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

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation THE A & A FUND		A Employer identification number 04-3127721
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (617) 423-3900
101 ARCH STREET, 18TH FLOOR		
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02110-1109		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here. <input type="checkbox"/> D 1 Foreign organizations, check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,868,442. J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

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) (see instructions))

	(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 (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.				
4 Dividends and interest from securities	161,508.	161,508.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	186,518.			
b Gross sales price for all assets on line 6a	2,882,169.			
7 Capital gain net income (from Part IV, line 2)		186,518.		
8 Net short-term capital gain.				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 2	-1,586.	292.		
12 Total Add lines 1 through 11	346,440.	348,318.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	16,678.	15,844.		834.
c Other professional fees (attach schedule) [4]	76,415.	61,132.		15,283.
17 Interest				
18 Taxes (attach schedule) (see instructions) [5]	15,314.	2,314.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	5,054.	5,038.		16.
24 Total operating and administrative expenses Add lines 13 through 23.	113,461.	84,328.		16,133.
25 Contributions, gifts, grants paid	400,000.			400,000.
26 Total expenses and disbursements Add lines 24 and 25	513,461.	84,328.	0.	416,133.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-167,021.			
b Net investment income (if negative, enter -0-)		263,990.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	203,213.	292,840.	292,840.	
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule) [7]	1,585,183.	988,718.	982,657.	
	b	Investments - corporate stock (attach schedule) ATCH 8	4,602,984.	4,901,188.	5,483,378.	
	c	Investments - corporate bonds (attach schedule) ATCH 9	204,160.	50,000.	50,000.	
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 10	505,277.	698,334.	1,055,748.		
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ ATCH 11)	1,103.	3,819.	3,819.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,101,920.	6,934,899.	7,868,442.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	7,101,920.	6,934,899.		
	30	Total net assets or fund balances (see instructions)	7,101,920.	6,934,899.		
	31	Total liabilities and net assets/fund balances (see instructions)	7,101,920.	6,934,899.		

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	7,101,920.
2	Enter amount from Part I, line 27a	2	-167,021.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,934,899.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,934,899.

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 PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV 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					
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	186,518.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

(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))
2014	415,917.	8,443,885.	0.049257
2013	414,289.	8,138,555.	0.050904
2012	387,824.	7,823,856.	0.049569
2011	393,755.	7,442,282.	0.052908
2010	387,601.	7,414,532.	0.052276
2 Total of line 1, column (d)			2 0.254914
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 0.050983
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 8,155,806.
5 Multiply line 4 by line 3			5 415,807.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,640.
7 Add lines 5 and 6			7 418,447.
8 Enter qualifying distributions from Part XII, line 4 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			8 416,133.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	5,280.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	5,280.
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	5,280.
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 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	8,891.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,891.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	3,611.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax <input type="checkbox"/> 3,611. Refunded <input type="checkbox"/>	11		

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 <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$		
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?		
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) <input type="checkbox"/> MA,		
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 2015 or the taxable year beginning in 2015 (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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	X
12 Did the foundation 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 ► NONE	13	X
14 The books are in care of ► BOLAR HIRSCH & JENNINGS, LLP Telephone no ► 949-224-3300 Located at ► 18101 VON KARMAN AVE., #1440 IRVINE, CA ZIP+4 ► 92612		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15		
16 At any time during calendar year 2015, 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?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ►		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2015 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 2015)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**7b**

X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		0.	0.	0.

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

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

Total number of other employees paid over \$50,000. ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 13		76,415.

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	
a	Average monthly fair market value of securities	1a 8,090,263.
b	Average of monthly cash balances	1b 189,743.
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 8,280,006.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 8,280,006.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 124,200.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 8,155,806.
6	Minimum investment return. Enter 5% of line 5	6 407,790.

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	1 407,790.
2a	Tax on investment income for 2015 from Part VI, line 5	2a 5,280.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 5,280.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 402,510.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 402,510.
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 402,510.

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 416,133.
b	Program-related investments - total from Part IX-B	1b
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	4 416,133.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 416,133.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				402,510.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015				
a From 2010 25,644.				
b From 2011 27,749.				
c From 2012 5,919.				
d From 2013 19,324.				
e From 2014 8,703.				
f Total of lines 3a through e	87,339.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>416,133.</u>				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2015 distributable amount.				402,510.
e Remaining amount distributed out of corpus.	13,623.			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	100,962.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				
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)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	25,644.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	75,318.			
10 Analysis of line 9				
a Excess from 2011 27,749.				
b Excess from 2012 5,919.				
c Excess from 2013 19,324.				
d Excess from 2014 8,703.				
e Excess from 2015 13,623.				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year SEE ATTACHMENT 16					400,000.
Total				► 3a	400,000.
b Approved for future payment					
Total				► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		Related or exempt function income (See instructions)
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .						
4 Dividends and interest from securities			14	161,508.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	186,518.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b ATCH 14 _____		-1,911.		325.		
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)		-1,911.		348,351.		
13 Total. Add line 12, columns (b), (d), and (e)					13	346,440.

(See worksheet in line 13 instructions to verify calculations)

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

1		Yes	No
Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			


[illegible]

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here   
Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/type preparer's name GARY M POLICH		Preparer's signature 		Date 11/11/16	Check <input type="checkbox"/> if self-employed	PTIN P00953753
	Firm's name ▶ BOLAR HIRSCH & JENNINGS LLP					Firm's EIN ▶ 33-0480814	
	Firm's address ▶ 18101 VON KARMAN AVENUE, #1440 IRVINE, CA 92612					Phone no 949-224-3300	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
U.S. TSY NOTE/BOND INTEREST	38,000.	38,000.
DIVIDENDS FROM SECURITIES	118,820.	118,820.
OTHER INTEREST	6,418.	6,418.
TIPS INFLATION ADJUSTMENT	-1,730.	-1,730.
TOTAL	<u>161,508.</u>	<u>161,508.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME - FDC VENTURE PRTRNS	-259.	-259.
PARTNERSHIP INCOME - EQUITY RESOURCE 22	6,294.	6,273.
PARTNERSHIP INCOME - EQUITY RESOURCE 23	11,877.	11,865.
PARTNERSHIP INCOME - LEGACY VENTURE VII	-9,487.	-9,487.
PARTNERSHIP INCOME - MONTAUK TRIGUARD	-3,600.	-932.
PARTNERSHIP INCOME - ACI CAPITAL INV II	-106.	-106.
PARTNERSHIP INCOME - FDC INV. PRTRNS IV	-3,540.	-3,179.
PARTNERSHIP INCOME - BEACON COMM. FD LP	3,837.	3,837.
PARTNERSHIP INCOME - FDC INV. PRTRNS III	-6,602.	-7,720.
TOTALS	<u>-1,586.</u>	<u>292.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	16,678.	15,844.		834.
TOTALS	<u>16,678.</u>	<u>15,844.</u>		<u>834.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES	76,415.	61,132.	15,283.
TOTALS	<u>76,415.</u>	<u>61,132.</u>	<u>15,283.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	2,314.	2,314.
FED. NET INV. INC. EXCISE TAX	13,000.	
TOTALS	<u>15,314.</u>	<u>2,314.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAN FEES	4,984.	4,984.	
MASS. STATE FILING FEES	70.	54.	16.
TOTALS	5,054.	5,038.	16.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>ATTACHMENT 7</u>		
<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 15	988,718.	982,657.
US OBLIGATIONS TOTAL	<u>988,718.</u>	<u>982,657.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 15	4,901,188.	5,483,378.
TOTALS	<u>4,901,188.</u>	<u>5,483,378.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 9

DESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
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SEE ATTACHMENT 15

50,000.

50,000.

TOTALS

50,000.

50,000.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 15	698,334.	1,055,748.
TOTALS	<u>698,334.</u>	<u>1,055,748.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDENDS RECEIVABLE	3,819.	3,819.
TOTALS	<u>3,819.</u>	<u>3,819.</u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					1,306.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					107,361.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					25,412.	
6,495.		40 SHS AMGEN, INC. PROPERTY TYPE: SECURITIES 6,625.				P	04/20/2015	11/24/2015
							-130.	
6,401.		220 SHS DEVON ENERGY CORP PROPERTY TYPE: SECURITIES 10,307.				P	11/24/2015	12/17/2015
							-3,906.	
21,396.		619.461 SHS FAIRHOLME FUND PROPERTY TYPE: SECURITIES 22,365.				P	VARIOUS	03/24/2015
							-969.	
7,792.		140 SHS ISHARES TR CORE MSCI EAFE PROPERTY TYPE: SECURITIES 8,531.				P	05/29/2015	11/24/2015
							-739.	
4,368.		110 SHS NATIONAL OILWELL, INC. PROPERTY TYPE: SECURITIES 7,860.				P	11/14/2014	09/17/2015
							-3,492.	
16,000.		416.342 SHS PARNASSAS EQTY INCM INSTL PROPERTY TYPE: SECURITIES 17,033.				P	02/19/2015	11/24/2015
							-1,033.	
33,000.		1,351.905 SHS PRIMECAP ODYSSEY STOCK FUN PROPERTY TYPE: SECURITIES 33,135.				P	03/24/2015	11/24/2015
							-135.	
528.		49.641 SHS VANGUARD SHORT TERM CORP ADM PROPERTY TYPE: SECURITIES 529.				P	VARIOUS	08/26/2015
							-1.	
83,120.		8,000 SHS ALPS ETF TR ALERIAN MLP PROPERTY TYPE: SECURITIES 131,027.				P	08/15/2012	12/08/2015
							-33,878.	
		430 SHS BERKSHIRE HATHAWAY INC CL B				P	11/14/2014	11/24/2015

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
58,107.		PROPERTY TYPE: SECURITIES 62,517.				-4,410.	
		30 SHS CVS HEALTH CORPORATION PROPERTY TYPE: SECURITIES					
3,071.		1,919.				1,152.	05/29/2015
		70 SHS DAVITA HEALTHCARE PARTNERS INC. PROPERTY TYPE: SECURITIES					
5,139.		5,317.				-178.	11/24/2015
		830 SHS DEVON ENERGY CORP PROPERTY TYPE: SECURITIES					
55,318.		48,465.				6,853.	02/17/2015
		720 SHS DEVON ENERGY CORP PROPERTY TYPE: SECURITIES					
20,948.		39,296.				-18,348.	12/17/2015
		1,100 SHS DIRECTV COM PROPERTY TYPE: SECURITIES					
96,073.		60,011.				36,062.	02/17/2015
		1,080 SHS DIRECTV COM PROPERTY TYPE: SECURITIES					
98,515.		50,293.				48,222.	05/29/2015
		1,610.051 SHS FAIRHOLME FUND PROPERTY TYPE: SECURITIES					
55,611.		62,540.				-6,929.	03/24/2015
		550 SHS INTERNATIONAL BUSINESS MACHINES PROPERTY TYPE: SECURITIES					
76,310.		99,954.				-23,644.	11/24/2015
		810 SHS JPMORGAN CHASE & CO PROPERTY TYPE: SECURITIES					
51,320.		42,442.				8,878.	04/20/2015
		220 SHS JPMORGAN CHASE & CO PROPERTY TYPE: SECURITIES					
14,470.		7,926.				6,544.	05/29/2015
		810 SHS JPMORGAN CHASE & CO PROPERTY TYPE: SECURITIES					
54,066.		29,182.				24,884.	11/24/2015

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
83,000.		4,770.115 SHS MATTHEWS ASIA PACIFIC EQTY PROPERTY TYPE: SECURITIES 75,468.				P	VARIOUS 7,532.	05/29/2015
48,443.		1,220 SHS NATIONAL OILWELL, INC. PROPERTY TYPE: SECURITIES 74,225.				P	VARIOUS -25,782.	09/17/2015
14,768.		340 SHS ORACLE CORP PROPERTY TYPE: SECURITIES 12,514.				P	01/27/2014 2,254.	05/29/2015
30,176.		765 SHS ORACLE CORP PROPERTY TYPE: SECURITIES 26,085.				P	VARIOUS 4,091.	07/29/2015
55,783.		1,420 SHS ORACLE CORP PROPERTY TYPE: SECURITIES 43,215.				P	07/03/2013 12,568.	11/24/2015
108,866.		520 SHS SPDR S&P 500 UNIT SER 1 PROPERTY TYPE: SECURITIES 106,137.				P	11/14/2014 2,729.	11/24/2015
65,211.		10,501.024 SHS SALIENT MF TR MLP & ENGY PROPERTY TYPE: SECURITIES 133,993.				P	01/16/2014 -58,186.	12/17/2015
95,736.		5,052.029 SHS THORNBURG INVT TR DVLPMNT PROPERTY TYPE: SECURITIES 97,100.				P	04/04/2014 -1,364.	05/04/2015
59,000.		2,163.55 SHS TWEENDY BROWNE FD INC GLOBA PROPERTY TYPE: SECURITIES 57,323.				P	VARIOUS 1,677.	05/29/2015
19,000.		728.528 SHS TWEENDY BROWNE FD INC GLOBAL PROPERTY TYPE: SECURITIES 19,291.				P	10/04/2013 -291.	11/24/2015
17,832.		220 SHS VANGUARD DIVIDEND APPREC ETF PROPERTY TYPE: SECURITIES 15,898.				P	01/27/2014 1,934.	05/29/2015
14,248.		180 SHS VANGUARD DIVIDEND APPREC ETF PROPERTY TYPE: SECURITIES 13,008.				P	01/27/2014 1,240.	11/24/2015

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
810.		76.103 SHS VANGUARD SHORT TERM CORP ADM PROPERTY TYPE: SECURITIES 817.				P	VARIOUS -7.	08/26/2015
221,132.		4,360 SHS VANGUARD INTL EQTY FTSE EUROPE PROPERTY TYPE: SECURITIES 249,592.				P	VARIOUS -28,460.	11/24/2015
10,063.		180 SHS WELLS FARGO & CO. PROPERTY TYPE: SECURITIES 7,540.				P	VARIOUS 2,523.	05/29/2015
61,232.		1,110 SHS WELLS FARGO & CO. PROPERTY TYPE: SECURITIES 34,511.				P	VARIOUS 26,721.	11/24/2015
158,465.		150,000 BERKSHIRE HATHAWAY 3.4% 1/31/22 PROPERTY TYPE: SECURITIES 154,160.				P	02/01/2012 4,305.	10/29/2015
47,295.		420 SHS CHEVRONTExACO CORP. PROPERTY TYPE: SECURITIES 33,387.				P	12/12/2008 13,908.	02/17/2015
110,427.		3,197.079 SHS FAIRHOLME FUND PROPERTY TYPE: SECURITIES 64,837.				P	04/06/2009 45,590.	03/24/2015
10,284.		190 SHS MICROSOFT CORP PROPERTY TYPE: SECURITIES 4,474.				P	05/04/2006 5,810.	11/24/2015
325,610.		306,591.6 U.S. TSY NOTES INFL INDEX 1.37 PROPERTY TYPE: SECURITIES 324,729.				P	12/10/2010 881.	05/29/2015
109,438.		100,000 U.S. TSY NOTES 4% 8/15/18 PROPERTY TYPE: SECURITIES 108,075.				P	08/16/2010 1,363.	05/29/2015
102,100.		100,000 U.S. TSY NOTES 3% 8/31/16 PROPERTY TYPE: SECURITIES 105,747.				P	08/16/2013 -3,647.	10/29/2015
54,961.		50,000 U.S. TSY NOTES 3.625% 2/15/20 PROPERTY TYPE: SECURITIES 56,182.				P	02/15/2012 -1,221.	05/29/2015

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
156,162.		146,76.888 SHS VANGUARD SHORT TERM CORP PROPERTY TYPE: SECURITIES 154,694.				P	09/29/2009 1,468.	08/26/2015
TOTAL GAIN (LOSS)							<u>186,518.</u>	

FORM 990PE, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
BRINCK LOWERY 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	TRUSTEE 4.00	0.	0.	0.	0.
SHEILA K. HIXON 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	ADVISORY BOARD 1.00	0.	0.	0.	0.
ALEXANDRA H. BALLARD 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	ADVISORY BOARD 1.00	0.	0.	0.	0.
DYLAN H. HIXON 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	ADVISORY BOARD 1.00	0.	0.	0.	0.
SHANTI S. HIXON 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	ADVISORY BOARD 1.00	0.	0.	0.	0.
INDIA T. RADEFAR 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	ADVISORY BOARD 1.00	0.	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JENNIFER PELIS 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	TRUSTEE .50	0.	0.	0.
BROOKE MANFREDI 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	TRUSTEE .50	0.	0.	0.
GRAND TOTALS		<u>0.</u>	<u>0.</u>	<u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FOSTER DYKEMA CABOT & CO. 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	INVESTMENT MGMT.	76,415.
TOTAL COMPENSATION		<u>76,415.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT	
		AMOUNT	CODE	AMOUNT	FUNCTION INCOME
PARTNERSHIP INCOME	531110	-1,911.	14	325.	
TOTALS		-1,911.		325.	

ATTACHMENT 15FORM 990PF, PART IIPART II - US OBLIGATIONS

	ENDING BOOK VALUE	ENDING FMV
200,000 US TREASURY NOTES 2.000% 01/31/16	201,972.	200,244.
100,000 US TREASURY NOTES 3.000% 08/31/16	105,747.	101,484.
150,000 US TREASURY NOTES 4.000% 08/15/18	162,112.	160,916.
150,000 US TREASURY NOTES 2.750% 02/15/19	146,803.	156,299.
100,000 US TREASURY NOTES 1.000% 08/31/19	99,569.	98,027.
150,000 US TREASURY NOTES 3.625% 02/15/20	168,547.	161,789.
100,000 US TREASURY NOTES 2.625% 11/15/20	103,969.	103,898.
TOTAL	988,718.	982,657.

PART II - CORPORATE STOCK

26,175 HARTFORD TOTAL RETURN BOND FUND	283,842.	269,336.
24,386 METROPOLITAN WEST TOTAL RETURN BOND I	263,169.	258,982.
25,170 VANGUARD SHORT TERM CORP ADM	266,824.	265,804.
13,853 MATTHEWS ASIA PACIFIC EQUITY	197,645.	212,782.
26,054 FIDELITY TOTAL BOND FUND	279,529.	267,321.
10,063 TWEEDY BROWNE GLOBAL VALUE FUND	170,575.	246,143.
580 PROCTER & GAMBLE COMPANY	46,914.	46,058.
400 OCCIDENTAL PETROLEUM CORP	26,719.	27,044.
1,000 EXXON MOBIL CORPORATION	62,135.	77,950.
1,085 SCHLUMBERGER LTD	83,677.	75,679.
270 AMGEN INC	44,716.	43,829.
470 CVS/CAREMARK CORP	30,066.	45,952.
730 PENTAIR PLC	48,949.	36,157.
1 BERKSHIRE HATHAWAY, INC. CL. A	8,855.	197,800.
680 BERKSHIRE HATHAWAY, INC. CL. B	6,804.	89,787.
640 JPMORGAN CHASE & CO	23,058.	42,259.
2,290 WELLS FARGO & CO NEW COM	55,571.	124,484.
1,160 DAVITA HEALTHCARE PARTNERS INC	69,256.	80,864.
5,982 MFS INSTITUTIONAL INTERNATIONAL EQUITY	127,073.	123,007.
10,184 WCM FOCUSED INTERNATIONAL GROWTH	129,784.	124,449.
1,770 EGSHARES EMERGING MARKET CONSUMER	42,398.	37,630.
5,227 HARDING LOEVNER EMERGING MARKETS I	96,700.	78,196.
3,200 JPMORGAN ALERIAN MLP INDEX ETN	82,752.	92,704.
6,642 TORTOISE MLP & PIPELINE FUND	63,500.	66,888.
9,911 JPMORGAN HEDGED EQUITY SELECT	157,500.	158,987.

ATTACHMENT 15FORM 990PF, PART IIPART II - CORPORATE STOCK CONTINUED

	ENDING BOOK VALUE	ENDING FMV
780 MICROSOFT CORP	18,368.	43,274.
2,165 ORACLE CORP	65,887.	79,087.
940 VERIZON COMMUNICATIONS	46,116.	43,447.
2,680 ISHARES MSCI USA MINIMUM VOLATILITY	104,312.	112,078.
1,700 ISHARES MSCI USA QUALITY FACTOR	103,257.	109,769.
1,250 POWERSHARES FTSE FARI	111,070.	108,538.
3,313 PARNASSUS CORE EQUITY FUND	134,956.	122,717.
5,060 SPDR S&P 500 UNIT SER 1	852,198.	1,031,582.
2,140 VANGUARD DIVDIEND APPRECIATION ETF	151,840.	166,406.
6,070 ISHARES CORE MSCI EAFE ETF	358,568.	330,087.
7,917 TOUCHSTONE LARGE CAP I	84,000.	81,625.
6,975 PRIMECAP ODYSSEY STOCK FUND	170,919.	164,676.
ACI II HT, LLC	31,686.	
TOTAL	<u>4,901,188.</u>	<u>5,483,378.</u>

PART II - CORPORATE BONDS

50,000 MOBIUS MOTORS CONV. NOTE 6% DUE 3/31/13	50,000.	50,000.
	<u>50,000.</u>	<u>50,000.</u>

PART II - OTHER INVESTMENTS

1.00 BEACON COMMUNITIES FUND I LP	(2,002.)	182,439.
2.00 EQUITY RESOURCE FUND 22 QP	(25,255.)	35,818.
1.50 EQUITY RESOURCE FUND 23 QP	67,834.	147,773.
0.50 EQUITY RESOURCE FUND 24 QP	38,116.	18,611.
112,500 ACI CAPITAL INV II, LP	20,536.	24,696.
800,000 FDC INVESTMENT PARTNERS III LC	332,512.	369,905.
400,000 FDC INVESTMENT PARTNERS IV LC	49,011.	51,365.
300,000 MONTAUK TRIGUARD FUND III-A LP	37,680.	60,743.
26.67 FDC VENTURE PARTNERS MEMO ENTRY	32,354.	3,694.
500,000 LEGACY VENTURE VII LLC	147,548.	160,704.
	<u>698,334.</u>	<u>1,055,748.</u>

ATTACHMENT 16

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME OF RECIPIENT	RELATIONSHIP TO FOUNDATION		FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	MANAGER OR SUBSTANTIAL CONTRIBUTOR	MANAGER OR SUBSTANTIAL CONTRIBUTOR			
PEACEMAKER CIRCLE INTL	N/A		PUBLIC	RELIGIOUS/SPIRITUAL	40,000
DUNGKAR GONPA SOCIETY	N/A		PUBLIC	RELIGIOUS	37,500
SMART BEGINNINGS/EASY PREVENTIONS	N/A		PUBLIC	YOUTH DEVELOPMENT/ HEALTH CARE	10,000.
DUNGKAR GONPA SOCIETY	N/A		PUBLIC	RELIGIOUS	37,500.
DUNGKAR GONPA SOCIETY	N/A		PUBLIC	RELIGIOUS	37,500.
SMART BEGINNINGS/EASY PREVENTIONS	N/A		PUBLIC	YOUTH DEVELOPMENT/ HEALTH CARE	10,000
DUNGKAR GONPA SOCIETY	N/A		PUBLIC	RELIGIOUS	37,500
GARRISON INTITUTE	N/A		PUBLIC	SPIRITUAL	5,000.
JEWEL HEART CORPORATION	N/A		PUBLIC	RELIGIOUS	10,000.
PATRISTIC SOCIETY	N/A		PUBLIC	RELIGIOUS	5,000.
ST. VLADIMIR'S ORTHODOX THEOLOGICAL SEMINARY	N/A		PUBLIC	RELIGIOUS EDUCATION	5,000.
TRICYCLE FOUNDATION (BUDDHIST RAY)	N/A		PUBLIC	EDUCATIONAL MAGAZINE ON BUDDHIST RELIGION AND CULTURE	10,000
84000	N/A		PUBLIC	RELIGIOUS EDUCATION	5,000.
BRIDGE BOSTON CHARTER SCHOOL	N/A		PUBLIC	OPERATES CHARTER SCHOOL	12,500.
D-REV DESIGN	N/A		PUBLIC	SCIENCE & TECHNOLOGY RESEARCH/INTERNATIONAL RELIEF	20,000.
ECHOING GREEN INC	N/A		PUBLIC	PHILANTHROPY/VOLUNTARISM	15,000
GLOBAL ACTION TO PREVENT WAR AND ARMED CONFLICT	N/A		PUBLIC	CONFLICT PREVENTION/ DISARMAMENT	15,000
COUNCIL ON THE ENVIRONMENT D/B/A GROWN NYC	N/A		PUBLIC	ENVIRONMENTAL/ EDUCATION/ RECYCLING/HEALTH EATING	10,000
COALITION FOR ENGAGED EDUCATION	N/A		PUBLIC	YOUTH DEVELOPMENT/ EDUCATION	15,000.
NYU / CENTER FOR THE STUDY OF TRANSFORMATIVE LIVES	N/A		PUBLIC	EDUCATIONAL/CULTURAL	15,000
MUSLIMS FOR PROGRESSIVE VALUES/ THE MARKAZ	N/A		PUBLIC	EDUCATIONAL/CULTURAL	7,500.
SPIRIT AWAKENING FOUNDATION	N/A		PUBLIC	YOUTH DEVELOPMENT	10,000.
LINEAGE PROJECT	N/A		PUBLIC	YOUTH DEVELOPMENT	20,000
COMMONWEAL / VISUAL THINKING STRATEGIES	N/A		PUBLIC	EDUCATIONAL/ YOUTH DEVELOPMENT	10,000
TOTAL					400,000