-28.33	0.00	-28.33
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Total USD

		0.00	1.49	29.82	-28.33	0.00	-28.33
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Total Canada

		0.00	1.49	29.82	-28.33	0.00	-28.33
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United Kingdom - USD

ADR ARM HLDS PLC SPONSORED ISIN US0420681068 CUSIP 042068106

55 196 000	46.30	0.00	2,555,574.80	2,415,880.51	139,694.29	0.00	139,694.29
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Total USD

		0.00	2,555,574.80	2,415,880.51	139,694.29	0.00	139,694.29
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Total United Kingdom

		0.00	2,555,574.80	2,415,880.51	139,694.29	0.00	139,694.29
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United States - USD

#REORG/ALLERGAN INC COM STOCK CASH AND STOCK MERGER 03-17-2015 CUSIP 018490102

8 447 000	212.59	0.00	1,795,747.73	325,880.42	1,469,867.31	0.00	1,469,867.31
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#REORG/EQUINIX MANDATORY EXCH EQUINIX INC COM 291EAY1 01-26-2015 CUSIP 29444U502

9 578 000	226.73	0.00	2,171,619.94	1,748,965.89	422,654.05	0.00	422,654.05
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#REORG/GOOGLE NAME CHANGE ALPHABET 261LAC1 10-05-2015 CUSIP 38259P706

2 563 000	526.40	0.00	1,349,163.20	689,849.23	659,313.97	0.00	659,313.97
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#REORG/GOOGLE NAME CHANGE ALPHABET 261NAD1 10-05-2015 CUSIP 38259P508

GOOG

2 563 000	530.66	0.00	1,360,081.58	692,060.28	668,021.30	0.00	668,021.30
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Northern Trust

*Generated by Northern Trust from reviewed periodic data on 3 Nov 15 B003

Positional Details

31 DEC 14

Account number Multiple Accounts

2632282,2691856,2643378,2605505,2694672,2683812,2624942,2661546,2683817,2672569

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID

Exchange rate/
local market price

Accrued
income/expense

Market Value

Cost

Market

Unrealized gain/loss
Translation

Total

Equities

Common stock

United States - USD

3M CO COM CUSIP 88579Y101

7 950 000	164 32	0 00	1 306,344 00	344 280 76	962 063 24	0 00	962,063 24
ACCENTURE PLC SHS CL A NEW CUSIP G1151C101							
ACN							

11 200 000	89 31	0 00	1,000 272 00	145 097 26	855,174 74	0 00	855,174 74
AGILENT TECHNOLOGIES INC COM CUSIP 00846U101							

19 300 000	40 94	0 00	790 142 00	340,702 25	449,439 75	0 00	449,439 75
ALLIANCE DATA SYS CORP COM CUSIP 018581108							

7 654 000	286 05	0 00	2 189,426 70	1,992 005 43	197,421 27	0 00	197 421 27
AMAZON COM INC COM CUSIP 023135106							

8,116 000	310 35	0 00	2,518 800 60	1,402 621 12	1,116,179 48	0 00	1,116 179 48
AMERICAN AIRLINES INC COM USD1 CUSIP 02376R102							
AAL							

18 600 000	53 63	0 00	997,518 00	681,397 98	316,120 02	0 00	316 120 02
AMERICAN TOWER CORP CUSIP 03027X100							
AMT							

24,580 000	98 85	9 807 80	2,429,733 00	662,448 69	1 767,284 31	0 00	1,767,284 31
APACHE CORP COM CUSIP 037411105							
APA							

4 600 000	62 67	0 00	288,282 00	276,379 49	11,902 51	0 00	11 902 51
APPLE INC COM STK CUSIP 037833100							
AAPL							

22 027 000	110 38	0 00	2,431,340 26	496 337 55	1,935,002 71	0 00	1,935 002 71
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Northern Trust

*Generated by Northern Trust from reviewed periodic data on 3 Nov 15 B003

Positional Details

31 DEC 14

Account number Multiple Accounts
2632282,2691856,2643378,2605505,2694672,2683812,2624942,2661546,2683817,2672569

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAIR value							
Equities							
Common stock							
United States - USD							
ASHLAND INC NEW COM CUSIP 044209104	119 76	0 00	1,005 984 00	455 351 27	550 632 73	0 00	550 632 73
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
9 800 000	83 37	4,802 00	817,026 00	327,278 13	489 747 87	0 00	489 747 87
BAKER HUGHES INC COM CUSIP 057224107							
BHI							
5 800 000	56 07	0 00	325 206 00	178 231 41	146 974 59	0 00	146 974 59
BANK OF AMERICA CORP CUSIP 060505104							
BAC							
18 011 000	17 89	0 00	322 216 79	583 662 55	-261,445 76	0 00	-261,445 76
BB&T CORP COM CUSIP 054937107							
BBT							
18,600 000	38 89	0 00	723,354 00	580,562 78	142,791 22	0 00	142 791 22
BED BATH & BEYOND INC COM CUSIP 075896100							
9,700 000	76 17	0 00	738,849 00	537,780 87	201,068 13	0 00	201,068 13
CAMERON INTL CORP COM STK CUSIP 13342B105							
CAM							
26,500 000	49 95	0 00	1,323,675 00	196,540 68	1 127,134 32	0 00	1 127 134 32
CBS CORP NEW CL B CUSIP 124857202							
14,200 000	55 34	2,130 00	785,828 00	729,716 43	56,111 57	0 00	56,111 57
CELGENE CORP COM CUSIP 151020104							
CELG							
32 644 000	111 86	0 00	3 651,557 84	871,204 80	2 780,353 04	0 00	2,780,353 04

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 3 Nov 15 B003

Positional Details

31 DEC 14

Account number Multiple Accounts

2632282,2691856,2643378,2605505,2694672,2683812,2624942,2661546,2683817,2672569

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAIR value							
<i>Equities</i>							
Common stock							
United States - USD							
COGNIZANT TECH SOLUTIONS CORP CL A CUSIP 192446102							
57 393 000	52 66	0 00	3,022 315 38	1 202 570 97	1,819 744 41	0 00	1,819 744 41
CORNING INC COM CUSIP 219350105							
36 600 000	22 93	0 00	839,238 00	493 334 94	345,903 06	0 00	345,903 06
DELPHI AUTOMOTIVE PLC CUSIP G27823106							
10 200 000	72 72	0 00	741,744 00	709 208 21	32,535 79	0 00	32,535 79
DU PONT E I DE NEWMOURS & CO COM STK CUSIP 263534109							
DD							
14 900 000	73 94	0 00	1 101,706 00	731,570 93	370,135 07	0 00	370,135 07
EATON CORP PLC COM USD0 50 CUSIP G29183103							
12 200 000	67 96	0 00	829,112 00	622,550 60	206,561 40	0 00	206 561 40
ECOLAB INC COM CUSIP 278865100							
12 285 000	104 52	4,257 00	1 284 028 20	683 201 00	600,827 20	0 00	600,827 20
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
11 200 000	84 67	0 00	948,304 00	602,476 71	345,827 29	0 00	345,827 29
FMC CORP COM (NEW) CUSIP 302491303							
15 900 000	57 03	2 385 00	906 777 00	1,045,496 85	-138,719 86	0 00	-138 719 86
FMC TECHNOLOGIES INC COM CUSIP 30249U101							
24 613 000	46 84	0 00	1,152 872 92	1,262,470 30	-109,597 38	0 00	-109 597 38

Northern Trust

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Positional Details

31 DEC 14

Account number Multiple Accounts
2632282,2691856,2643378,2605505,2694672,2683812,2624942,2661546,2683817,2672569

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equities								
Common stock								
United States - USD								
GILEAD SCIENCES INC CUSIP 375558103								
GILD	34 352 000	94.26	0.00	3,238,019.52	1,342 387.83	1,895,631.69	0.00	1,895,631.69
GOLDMAN SACHS GROUP INC COM CUSIP 38141G104								
GS	7 200 000	193.83	0.00	1,395,576.00	453,130.29	942,445.71	0.00	942,445.71
HERTZ GLOBAL HLDGS INC COM CUSIP 42805T105								
HTZ	36,100 000	24.94	0.00	900,334.00	783,459.57	116,874.43	0.00	116,874.43
HURON CONSULTING GROUP INC COM STK CUSIP 447462102								
	47 000	68.39	0.00	3,214.33	2,855.02	359.31	0.00	359.31
IHS INC COM CL A COM CL A CUSIP 451734107								
	15 716 000	113.88	0.00	1,789 738.08	1,536,056.58	253,681.50	0.00	253,681.50
ILLUMINA INC COM CUSIP 452327109								
	16,205 000	184.58	0.00	2 991,118.90	666,587.34	2,324,531.56	0.00	2 324,531.56
INGERSOLL-RAND PLC COM STK CUSIP G47791101								
	7,800 000	63.39	0.00	494,442.00	234,086.68	260,355.32	0.00	260,355.32
INTL PAPER CO COM CUSIP 460146103								
	14 700 000	53.58	0.00	787,626.00	436,877.25	350,748.75	0.00	350,748.75
INTUITIVE SURGICAL INC COM NEW STK CUSIP 46120E602								
	2 487 000	528.94	0.00	1 315,473.78	705,804.92	609,668.86	0.00	609,668.86

Northern Trust

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Positional Details

31 DEC 14

Account number Multiple Accounts
2632282,2691856,2643378,2605505,2694672,2683812,2624942,2661546,2683817,2672569

Page 6 of 11

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<i>Equities</i>							
Common stock							
United States - USD							
JACOBS ENGR GROUP INC COM CUSIP 469814107	44 69	0 00	549,687 00	462,761 03	86,925 97	0 00	86,925 97
KEYSIGHT TECHNOLOGIES INC COM CUSIP 49338L103							
22 950 000	33 77	0 00	775,021 50	543,266 09	231,755 41	0 00	231 755 41
LIBERTY GLOBAL PLC -SERIES C COM CUSIP G5480U120							
16 300 000	48 31	0 00	787,453 00	699,522 31	87,930 69	0 00	87,930 69
LOCKHEED MARTIN CORP COM CUSIP 539830109							
4 800 000	192 57	0 00	924,336 00	354,742 22	569,593 78	0 00	569 593 78
MACYS INC COM STK CUSIP 55616P104							
16 600 000	65 75	5,187 50	1,091,450 00	308,518 26	782,931 74	0 00	782,931 74
METLIFE INC COM STK USD01 CUSIP 59156R108							
17 200 000	54 09	0 00	930 348 00	599 346 65	331,001 35	0 00	331,001 35
MICROSOFT CORP COM CUSIP 594918104							
17 700 000	46 45	0 00	822 165 00	478,959 86	343,205 14	0 00	343,205 14
MONSANTO CO NEW COM CUSIP 61166W101							
6 100 000	119 47	0 00	728 767 00	373 227 42	355,539 58	0 00	355,539 58
NIKE INC CL B CUSIP 654106103							
28 477 000	96 15	6 573 56	2,738 063 55	1 654,450 74	1 083,612 81	0 00	1,083 612 81

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 3 Nov 15 B003

Positional Details

31 DEC 14

Account number Multiple Accounts
2632282,2691856,2643378,2605505,2694672,2683812,2624942,2661546,2683817,2672569

Page 7 of 11

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							
<i>Equities</i>							
Common stock							
United States - USD							
PEPSICO INC COM CUSIP 713448108	94 56	4 912 50	709 200 00	474 216 75	234 983 25	0 00	234 983 25
SCHLUMBERGER LTD COM COM CUSIP 806857108							
SLB	85 41	4 440 00	948 051 00	134 711 58	813 339 42	0 00	813 339 42
SCHWAB CHARLES CORP COM NEW CUSIP 808513105							
87 625 000	30 19	0 00	2 645 398 75	2 324 758 10	320 640 65	0 00	320 640 65
STRATASYS INC SHS CUSIP M85548101							
18 947 000	83 11	0 00	1 574 685 17	1 962 650 09	-387 964 92	0 00	-387 964 92
T ROWE PRICE GROUP INC CUSIP 74144T108							
26 239 000	85 86	0 00	2 252 880 54	1 251 795 17	1 001 085 37	0 00	1 001 085 37
TIMKEN CO COM CUSIP 887389104							
TKR	42 68	0 00	465 212 00	414 433 23	50 778 77	0 00	50 778 77
TWENTY-FIRST CENTY FOX INC CL A CUSIP 90130A101							
FOXA	38 405	0 00	2 020 909 50	1 908 531 44	112 378 06	0 00	112 378 06
52 621 000							
UNION PAC CORP COM CUSIP 907818108							
UNP	119 13	5 500 00	1 310 430 00	276 390 43	1 034 039 57	0 00	1 034 039 57
11 000 000							
UNITED PARCEL SVC INC CL B CUSIP 911312106							
8 000 000	111 17	0 00	889 360 00	540 273 62	349 086 38	0 00	349 086 38

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 3 Nov 15 B003

Positional Details

31 DEC 14

◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAIR value								

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Equities

Common stock

United States - USD

UNITED TECHNOLOGIES CORP COM	CUSIP 913017109							
9 700 000	115 00	0 00		1,115 500 00	600,746 67	514,753 33	0 00	514 753 33
USG CORP COM NEW	CUSIP 903293405							
16 800 000	27 99	0 00		470 232 00	521,540 95	-51,308 95	0 00	-51,308 95
VISA INC COM CL A STK	CUSIP 92826C839							
11 864 000	262 20	0 00		3 110,740 80	658,689 41	2,452,051 39	0 00	2,452 051 39
WABCO HLDGS INC COM STK	CUSIP 92927K102							
9 966 000	104 78	0 00		1,044,237 48	128,750 10	915,487 38	0 00	915,487 38
WALT DISNEY CO	CUSIP 254687106							
DIS								
10 900 000	94 19	12,535 00		1,026 671 00	205,418 46	821,252 54	0 00	821 252 54
WELLS FARGO & CO NEW COM STK	CUSIP 949746101							
WFC								
20 500 000	54 82	0 00		1 123,810 00	287,732 61	836,077 39	0 00	836,077 39
Total USD		62 530 36		84,118,417 04	44,937,914 46	39,180,502 58	0 00	39,180 502 58
Total United States		62 530 36		84 118 417 04	44 937 914 46	39,180,502 58	0 00	39,180,502 58
Total Common Stock								
1,132,442,000		62,530.36		86,673,993.33	47,353,824.79	39,320,168.54	0.00	39,320,168.54

Funds - common stock

United States - USD

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 3 Nov 15 B003

Positional Details

31 DEC 14

◆ Asset Detail - Base Currency

Page 9 of 11

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID								
Shares/PAR value								
Equities								
Funds - common stock								
United States - USD								
MFO DELAWARE GROWTH OPPORTUNITIES INSTL CUSIP 245906201								
507 810 940		33 02	0 00	16,767 917 23	14,135,664 66	2,632,252 57	0 00	2,632,252 57
MFO DIAMOND HILL FDS SMALL MID CAP FD CLY CUSIP 25264S684								
1,153 927 960		18 49	0 00	21,336,127 98	17,572,445 95	3,763,682 03	0 00	3,763,682 03
MFO FPA FDS TR FPA CRESCENT PORTFOLIO INSTL CL SHS CUSIP 30254T759								
451 166 790		33 74	0 00	15,222,367 49	13,133,471 11	2,088 896 38	0 00	2 088 896 38
Total USD			0 00	53,326,412 70	44,841,581 72	8,484,830 98	0 00	8,484,830 98
Total United States			0 00	53,326 412 70	44,841,581 72	8,484,830 98	0 00	8,484,830 98
Total Funds - Common Stock			0 00	53,326,412.70	44,841,581.72	8,484,830.98	0.00	8,484,830.98
2,112,905.650								
Total Equities								
3,245,347 690			62,530.36	140,000,406.03	92,195,406.51	47,804,999.52	0.00	47,804,999.52
Fixed Income								
Funds - government agencies								
United States - USD								
MFO TEMPLETON GLB TOTAL RETUR-AD CUSIP 880208855								
1 410 661 560		12 55	0 00	17,703,802 57	18,629,301 28	-925,498 71	0 00	-925 498 71
Total USD			0 00	17 703 802 57	18 629 301 28	-925 498 71	0 00	-925 498 71
Total United States			0 00	17,703,802 57	18,629,301 28	-925,498 71	0 00	-925 498 71

Northern Trust

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Positional Details

31 DEC 14

Account number Multiple Accounts

2632282,2691856,2643378,260505,2694672,2683812,2624942,2661546,2683817,2672569

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income								
Total Funds - Government Agencies								
	1,410,661,560		0.00	17,703,802.57	18,629,301.28	-925,498.71	0.00	-925,498.71
Funds - corporate bond								
United States - USD								
MFO DODGE & COX INC FD CUSIP 256210105								
	1,186,294,430	13.78	0.00	16,347,137.24	16,509,667.90	-162,530.66	0.00	-162,530.66
Issue Date 27 Jun 08								
MFO THIRD AVE FOCUSED CR FD INSTL CL CUSIP 884116708								
	1,422,648,060	9.68	0.00	13,771,233.22	15,720,459.96	-1,949,226.74	0.00	-1,949,226.74
Total USD			0.00	30,118,370.46	32,230,127.86	-2,111,757.40	0.00	-2,111,757.40
Total United States			0.00	30,118,370.46	32,230,127.86	-2,111,757.40	0.00	-2,111,757.40
Total Funds - Corporate Bond								
	2,608,942,490		0.00	30,118,370.46	32,230,127.86	-2,111,757.40	0.00	-2,111,757.40
Total Fixed Income								
	4,019,604,050		0.00	47,822,173.03	50,859,429.14	-3,037,256.11	0.00	-3,037,256.11

Cash and Cash Equivalents

Funds - short term investment

USD - MFB NORTHERN INSTL FDS GOVT SELECT	PORTFOLIO
1.00	39.42
867,494.17	867,494.17
0.00	0.00
0.00	0.00

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 3 Nov 15 B003

Positional Details

31 DEC 14

Account number Multiple Accounts

2632282,2691856,2643378,2605505,2694672,2683812,2624942,2661546,2683817,2672569

Page 11 of 11

◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID

Exchange rate/
local market price

Accrued
income/expense

Shares/PAF value

Market Value

Cost

Market

Unrealized gain/loss

Translation

Total

Cash and Cash Equivalents

Funds - short term investment

USD - MFB NORTHERN INSTL FDS NI GOVT SELECT SHARES

1.00	0.00	13.17	13.17	0.00	0.00	0.00
Total funds - short term investment - all currencies						
	39.42	867,507.34	867,507.34	0.00	0.00	0.00
Total funds - short term investment - all countries						
	39.42	867,507.34	867,507.34	0.00	0.00	0.00
Total Funds - Short Term Investment						
867,507.340	39.42	867,507.34	867,507.34	0.00	0.00	0.00
Total Cash and Cash Equivalents						
867,507.340	39.42	867,507.34	867,507.34	0.00	0.00	0.00
Total						
8,132,459.080	62,569.78	188,690,086.40	143,922,342.99	44,767,743.41	0.00	44,767,743.41

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Northern Trust

*Generated by Northern Trust from reviewed periodic data on 3 Nov 15 B003

The Thomas and Dorothy Leavey Foundation
EIN 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2014

Form 990-PF, Part IV - Schedule A

	Sales Proceeds	Cost Basis	Adjustment	Gain/(Loss)
Short-Term Capital Gain				
Arto Intl Equity (26-28765)				-
Pimco (26-05505)	190,852	190,028		824
TCW EM Income (26-03159)	386,301	391,516		(5,215)
KR Capital (26-43378)	1,224,558	1,043,193		181,365
Edgewood Management (26-32282)	6,506,418	6,196,833		309,585
EuroPacific (26-10103)				-
Dodge & Cox (26-63667)				-
TCW Worldwide Opportunities (26-93973)				-
Global Property Fund (26-93974)				-
Eagle Asset Management (26-32428)	6	-		6
Perkins Wolf, McDonnell & Co (26-11868)				-
Templeton Global (25-59011)				-
Alternative Investment (26-11533)				-
Chilton Global (26-93709)				-
Dodge & Cox (26-63667)	5,000,000	5,170,834	15,423	(155,411)
Tradewinds (26-70699)				-
TCW (26-78898)				-
TCW Large Cap Growth (26-17213)				-
NT (26-94672)	28,544	30,957		(2,413)
NT (26-61546)	1,070,269	990,151		80,118
NT (26-83812)	2,409,147	2,418,692		(9,545)
Templeton Glo Tot (26-94672)				-
	16,816,095	16,432,204	15,423	399,314
MLP Activity	-	-	-	-
Short Term Gains	16,816,095	16,432,204	15,423	399,314
Add Wilton Private Equity Fund, LLC - K-1				500
Add Energy Capital Partners II-B LP - K-1				25,269
Total Short-Term Gains				425,083
Long-Term Capital Gain				
Arto Intl Equity (26-28765)				-
Pimco (26-05505)	18,647,520	16,851,826		1,795,694
TCW EM Income (26-03159)	7,751,552	8,196,016		(444,464)
KR Capital (26-43378)	3,453,210	3,178,478		274,732
Edgewood Management (26-32282)	15,980,211	9,374,925		6,605,286
EuroPacific (26-10103)				-
Dodge & Cox (26-63667)				-
TCW Worldwide Opportunities (26-93973)				-
Global Property Fund (26-93974)				-
Eagle Asset Management (26-32428)				-
Perkins Wolf McDonnell & Co (26-11868)				-
Templeton Global (25-59011)				-
Alternative Investment (26-11533)				-
Chilton Global (26-93709)				-
Tradewinds (26-70699)				-
TCW (26-78898)				-
TCW Large Cap Growth (26-17213)				-
Templeton Glo Tot (26-94672)	271,456	300,252		(28,796)
Lazard (26-46834)				-
Blackrock (26-78899)				-
16.3 Units Chilton Global Nat Res Intl (26-93709)				-
NT (26-61546)	1,429,731	1,148,498		281,233
NT (26-83812)	2,590,854	2,326,745		264,109
NT #582 - disposition of Franklin Non-US	10,700,580	8,000,000		2,700,580
Long Term Gains	60,825,114	49,376,740		11,448,374
Capital Gain Distributions	5,912,594	-		5,912,594
	66,737,708	49,376,740		17,360,968
Add Wilton Private Equity Fund, LLC - K-1				94,065
Add Energy Capital Partners II-B, LP - K-1				(499)
Total Long Term Gains				17,454,534
Total				17,879,617

2014 Tax Information Statement

Page 6 of 9

Recipient's Name and Address:

Account Number: 26-05505
 Recipient's Tax ID Number: XX-XXX0162

THE THOMAS AND DOROTHY LEAVEY
 FOUNDATION

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

-PIMCO
 C/O LOUIS CASTRUCCIO IRELL &
 MANELLA LLP
 1800 AVENUE OF THE STARS, SUITE 900
 LOS ANGELES, CA 90067-4276

2014 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.
 Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS									
693390700	02/21/2014	Various	54,518.01	54,078.96		0.00	439.05	0.00	0.00
PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS									
693390700	06/10/2014	Various	136,333.65	135,949.12		0.00	384.53	0.00	0.00
Total Short Term Sales			190,851.66	190,028.08		0.00	823.58	0.00	0.00
Long Term Sales									
PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS									
693390700	02/21/2014	03/13/2000	70,463.99	64,147.04		0.00	6,316.95	0.00	0.00
PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS									
693390700	06/10/2014	Various	18,577,056.24	16,797,678.58		0.00	1,789,377.66	0.00	0.00
Total Long Term Sales			18,647,520.23	16,861,825.62		0.00	1,795,694.61	0.00	0.00

This is important tax information and is being furnished to you.

2014 Tax Information Statement

Page 5 of 6

Account Number: 26-03159
 Recipient's Tax ID Number: XX-XXX0162

Recipient's Name and Address:
 THE THOMAS AND DOROTHY LEAVEY
 FOUNDATION
 10100 SANTA MONICA BLVD., SUITE 610
 LOS ANGELES, CA 90067-4110

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice

2014 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.
 Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
MFO TCW FUNDS INC EMERGING MARKETS INC FD									
87234N765	02/18/2014	Various	386,300.80	391,516.31		0.00	-5,215.51	0.00	0.00
Total Short Term Sales			386,300.80	391,516.31		0.00	-5,215.51	0.00	0.00
Long Term Sales									
MFO TCW FUNDS INC EMERGING MARKETS INC FD									
87234N765	02/18/2014	Various	2,599,309.28	2,631,545.11		0.00	-32,235.83	0.00	0.00
MFO TCW FUNDS INC EMERGING MARKETS INC FD									
87234N765	02/18/2014	Various	5,152,242.77	5,564,471.02		0.00	-412,228.25	0.00	0.00
Total Long Term Sales			7,751,552.05	8,196,016.13		0.00	-444,464.08	0.00	0.00

This is important tax information and is being furnished to you.

2014 Tax Information Statement

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Recipient's Name and Address:

THE THOMAS AND DOROTHY LEAVEY

FOUNDATION KR CAPITAL

C/O LOUIS CASTRUCCIO IRELL &

MANELLA LLP

1800 AVENUE OF THE STARS, SUITE 900

LOS ANGELES, CA 90067-4276

26-43378

XX-XXX0162

Account Number:

Recipient's Tax ID Number:

☐ Corrected

☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

2014 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
INTL BUSINESS MACHINES CORP									
459200101	01/23/2014	Various	455,112.32	441,620.16		0.00	13,492.16	0.00	0.00
ADT CORP COM									
00101J106	08/27/2014	02/03/2014	351,115.11	277,606.08		0.00	73,509.03	0.00	0.00
TIMKENSTEEL CORP COM NPV 'W' STK \$10 PAR									
887399103	09/02/2014	Various	261,352.78	172,499.54		0.00	88,853.24	0.00	0.00
BED BATH & BEYOND INC									
075896100	11/19/2014	Various	156,977.97	151,467.14		0.00	5,510.83	0.00	0.00
Total Short Term Sales			1,224,558.18	1,043,192.92		0.00	181,365.26	0.00	0.00
Long Term Sales									
LOCKHEED MARTIN CORP									
539830109	01/07/2014	07/23/2009	193,054.95	97,657.82		0.00	95,397.13	0.00	0.00
ALLEGHENY TECHNOLOGIES INC									
01741R102	01/22/2014	Various	133,412.49	93,046.37		0.00	40,366.12	0.00	0.00
ALLEGHENY TECHNOLOGIES INC									
01741R102	01/22/2014	Various	94,364.94	97,135.83		0.00	-2,770.90	0.00	0.00

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Account Number: 26-43378
 Recipient's Tax ID Number: XX-XX00162

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 LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
ALLEGHENY TECHNOLOGIES INC									
01741R102	01/22/2014	08/30/2012	178,967.98	162,048.15		0.00	16,919.83	0.00	0.00
ALLEGHENY TECHNOLOGIES INC									
01741R102	01/22/2014	Various	136,666.45	288,348.32		0.00	-151,681.87	0.00	0.00
XEROX CORP									
984121103	05/21/2014	Various	201,787.50	179,970.44		0.00	21,817.06	0.00	0.00
XEROX CORP									
984121103	05/21/2014	Various	171,106.35	153,672.45		0.00	17,433.90	0.00	0.00
XEROX CORP									
984121103	05/21/2014	Various	165,206.14	143,554.14		0.00	21,652.00	0.00	0.00
XEROX CORP									
984121103	05/21/2014	Various	177,006.57	153,960.60		0.00	23,045.97	0.00	0.00
ABB LTD SPONSORED ADR									
000375204	06/03/2014	Various	124,017.78	77,652.66		0.00	46,365.12	0.00	0.00
ABB LTD SPONSORED ADR									
000375204	06/03/2014	Various	125,187.76	127,913.93		0.00	-2,726.17	0.00	0.00
ABB LTD SPONSORED ADR									
000375204	06/03/2014	Various	251,545.51	211,067.63		0.00	40,477.88	0.00	0.00

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1800 AVENUE OF THE STARS, SUITE 900

LOS ANGELES, CA 90067-4276

Account Number: 26-43378

Recipient's Tax ID Number: XX-XXX0162

THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

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Description of property

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WABCO HLDGS INC COM STK									
92927K102	06/03/2014	Various	183,609.37	74,723.95		0.00	108,885.42	0.00	0.00
VERITIV CORP COM									
923454102	07/02/2014	02/10/2012	1.53	0.94		0.00	0.59	0.00	0.00
VERITIV CORP COM									
923454102	07/25/2014	Various	10,529.42	6,335.69		0.00	4,193.73	0.00	0.00
COACH INC									
189754104	08/27/2014	Various	419,768.76	556,366.25		0.00	-136,597.49	0.00	0.00
CDK GLOBAL INC COM									
12508E101	10/01/2014	08/13/2009	17.35	9.80		0.00	7.55	0.00	0.00
CDK GLOBAL INC COM									
12508E101	10/28/2014	Various	106,893.15	47,343.63		0.00	59,549.52	0.00	0.00
POTASH CORP. OF SASKATCHEWAN INC									
73755L107	11/07/2014	07/30/2013	161,261.80	149,820.44		0.00	11,441.36	0.00	0.00
POTASH CORP. OF SASKATCHEWAN INC									
73755L107	11/07/2014	07/30/2013	162,907.33	151,349.22		0.00	11,558.11	0.00	0.00
POTASH CORP. OF SASKATCHEWAN INC									
73755L107	11/07/2014	Various	327,460.19	304,227.22		0.00	23,232.97	0.00	0.00

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Description of property

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075895100	11/19/2014	Various	128,436.52	102,272.04		0.00	26,164.48	0.00	0.00
BED BATH & BEYOND INC									
Total Long Term Sales			3,453,209.84	3,178,477.52		0.00	274,732.31	0.00	0.00

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
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2014 Proceeds from Broker and Barter Exchange Transactions

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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
2794.0	GILEAD SCIENCES INC								
375558103	01/22/2014	Various	230,743.22	167,294.44		0.00	63,448.78	0.00	0.00
771.0	ALLERGAN INC								
018490102	04/22/2014	Various	126,446.98	96,136.27		0.00	30,310.71	0.00	0.00
2140.0	ALLERGAN INC								
018490102	04/23/2014	Various	351,926.98	249,090.85		0.00	102,836.13	0.00	0.00
227.0	INTUITIVE SURGICAL INC COM NEW STK								
46120E602	04/23/2014	08/02/2013	86,227.22	89,241.40		0.00	-3,014.18	0.00	0.00
1478.0	ALLERGAN INC								
018490102	04/30/2014	Various	243,876.43	149,884.03		0.00	93,992.40	0.00	0.00
1259.0	ALLERGAN INC								
018490102	05/01/2014	06/18/2013	211,782.54	127,466.95		0.00	84,315.59	0.00	0.00
2840.0	AMERICAN TOWER CORP								
03027X100	05/06/2014	Various	248,017.39	208,547.15		0.00	39,470.24	0.00	0.00
429.0	INTUITIVE SURGICAL INC COM NEW STK								
46120E602	05/06/2014	Various	155,618.58	168,577.33		0.00	-12,958.75	0.00	0.00
2381.0	VIACOM INC								
92553P201	05/06/2014	Various	198,664.35	199,172.49		0.00	-508.14	0.00	0.00

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Description of property											
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464 0	INTUITIVE SURGICAL INC COM NEW STK										
46120E602	05/07/2014	Various	164,085.24	181,338.96		0.00	-17,253.72	0.00	0.00		0.00
856.0	VIACOM INC										
92553P201	05/07/2014	01/23/2014	71,197.77	71,395.96		0.00	-198.19	0.00	0.00		0.00
441.0	INTUITIVE SURGICAL INC COM NEW STK										
46120E602	05/08/2014	Various	156,312.62	170,794.04		0.00	-14,481.42	0.00	0.00		0.00
1287.0	GILEAD SCIENCES INC										
375558103	06/16/2014	Various	104,093.34	76,235.07		0.00	27,858.27	0.00	0.00		0.00
628.0	ILLUMINA INC										
452327109	06/16/2014	05/01/2014	106,351.58	88,074.05		0.00	18,277.53	0.00	0.00		0.00
958.0	ILLUMINA INC										
452327109	06/17/2014	05/01/2014	163,513.95	134,354.99		0.00	29,158.96	0.00	0.00		0.00
817 0	GILEAD SCIENCES INC										
375558103	06/18/2014	08/21/2013	64,642.14	47,886.90		0.00	16,755.24	0.00	0.00		0.00
147.0	GILEAD SCIENCES INC										
375558103	06/19/2014	08/21/2013	11,751.95	8,616.13		0.00	3,135.82	0.00	0.00		0.00
181.0	VIACOM INC										
92553P201	07/10/2014	01/23/2014	15,685.04	15,096.58		0.00	588.46	0.00	0.00		0.00

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14655.0	TWENTY-FIRST CENTY FOX INC CL A CL A								
90130A101	07/16/2014	Various	483,116.29	522,550.54		0.00	-39,434.25	0.00	0.00
1832.0	TWENTY-FIRST CENTY FOX INC CL A CL A								
90130A101	07/16/2014	07/15/2014	60,389.44	64,612.99		0.00	-4,223.55	0.00	0.00
4216.0	TWENTY-FIRST CENTY FOX INC CL A CL A								
90130A101	07/17/2014	07/15/2014	139,273.74	148,694.53		0.00	-9,420.79	0.00	0.00
2651.0	QUALCOMM INC								
747525103	07/30/2014	Various	200,300.62	200,723.45		0.00	-422.83	0.00	0.00
1362.0	QUALCOMM INC								
747525103	08/04/2014	01/23/2014	99,692.93	102,970.74		0.00	-3,277.81	0.00	0.00
941.0	QUALCOMM INC								
747525103	08/05/2014	01/23/2014	68,670.68	71,142.05		0.00	-2,471.37	0.00	0.00
1165.0	QUALCOMM INC								
747525103	08/06/2014	Various	84,827.83	87,927.08		0.00	-3,099.25	0.00	0.00
2302.0	QUALCOMM INC								
747525103	08/07/2014	Various	167,416.62	171,130.15		0.00	-3,713.53	0.00	0.00
129.0	QUALCOMM INC								
747525103	08/08/2014	01/27/2014	9,454.91	9,465.76		0.00	-10.85	0.00	0.00

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848.0	PRECISION CASTPARTS CORP								
740189105	10/16/2014	Various	189,404.24	217,336.34		0.00	-27,932.10	0.00	0.00
478.0	ALLIANCE DATA SYSTEMS CORP								
018581108	10/24/2014	Various	130,491.55	136,872.25		0.00	-6,380.70	0.00	0.00
497.0	AMAZON COM INC								
023135106	10/24/2014	09/03/2014	144,078.11	168,467.89		0.00	-24,389.78	0.00	0.00
2960.0	ARM HLDGS PLC SPONSORED ADR								
042068106	10/24/2014	Various	117,880.28	145,217.09		0.00	-27,336.81	0.00	0.00
3548.0	COGNIZANT TECHNOLOGY SOLUTION CL A								
192446102	10/24/2014	Various	158,760.97	173,289.62		0.00	-14,528.65	0.00	0.00
1001.0	ILLUMINA INC								
452327109	10/24/2014	Various	188,242.80	137,007.17		0.00	51,235.63	0.00	0.00
703.0	NIKE INC CLASS B								
654106103	10/24/2014	10/20/2014	63,711.48	62,375.36		0.00	1,336.12	0.00	0.00
1606.0	PRICE T ROWE GROUP INC								
74144T108	10/24/2014	Various	124,721.13	124,788.85		0.00	-67.72	0.00	0.00
5329.0	CHARLES SCHWAB CORP NEW								
808513105	10/24/2014	Various	142,014.71	144,773.56		0.00	-2,758.85	0.00	0.00

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2361.0	TWENTY-FIRST CENTY FOX INC CL A CL A								
90130A101	10/24/2014	09/04/2014	78,737.61	85,944.65		0.00	-7,207.04	0.00	0.00
851.0	STRATASYS INC SHS								
M85548101	10/24/2014	Various	100,143.98	106,771.88		0.00	-6,627.90	0.00	0.00
0.79	#REORG/EQUINIX MANDATORY EXCH EQUINIX INC COM 291EAY1 01-26-2015								
29444U502	12/03/2014	11/25/2014	177.32	178.96		0.00	-1.64	0.00	0.00
383.0	ALLIANCE DATA SYSTEMS CORP								
018581108	12/15/2014	02/25/2014	106,810.14	109,658.42		0.00	-2,848.28	0.00	0.00
407.0	AMAZON COM INC								
023135106	12/15/2014	09/03/2014	123,499.10	137,960.63		0.00	-14,461.53	0.00	0.00
2764.0	ARM HLDGS PLC SPONSORED ADR								
042068106	12/15/2014	09/02/2014	118,468.78	135,167.62		0.00	-16,698.84	0.00	0.00
2874.0	COGNIZANT TECHNOLOGY SOLUTION CL A								
192446102	12/15/2014	Various	144,225.91	139,834.34		0.00	4,391.57	0.00	0.00
347.0	#REORG/EQUINIX MANDATORY EXCH EQUINIX INC COM 291EAY1 01-26-2015								
29444U502	12/15/2014	11/25/2014	76,499.73	78,605.91		0.00	-2,106.18	0.00	0.00
812.0	ILLUMINA INC								
452327109	12/15/2014	04/30/2014	145,559.72	108,864.11		0.00	36,695.61	0.00	0.00

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575.0	NIKE INC CLASS B								
654106103	12/15/2014	Various	54,570.09	50,828.26		0.00	3,741.83	0.00	0.00
4387.0	CHARLES SCHWAB CORP NEW								
808513105	12/15/2014	03/06/2014	124,893.81	118,738.55		0.00	6,155.26	0.00	0.00
1927.0	TWENTY-FIRST CENTY FOX INC CL A CL A								
90130A101	12/15/2014	09/04/2014	70,288.09	70,146.27		0.00	141.82	0.00	0.00
939.0	STRATASYS INC SHS								
M85548101	12/15/2014	Various	79,157.92	115,584.80		0.00	-36,426.88	0.00	0.00
Total Short Term Sales			6,506,417.85	6,196,833.41		0.00	309,584.44	0.00	0.00
Long Term Sales									
168 0	CHIPOTLE MEXICAN GRILL INC COM STK								
169656105	01/22/2014	10/12/2012	86,553.28	48,670.84		0.00	37,882.44	0.00	0.00
983.0	ILLUMINA INC								
452327109	01/22/2014	09/02/2011	142,593.75	49,061.53		0.00	93,532.22	0.00	0.00
338 0	CHIPOTLE MEXICAN GRILL INC COM STK								
169656105	01/23/2014	10/12/2012	170,640.89	97,921.11		0.00	72,719.78	0.00	0.00

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Description of property			Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
1463.0	ILLUMINA INC										
452327109			01/23/2014	09/02/2011	209,314.20	73,018.33		0.00	136,295.87	0.00	0.00
342.0	CHIPOTLE MEXICAN GRILL INC COM STK										
169656105			01/24/2014	Various	168,815.54	95,739.25		0.00	73,076.29	0.00	0.00
258.0	CHIPOTLE MEXICAN GRILL INC COM STK										
169656105			01/27/2014	10/25/2012	125,627.35	63,551.05		0.00	62,076.30	0.00	0.00
695.0	ILLUMINA INC										
452327109			01/29/2014	09/02/2011	102,439.19	34,687.45		0.00	67,751.74	0.00	0.00
286.0	CHIPOTLE MEXICAN GRILL INC COM STK										
169656105			02/06/2014	10/25/2012	155,942.98	70,448.06		0.00	85,494.92	0.00	0.00
64.0	CHIPOTLE MEXICAN GRILL INC COM STK										
169656105			02/07/2014	10/25/2012	35,191.79	15,764.60		0.00	19,427.19	0.00	0.00
143.0	CHIPOTLE MEXICAN GRILL INC COM STK										
169656105			02/10/2014	10/25/2012	78,062.00	35,224.03		0.00	42,837.97	0.00	0.00
159.0	CHIPOTLE MEXICAN GRILL INC COM STK										
169656105			02/11/2014	10/25/2012	87,112.74	39,165.19		0.00	47,947.55	0.00	0.00
159.0	CHIPOTLE MEXICAN GRILL INC COM STK										
169656105			02/12/2014	Various	86,555.63	38,624.12		0.00	47,931.51	0.00	0.00

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EDGEWOOD MGMT

C/O LOUIS CASTRUCCIO IRELL &

MANELLA LLP

1800 AVENUE OF THE STARTS, SUITE 900

LOS ANGELES, CA 90067-4276

Account Number: 26-32282

XX-XXX0162

Recipient's Tax ID Number:

Corrected ☐ 2nd TIN notice ☐

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
787.0	ILLUMINA INC								
452327109	02/12/2014	09/02/2011	126,017.91	39,279.17		0.00	86,738.74	0.00	0.00
1113.0	ILLUMINA INC								
452327109	02/13/2014	09/02/2011	178,884.47	55,549.83		0.00	123,334.64	0.00	0.00
759.0	ILLUMINA INC								
452327109	02/13/2014	Various	124,352.78	37,146.81		0.00	87,205.97	0.00	0.00
1437.0	CME GROUP INC								
125720105	02/18/2014	01/24/2013	109,570.92	82,362.23		0.00	27,208.69	0.00	0.00
1752.0	CME GROUP INC								
125720105	02/19/2014	Various	132,372.68	99,962.02		0.00	32,410.66	0.00	0.00
621.0	CME GROUP INC								
125720105	02/20/2014	02/04/2010	45,915.38	34,658.01		0.00	11,257.37	0.00	0.00
1166.0	CME GROUP INC								
125720105	02/20/2014	01/23/2013	86,211.48	66,319.63		0.00	19,891.85	0.00	0.00
223.0	CHIPOTLE MEXICAN GRILL INC COM STK								
169656105	02/20/2014	10/24/2012	122,771.60	53,972.20		0.00	68,799.40	0.00	0.00
1500.0	CME GROUP INC								
125720105	02/21/2014	02/04/2010	111,468.45	83,715.00		0.00	27,753.45	0.00	0.00

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87.0	CME GROUP INC								
12572Q105	02/21/2014	02/07/2012	6,465.17	4,774.08		0.00	1,691.09	0.00	0.00
318.0	CHIPOTLE MEXICAN GRILL INC COM STK								
169656105	02/21/2014	10/24/2012	175,479.24	76,964.84		0.00	98,514.40	0.00	0.00
2070.0	CME GROUP INC								
12572Q105	02/24/2014	Various	153,900.16	113,310.10		0.00	40,590.06	0.00	0.00
191.0	CHIPOTLE MEXICAN GRILL INC COM STK								
169656105	02/24/2014	10/24/2012	105,582.81	46,227.31		0.00	59,355.50	0.00	0.00
702.0	CME GROUP INC								
12572Q105	02/25/2014	02/06/2012	51,736.14	38,373.14		0.00	13,363.00	0.00	0.00
287.0	CHIPOTLE MEXICAN GRILL INC COM STK								
169656105	02/25/2014	10/24/2012	159,500.91	69,461.98		0.00	90,038.93	0.00	0.00
912.0	CME GROUP INC								
12572Q105	02/26/2014	02/06/2012	66,198.73	49,852.29		0.00	16,346.44	0.00	0.00
154.0	CHIPOTLE MEXICAN GRILL INC COM STK								
169656105	02/26/2014	10/24/2012	85,437.60	37,272.28		0.00	48,165.32	0.00	0.00
1684.0	CME GROUP INC								
12572Q105	02/27/2014	Various	122,652.51	91,782.53		0.00	30,869.98	0.00	0.00

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1859.0	CME GROUP INC								
125720105	02/28/2014	Various	136,962.04	99,959.16		0.00	37,002.88	0.00	0.00
763.0	CME GROUP INC								
125720105	03/03/2014	06/28/2005	56,061.82	40,446.63		0.00	15,615.19	0.00	0.00
1341.0	CME GROUP INC								
125720105	03/03/2014	08/31/2011	98,530.67	71,932.96		0.00	26,597.71	0.00	0.00
3700.0	CME GROUP INC								
125720105	03/04/2014	06/28/2005	279,923.06	196,137.00		0.00	83,786.06	0.00	0.00
2994.0	CME GROUP INC								
125720105	03/05/2014	Various	228,633.42	111,504.20		0.00	117,129.22	0.00	0.00
2350.0	CME GROUP INC								
125720105	03/05/2014	Various	179,455.10	123,270.58		0.00	56,184.52	0.00	0.00
4255.0	CME GROUP INC								
125720105	03/06/2014	Various	326,790.65	156,518.38		0.00	170,272.27	0.00	0.00
2042.0	CME GROUP INC								
125720105	03/07/2014	03/02/2009	157,165.92	70,947.25		0.00	86,218.67	0.00	0.00
607.0	CME GROUP INC								
125720105	03/10/2014	03/02/2009	46,557.72	21,089.61		0.00	25,468.11	0.00	0.00

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Account Number: 26-32282

Recipient's Tax ID Number: XX-XXX0182

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THE NORTHERN TRUST COMPANY
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Description of property

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249.0	CME GROUP INC								
12572Q105	03/11/2014	03/02/2009	19,042.23	8,651.25		0.00	10,390.98	0.00	0.00
210.0	INTUITIVE SURGICAL INC COM NEW STK								
46120E602	04/07/2014	Various	105,046.50	103,834.06		0.00	1,212.44	0.00	0.00
259.0	INTUITIVE SURGICAL INC COM NEW STK								
46120E602	04/14/2014	Various	111,359.09	126,199.50		0.00	-14,840.41	0.00	0.00
534.0	INTUITIVE SURGICAL INC COM NEW STK								
46120E602	04/15/2014	Various	222,351.56	257,646.30		0.00	-35,294.74	0.00	0.00
293.0	INTUITIVE SURGICAL INC COM NEW STK								
46120E602	04/16/2014	03/18/2013	122,372.17	141,129.66		0.00	-18,757.49	0.00	0.00
429.0	INTUITIVE SURGICAL INC COM NEW STK								
46120E602	04/23/2014	Various	162,958.05	205,432.86		0.00	-42,474.81	0.00	0.00
450.0	GILEAD SCIENCES INC								
375558103	06/19/2014	06/14/2013	35,975.35	23,518.53		0.00	12,456.82	0.00	0.00
444.0	GILEAD SCIENCES INC								
375558103	06/20/2014	06/14/2013	35,521.21	23,204.95		0.00	12,316.26	0.00	0.00
1598.0	VIACOM INC								
92553P201	07/10/2014	01/17/2012	138,478.98	76,733.88		0.00	61,745.10	0.00	0.00

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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
2306.0	VIACOM INC								
92553P201	07/11/2014	01/17/2012	196,808.13	110,731.12		0.00	86,077.01	0.00	0.00
1683.0	VIACOM INC								
92553P201	07/14/2014	01/17/2012	143,483.51	80,815.47		0.00	62,668.04	0.00	0.00
461.0	VIACOM INC								
92553P201	07/15/2014	01/17/2012	39,313.21	22,136.62		0.00	17,176.59	0.00	0.00
1826.0	VIACOM INC								
92553P201	07/15/2014	01/17/2012	154,893.41	87,682.15		0.00	67,211.26	0.00	0.00
1492.0	QUALCOMM INC								
747525103	08/08/2014	Various	109,354.47	50,424.47		0.00	58,930.00	0.00	0.00
2625.0	VIACOM INC								
92553P201	08/08/2014	01/17/2012	210,611.17	126,049.09		0.00	84,562.08	0.00	0.00
973.0	QUALCOMM INC								
747525103	08/11/2014	06/29/2005	72,287.05	32,739.70		0.00	39,547.35	0.00	0.00
2625.0	VIACOM INC								
92553P201	08/11/2014	01/17/2012	212,311.34	126,049.09		0.00	86,262.25	0.00	0.00
164.0	VIACOM INC								
92553P201	08/11/2014	01/17/2012	13,299.72	7,875.07		0.00	5,424.65	0.00	0.00

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630.0	QUALCOMM INC								
747525103	08/12/2014	06/29/2005	46,756.25	21,198.37		0.00	25,557.88	0.00	0.00
2395.0	VIACOM INC								
92553P201	08/12/2014	01/17/2012	193,008.30	115,004.79		0.00	78,003.51	0.00	0.00
681.0	QUALCOMM INC								
747525103	08/13/2014	06/29/2005	50,653.02	22,914.42		0.00	27,738.60	0.00	0.00
2297.0	VIACOM INC								
92553P201	08/13/2014	01/17/2012	184,387.37	110,298.95		0.00	74,088.42	0.00	0.00
973.0	QUALCOMM INC								
747525103	08/14/2014	06/29/2005	72,777.62	32,739.70		0.00	40,037.92	0.00	0.00
1968.0	VIACOM INC								
92553P201	08/14/2014	Various	158,793.03	94,227.83		0.00	64,565.20	0.00	0.00
324.0	QUALCOMM INC								
747525103	08/15/2014	06/29/2005	24,147.60	10,902.01		0.00	13,245.59	0.00	0.00
1444.0	VIACOM INC								
92553P201	08/15/2014	Various	117,002.13	68,575.12		0.00	48,427.01	0.00	0.00
2250.0	VIACOM INC								
92553P201	08/15/2014	07/09/2012	182,922.08	107,206.42		0.00	75,715.66	0.00	0.00

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2073 0	GILEAD SCIENCES INC								
375558103	08/18/2014	06/17/2013	209,897.59	107,537.91		0.00	102,359.68	0.00	0.00
1248.0	GILEAD SCIENCES INC								
375558103	08/18/2014	Various	125,484.99	64,792.99		0.00	60,692.00	0.00	0.00
1459.0	QUALCOMM INC								
747525103	08/18/2014	Various	109,309.51	48,536.94		0.00	60,772.57	0.00	0.00
1312.0	VIACOM INC								
92553P201	08/18/2014	01/31/2012	107,621.50	61,970.35		0.00	45,651.15	0.00	0.00
943 0	QUALCOMM INC								
747525103	08/19/2014	07/06/2005	70,740.59	31,335.89		0.00	39,404.70	0.00	0.00
1477.0	VIACOM INC								
92553P201	08/19/2014	01/31/2012	119,959.28	69,763.88		0.00	50,195.40	0.00	0.00
820.0	VIACOM INC								
92553P201	08/19/2014	01/31/2012	66,972.67	38,731.47		0.00	28,241.20	0.00	0.00
1815.0	QUALCOMM INC								
747525103	08/20/2014	07/06/2005	137,716.43	60,312.45		0.00	77,403.98	0.00	0.00
843 0	QUALCOMM INC								
747525103	08/21/2014	07/06/2005	64,830.49	28,012.89		0.00	36,817.60	0.00	0.00

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875.0	QUALCOMM INC								
747525103	08/22/2014	07/06/2005	67,212.77	29,076.25		0.00	38,136.52	0.00	0.00
519.0	QUALCOMM INC								
747525103	08/25/2014	07/06/2005	39,738.69	17,246.37		0.00	22,492.32	0.00	0.00
953.0	QUALCOMM INC								
747525103	08/26/2014	07/06/2005	73,217.47	31,668.19		0.00	41,549.28	0.00	0.00
389.0	QUALCOMM INC								
747525103	08/27/2014	07/06/2005	29,848.31	12,926.47		0.00	16,921.84	0.00	0.00
259.0	QUALCOMM INC								
747525103	08/28/2014	07/06/2005	19,781.57	8,606.57		0.00	11,175.00	0.00	0.00
908.0	QUALCOMM INC								
747525103	08/29/2014	Various	68,963.16	30,072.88		0.00	38,890.28	0.00	0.00
324.0	QUALCOMM INC								
747525103	09/02/2014	06/30/2005	24,344.88	10,727.64		0.00	13,617.24	0.00	0.00
2373.0	GILEAD SCIENCES INC								
375558103	09/03/2014	Various	257,736.27	122,987.39		0.00	134,748.88	0.00	0.00
843.0	QUALCOMM INC								
747525103	09/03/2014	06/30/2005	63,635.99	27,911.73		0.00	35,724.26	0.00	0.00

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1306.0	PRECISION CASTPARTS CORP								
740189105	10/16/2014	Various	291,700.40	312,567.09		0.00	-20,866.69	0.00	0.00
1958.0	PRECISION CASTPARTS CORP								
740189105	10/17/2014	Various	443,365.59	462,811.92		0.00	-19,446.33	0.00	0.00
934.0	PRECISION CASTPARTS CORP								
740189105	10/20/2014	Various	211,221.58	219,014.22		0.00	-7,792.64	0.00	0.00
1313.0	PRECISION CASTPARTS CORP								
740189105	10/21/2014	Various	298,871.84	301,854.43		0.00	-2,982.59	0.00	0.00
839.0	ALLERGAN INC								
018490102	10/24/2014	Various	155,867.98	84,894.61		0.00	70,973.37	0.00	0.00
1534.0	AMERICAN TOWER CORP								
03027X100	10/24/2014	Various	147,080.66	110,573.59		0.00	36,507.07	0.00	0.00
1349.0	APPLE COMPUTER INC								
037833100	10/24/2014	01/30/2013	141,518.98	88,736.68		0.00	52,782.30	0.00	0.00
2903.0	CELGENE CORP								
151020104	10/24/2014	01/31/2008	297,165.11	80,267.22		0.00	216,897.89	0.00	0.00
2249.0	CELGENE CORP								
151020104	10/24/2014	01/31/2008	230,067.61	62,184.29		0.00	167,883.32	0.00	0.00

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801.0	ECOLAB INC								
27885100	10/24/2014	03/21/2012	89,975.14	48,305.99		0.00	41,669.15	0.00	0.00
578.0	#REORG/EQUINIX MANDATORY EXCH EQUINIX INC COM 291EAY1 01-26-2015								
29444U502	10/24/2014	Various	112,423.71	125,385.24		0.00	-12,961.53	0.00	0.00
1506.0	FMC TECHNOLOGIES INC								
30249U101	10/24/2014	04/24/2013	81,975.79	80,310.62		0.00	1,665.17	0.00	0.00
2106.0	GILEAD SCIENCES INC								
37558103	10/24/2014	Various	232,929.40	108,896.86		0.00	124,032.54	0.00	0.00
164.0	GOOGLE INC CL A								
38259P508	10/24/2014	01/31/2012	89,807.03	47,659.51		0.00	42,147.52	0.00	0.00
164.0	GOOGLE INC COM USD0.001 CL C								
38259P706	10/24/2014	01/31/2012	88,262.21	47,507.24		0.00	40,754.97	0.00	0.00
1033.0	IHS INC COM CL A COM CL A								
451734107	10/24/2014	06/22/2012	133,411.27	103,300.00		0.00	30,111.27	0.00	0.00
155.0	INTUITIVE SURGICAL INC COM NEW STK								
46120E602	10/24/2014	08/27/2013	74,260.26	59,988.80		0.00	14,271.46	0.00	0.00
778.0	VISA INC CLASS A SHARES								
92826C839	10/24/2014	Various	165,928.01	55,264.69		0.00	110,663.32	0.00	0.00

This is important tax information and is being furnished to you.

2014 Tax Information Statement

Page 24 of 30
Ref: CTC

Recipient's Name and Address:
THOMAS & DOROTHY LEAVEY
FOUNDATION
EDGEWOOD MGMT
C/O LOUIS CASTRUCCIO IRELL &
MANELLA LLP
1800 AVENUE OF THE STARTS, SUITE 900
LOS ANGELES, CA 90067-4276

Account Number: 26-32282
Recipient's Tax ID Number: XX-XXX0162

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property			Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Cusip Number											
1596.0	CELGENE CORP										
151020104		10/30/2014	01/31/2008		170,529.78	44,129.00		0.00	126,400.78	0.00	0.00
302.0	CELGENE CORP										
151020104		10/31/2014	01/31/2008		32,761.44	8,350.22		0.00	24,411.22	0.00	0.00
446.0	CELGENE CORP										
151020104		12/09/2014	01/31/2008		52,931.35	12,331.79		0.00	40,599.56	0.00	0.00
1987.0	CELGENE CORP										
151020104		12/10/2014	Various		232,440.88	54,826.15		0.00	177,614.73	0.00	0.00
672.0	ALLERGAN INC										
018490102		12/15/2014	06/13/2013		140,729.28	67,784.24		0.00	72,945.04	0.00	0.00
1230.0	AMERICAN TOWER CORP										
03027X100		12/15/2014	Various		119,549.30	87,418.05		0.00	32,131.25	0.00	0.00
1103.0	APPLE COMPUTER INC										
037833100		12/15/2014	01/30/2013		118,409.61	72,554.90		0.00	45,854.71	0.00	0.00
1617.0	CELGENE CORP										
151020104		12/15/2014	10/21/2009		179,797.37	44,513.50		0.00	135,283.87	0.00	0.00
615.0	ECOLAB INC										
278865100		12/15/2014	03/21/2012		62,551.87	37,088.86		0.00	25,463.01	0.00	0.00

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2014 Tax Information Statement

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Ref: CTC

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Account Number: 26-32282
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☐ Corrected ☐ 2nd TIN notice

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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
151 0	#REORG/EQUINIX MANDATORY EXCH EQUINIX INC COM 291EAY1 01-26-2015								
29444U502	12/15/2014	04/22/2013	33,289.51	32,223.07		0.00	1,066.44	0.00	0.00
1232.0	FMC TECHNOLOGIES INC								
30249U101	12/15/2014	04/24/2013	52,709.33	65,688.99		0.00	-12,989.66	0.00	0.00
1720.0	GILEAD SCIENCES INC								
375558103	12/15/2014	Various	177,457.94	85,489.84		0.00	91,988.10	0.00	0.00
129.0	GOOGLE INC CL A								
38259P508	12/15/2014	01/31/2012	66,648.33	37,488.28		0.00	29,160.05	0.00	0.00
129.0	GOOGLE INC COM USD0.001 CL'C								
38259P706	12/15/2014	01/31/2012	66,433.53	37,368.51		0.00	29,065.02	0.00	0.00
787.0	IHS INC COM CL A COM CL A								
451734107	12/15/2014	06/22/2012	90,704.30	78,700.00		0.00	12,004.30	0.00	0.00
125.0	INTUITIVE SURGICAL INC COM NEW STK								
46120E602	12/15/2014	Various	62,332.91	48,265.16		0.00	14,067.75	0.00	0.00
1314.0	PRICE T ROWE GROUP INC								
74144T108	12/15/2014	Various	107,691.61	101,483.16		0.00	6,208.45	0.00	0.00
594.0	VISA INC CLASS A SHARES								
92826C839	12/15/2014	Various	151,394.78	41,824.35		0.00	109,570.43	0.00	0.00

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2014 Tax Information Statement

Page 26 of 30
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Recipient's Name and Address:

THOMAS & DOROTHY LEAVEY
FOUNDATION
EDGEWOOD MGMT
C/O LOUIS CASTRUCCIO IRELL &
MANELLA LLP
1800 AVENUE OF THE STARTS, SUITE 900
LOS ANGELES, CA 90067-4276

Account Number: 26-32282

Recipient's Tax ID Number: XX-XXX0162

Corrected ☐ 2nd TIN notice ☐

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

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Description of property			Date		Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal		State	
Cusip Number	Date Sold or Disposed	Date Acquired								Income Tax Withheld		Tax Withheld	
2525.0	ALLERGAN INC												
018490102	12/19/2014	Various			539,922.19	253,709.27		0.00	286,212.92	0.00		0.00	
527.0	ALLERGAN INC												
018490102	12/22/2014	10/31/2008			111,883.52	20,823.56		0.00	91,059.96	0.00		0.00	
799.0	ALLERGAN INC												
018490102	12/22/2014	Various			169,629.85	67,541.06		0.00	102,088.79	0.00		0.00	
1139.0	ALLERGAN INC												
018490102	12/23/2014	10/31/2008			238,204.51	45,005.77		0.00	193,198.74	0.00		0.00	
Total Long Term Sales					15,980,211.15	9,374,925.15		0.00	6,605,286.00	0.00		0.00	

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2014 Tax Information Statement

Page 5 of 6
Ref: CTC

Account Number: 26-32428
 Recipient's Tax ID Number: XX-XXX0162
 Recipient's Name and Address:
 THOMAS & DOROTHY LEAVEY
 FOUNDATION
 EAGLE ASSET MGMT
 LOUIS CASTRUCCIO IRELL & MANELLA
 LLP
 1800 AVENUE OF THE STARS, SUITE 900
 LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice

2014 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.
 Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
FRAC RAYONIER INC RT									
HFE907109	07/15/2014	07/11/2014	6.27	0.00		0.00	6.27	0.00	0.00
Total Short Term Sales			6.27	0.00		0.00	6.27	0.00	0.00

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2014 Tax Information Statement

Payer's Name and Address:
THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 26-63667
Recipient's Tax ID Number: XX-XXX0162
Payer's Federal ID Number: 36-7158276
Payer's State ID Number: CA
State: (312)444-3157

Questions? ☐ Corrected ☐ 2nd TIN notice

Page 7 of 13
Ref: CTC
Recipient's Name and Address:
THE THOMAS AND DOROTHY LEAVEY
FOUNDATION
10100 SANTA MONICA BLVD., SUITE 610
LOS ANGELES, CA 90067-4110

2014 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is proceeds less commissions and option premiums.
Covered (Box 5 is not checked)

Description of property (Box 1a)

Cusip Number	Date Sold or Disposed (Box 1c)	Date Acquired (Box 1b)	Form 8949 Checkbox	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code if any (Box 1f)	Adjustments (Box 1g)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 16)
Short Term Sales Reported on 1099-B										
73505 7607	MFO DODGE & COX INTL STK FD									
256206103	11/20/2014	05/16/2014	A	3,263,655.78	3,332,016.11		0.00	-68,360.33	0.00	0.00
16584.3293	MFO DODGE & COX INTL STK FD									
256206103	11/20/2014	05/16/2014	A	736,344.22	751,767.64	W	15,423.42	0.00	0.00	0.00
23980.82	MFO DODGE & COX INTL STK FD									
256206103	12/15/2014	05/16/2014	A	1,000,000.00	1,087,050.56		0.00	-87,050.56	0.00	0.00
Total Short Term Sales Reported on 1099-B				5,000,000.00	5,170,834.31		15,423.42	-155,410.89	0.00	0.00

Report on Form 8949, Part I, with Box A checked

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2014 Tax Information Statement

Recipient's Name and Address:
 THE THOMAS AND DOROTHY LEAVEY
 FOUNDATION
 10100 SANTA MONICA BLVD., SUITE 610
 LOS ANGELES, CA 90067-4110

Account Number: 26-94472
 Recipient's Tax ID Number: XX-XXX0162

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

2014 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.
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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
MFO TEMPLETON GLB TOTAL RETURN-AD									
880208855	12/24/2014	06/16/2014	28,543.79	30,956.61		0.00	-2,412.82	0.00	0.00
Total Short Term Sales			28,543.79	30,956.61		0.00	-2,412.82	0.00	0.00
Long Term Sales									
MFO TEMPLETON GLB TOTAL RETURN-AD									
880208855	12/24/2014	Various	271,456.21	300,252.20		0.00	-28,795.99	0.00	0.00
Total Long Term Sales			271,456.21	300,252.20		0.00	-28,795.99	0.00	0.00

This is important tax information and is being furnished to you.

2014 Tax Information Statement

Page 5 of 6
Ref: CTC

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 26-61546
Recipient's Tax ID Number: XX-XXX0162

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
THE THOMAS AND DOROTHY LEAVEY
FOUNDATION
10100 SANTA MONICA BLVD., SUITE 610
LOS ANGELES, CA 90067-4110

2014 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.
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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
MFO DIAMOND HILL FDS SMALL MID CAP FD CLY									
25264S684	12/09/2014	Various	1,070,268.85	990,151.38		0.00	80,117.47	0.00	0.00
Total Short Term Sales			1,070,268.85	990,151.38		0.00	80,117.47	0.00	0.00
Long Term Sales									
MFO DIAMOND HILL FDS SMALL MID CAP FD CLY									
25264S684	12/09/2014	04/04/2013	1,429,731.15	1,148,497.50		0.00	281,233.65	0.00	0.00
Total Long Term Sales			1,429,731.15	1,148,497.50		0.00	281,233.65	0.00	0.00

This is important tax information and is being furnished to you.

2014 Tax Information Statement

Page 5 of 7
Ref: CTC

Account Number: 26-83812
Recipient's Tax ID Number: XX-XXX0162

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
THE THOMAS AND DOROTHY LEAVEY
FOUNDATION
10100 SANTA MONICA BLVD., SUITE 610
LOS ANGELES, CA 90067-4110

2014 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.
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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
MFO DELAWARE GROWTH OPPORTUNITIES INSTL									
245906201	12/09/2014	12/05/2014	2,409,146.48	2,418,691.89		0.00	-9,545.41	0.00	0.00
Total Short Term Sales			2,409,146.48	2,418,691.89		0.00	-9,545.41	0.00	0.00
Long Term Sales									
MFO DELAWARE GROWTH OPPORTUNITIES INSTL									
245906201	12/09/2014	Various	2,590,853.51	2,326,744.97		0.00	264,108.54	0.00	0.00
Total Long Term Sales			2,590,853.51	2,326,744.97		0.00	264,108.54	0.00	0.00

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