Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ 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 LEONETTI/O'CONNELL FAMILY FOUNDATION

A Employer identification number: 20-3889415

Number and street (or P O box number if mail is not delivered to street address): 515 S. FIGUEROA ST. #1050

Room/suite

B Telephone number (see instructions): (213) 622-0066

City or town, state or province, country, and ZIP or foreign postal code: LOS ANGELES, CA 90071

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 47,522,147.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	102,845.	102,845.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,410,154.			
b	Gross sales price for all assets on line 6a 15,827,574.				
7	Capital gain net income (from Part IV, line 2)		2,406,751.		
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	-1,649,486.	170,580.		
12	**Total.** Add lines 1 through 11	863,513.	2,680,176.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	150,000.			150,000.
14	Other employee salaries and wages	48,751.			48,751.
15	Pension plans, employee benefits	19,867.			19,867.
16a	Legal fees (attach schedule) ATCH 3	160.			160.
b	Accounting fees (attach schedule) ATCH 4	18,000.			18,000.
c	Other professional fees (attach schedule) [5]	16,395.			16,395.
17	Interest				
18	Taxes (attach schedule) (see instructions) [6]	27,563.	7,229.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	38,065.			38,065.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	311,210.	209,714.		101,496.
24	**Total operating and administrative expenses.** Add lines 13 through 23	630,011.	216,943.		392,734.
25	Contributions, gifts, grants paid	1,841,914.			1,841,914.
26	Total expenses and disbursements Add lines 24 and 25	2,471,925.	216,943.	0.	2,234,648.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-1,608,412.			
b	**Net investment income** (if negative, enter -0-)		2,463,233.		
c	**Adjusted net income** (if negative, enter -0-)				

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JSA For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2015)

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	17,282.	38,865.	38,865.
	2 Savings and temporary cash investments	2,833,372.	6,581,421.	6,581,421.
	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)			
	b Investments - corporate stock (attach schedule) ATCH 8	1,218,600.	2,036,336.	2,036,336.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 9	41,557,807.	38,865,525.	38,865,525.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	45,627,061.	47,522,147.	47,522,147.
Liabilities	17 Accounts payable and accrued expenses	123,629.	239,005.	
	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)	123,629.	239,005.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	45,503,432.	47,283,142.	
	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 (see instructions)	45,503,432.	47,283,142.	
	31 Total liabilities and net assets/fund balances (see instructions)	45,627,061.	47,522,147.	

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	45,503,432.
2	Enter amount from Part I, line 27a	2	-1,608,412.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	4,846,168.
4	Add lines 1, 2, and 3	4	48,741,188.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	1,458,046.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	47,283,142.

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) 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				

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	2,410,154.
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

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))
2014	2,072,017.	44,064,411.	0.047022
2013	1,905,799.	41,845,990.	0.045543
2012	1,553,756.	36,713,560.	0.042321
2011	2,555,121.	34,630,161.	0.073783
2010	1,108,408.	33,748,422.	0.032843

2	Total of line 1, column (d)	2	0.241512
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	0.048302
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	45,568,546.
5	Multiply line 4 by line 3	5	2,201,052.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	24,632.
7	Add lines 5 and 6	7	2,225,684.
8	Enter qualifying distributions from Part XII, line 4	8	2,234,648.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	24,632.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	24,632.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	24,632.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 30,000.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 30,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	60,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	247.
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	35,121.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 35,121. **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	

Website address ▶ N/A

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

Located at ▶ 515 S. FIGUEROA ST, #1050 LOS ANGELES, CA ZIP+4 ▶ 90071

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

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

			Yes	No
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? ☐ 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)?	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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 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

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 [X]		
	(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 [X]		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions)	Yes [ ] No [X]		
	(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 [X]		
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)?		**5b**	X
	Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	Yes [ ] No [X]		
	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 [X]		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes [ ] No [X]		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**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		150,000.	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
ATCH 13		48,751.	6,139.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services . . . . . ▶ 0.

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (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	2,409,640.
b	Average of monthly cash balances		1b	3,975,108.
c	Fair market value of all other assets (see instructions)		1c	39,877,735.
d	**Total** (add lines 1a, b, and c)		1d	46,262,483.
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	46,262,483.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)		4	693,937.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	45,568,546.
6	**Minimum investment return.** Enter 5% of line 5		6	2,278,427.

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	2,278,427.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	24,632.		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	24,632.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,253,795.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,253,795.
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	2,253,795.

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	2,234,648.
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	2,234,648.
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	24,632.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,210,016.

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				2,253,795.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			923,207.	
b Total for prior years 20 13 ,20 12 ,20 11				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 2,234,648.				
a Applied to 2014, but not more than line 2a			923,207.	
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				1,311,441.
e Remaining amount distributed out of corpus				
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				
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				942,354.
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)				
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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	
2a 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))

ATTACHMENT 14

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

ATTACHMENT 15

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

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

a The name, address, and telephone number 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 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 ATTACHED		PC	SEE ATTACHED	1,841,914.
Total . . . . . ▶ **3a**				1,841,914.
b *Approved for future payment*				
Total . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	102,845.	
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	2,410,154.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 16		-1,820,066.		170,580.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-1,820,066.		2,683,579.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 863,513.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date: 14 Nov. 2016 | Title: CFO

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LINDA E G BALLESTEROS		11/07/2016		P00366852

Firm's name ▶ MAGINNIS KNECHTEL & MCINTYRE LLP | Firm's EIN ▶ 95-2746188

Firm's address ▶ 300 W. COLORADO BLVD. PASADENA, CA 91105 | Phone no 626-449-3466

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)	
		TD AMERITRADE-PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
2,533,363.		2,502,697.					30,666.	
		SALE OF INVESTMENT - ALL DOCUMENTS INC PROPERTY TYPE: OTHER				P	VARIOUS	12/31/2015
		18,600.					-18,600.	
		SALE OF INVESTMENT - SENATOR GLOBAL OPP PROPERTY TYPE: OTHER				P	VARIOUS	12/01/2015
7,541,157.		7,499,920.					41,237.	
		SALE OF INVESTMENT - TRUMED SYSTEMS INC PROPERTY TYPE: OTHER				P	VARIOUS	12/31/2015
530,000.		530,000.						
		SALE OF INVESTMENT - MEDCHAIN SYSTEMS IN PROPERTY TYPE: OTHER				P	VARIOUS	12/31/2015
700,000.		705,000.					-5,000.	
		T ROWE PRICE - CAPITAL GAIN DISTRIBUTION PROPERTY TYPE: SECURITIES				P	VARIOUS	12/15/2015
20,715.							20,715.	
		GLOBAL ATLANTIC FINANCIAL GROUP LIMITED PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
		33.					-33.	
		HOUSATONIC EQUITY INVESTORS II, LP PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
5.							5.	
		LEGION PARTNERS, LP II PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
11,900.							11,900.	
		ROCKWOOD EQUITY PARTNERSHIP FUND, LP PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
		20,553.					-20,553.	
		SERENT CAPITAL ASSOCIATES II, LP PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
43.							43.	
		FELLOWSHIP CAPITAL PARTNERS, LLC PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
95,680.							95,680.	

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)	
		GLOBAL ATLANTIC FINANCIAL GROUP LIMITED PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
10,805.							10,805.	
		HOUSATONIC EQUITY INVESTORS II, LP PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
		23,581.					-23,581.	
		HOUSATONIC EQUITY INVESTORS IV, LP PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
		120,567.					-120,567.	
		HOUSATONIC EQUITY PARTNERS, LP PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
630,853.							630,853.	
		HOUSATONIC MICRO FUND, LP PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
3,697.							3,697.	
		LEGION PARTNERS, LP II PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
4,502.							4,502.	
		OCM OPPORTUNITIES FUND VIIB, LP PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
		51,178.					-51,178.	
		OCM OPPORTUNITIES FUND VIIB AIF (CAYMAN) PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
		5,665.					-5,665.	
		ROCKWOOD EQUITY PARTNERSHIP FUND, LP PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
366,414.							366,414.	
		ROCKWOOD EQUITY PARTNERSHIP FUND, LP PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
6,806.							6,806.	
		S BOX LLC PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
189,722.							189,722.	
		OCM OPPORTUNITIES FUND VIIB, LP (SEC 125 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
1,825.							1,825.	

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)	
		OCM OPPORTUNITIES FUND VIIB, LP (SEC 125 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
2,738.							2,738.	
		OCM OPPORTUNITIES FUND VIIB LP (QEF CAPI PROPERTY TYPE: OTHER				P	VARIOUS	12/31/2015
1,293.							1,293.	
		SALE OF ACCRETIA CAPITAL LLC PROPERTY TYPE: OTHER				P	VARIOUS	12/31/2015
2,579,298.		1,445,285.					1,134,013.	
		SALE OF PEAK MOUNTAIN FUND LLC PROPERTY TYPE: OTHER				P	VARIOUS	12/31/2015
450,000.		218,886.					231,114.	
		SALE OF VERI TAX INC PROPERTY TYPE: OTHER				P	VARIOUS	12/31/2015
139,952.		268,649.					-128,697.	
TOTAL GAIN(LOSS)							2,410,154.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CITY NATIONAL BANK - INTEREST	52.	52.
GOLDMAN SACHS - DIVIDENDS	9.	9.
UCIT NOTE - INTEREST	5,838.	5,838.
AMERICAN BIO NOTE - INTEREST	37,820.	37,820.
MISC. INTEREST	243.	243.
TD AMERITRADE	7,307.	7,307.
TENNENBAUM OPPORTUNITIES FUND V LLC	51,576.	51,576.
TOTAL	102,845.	102,845.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIPS INCOME	-1,820,066.	
PARTNERSHIPS - PORFOLIO INCOME	852.	852.
PARTNERSHIPS - INTEREST INCOME	70,793.	70,793.
PARTNERSHIPS - DIVIDEND INCOME	98,818.	98,818.
PARTNERSHIPS - QEF INCOME	117.	117.
TOTALS	-1,649,486.	170,580.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	160.			160.
TOTALS	160.			160.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT AND TAX PREPARATION FEES	18,000.			18,000.
TOTALS	18,000.			18,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
CONSULTING	15,075.	15,075.
OTHER PROFESSIONAL FEES	1,320.	1,320.
TOTALS	16,395.	16,395.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	7,229.	7,229.
FEDERAL EXCISE TAX	20,334.	
TOTALS	27,563.	7,229.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
GRANT EXPENSES	2,417.		2,417.
BANK SERVICE CHARGE	1,525.	1,525.	
DUES AND SUBSCRIPTIONS	1,420.		1,420.
INSURANCE	6,222.		6,222.
OFFICE SUPPLIES	12,575.		12,575.
PROGRAM EXPENSE	49.		49.
ENTERTAINMENT	13,560.		13,560.
EDUCATION	61,588.		61,588.
FILING FEE	160.		160.
PAYROLL PROCESSING FEE	1,304.		1,304.
PARTNERSHIPS-INVESTMENT FEE	208,189.	208,189.	
PARTNERSHIPS-CONTRIBUTION	2,201.		2,201.
TOTALS	311,210.	209,714.	101,496.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
T ROWE PRICE NEW HORIZONS	288,929.	288,929.
RCM TECHNOLOGIES INC	1,463,407.	1,463,407.
ALL DOCUMENTS INC		
COMMON & PRFERRED HOVER INC	284,000.	284,000.
MED CHAIN SYSTEMS INC		
TOTALS	2,036,336.	2,036,336.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SENATOR GLOBAL OPP NOTE	1,720,714.	1,720,714.
ABI NOTE	185,000.	185,000.
UCIT ONLINE SECURITY NOTE	37,000.	37,000.
S GUISE NOTE	3,949,250.	3,949,250.
PEAK MOUNTAIN FUND LLC NOTE	450,000.	450,000.
SERENT CAPITAL ASSOCIATES LP	120,000.	120,000.
PC CITY SPARK LLC		
TRUMPET SEARCH LLC		
LIBERTY PLACE CAPITAL RAPTOR	200,000.	200,000.
S BOX LLC	100,000.	100,000.
PSS II LLC	250,000.	250,000.
HOUSATONIC EQUITY INVESTORS II	138,000.	138,000.
HOUSATONIC EQUITY INVESTORS IV	6,512,000.	6,512,000.
HOUSATONIC EQUITY INVESTORS V	1,084,000.	1,084,000.
I R S PARTNERS NO. 12 LP	6,292,000.	6,292,000.
SERENT CAPITAL ASSOC II LP	175,000.	175,000.
HOUSATONIC MICRO FUND	224,000.	224,000.
HOUSATONIC EQUITY PARTNERS	137,008.	137,008.
EGGHEADS II LLC	250,000.	250,000.
ACRETIA CAPITAL LLC		
FELLOWSHIP CAPITAL PARTNERS LL	9,552.	9,552.
PETERSON PARTNERS VII LP	462,001.	462,001.
AMERICAN BIOSURGICAL LLC		
VERI TAX INC		
TOMA CAPITAL MANAGEMENT	200,000.	200,000.
LINEAGE LOGISTICS-BG LLH	5,203,000.	5,203,000.
RELAY HOLDINGS LLC	500,000.	500,000.
ROCKWOOD EQUITY PARTNERSHIP FD	350,000.	350,000.
LIGHT BEAM CAPITAL LLC	250,000.	250,000.
ROCKWOOD EQUITY PARTNERS III	18,000.	18,000.
GS PRIVATE EQUITY ENERGY FUND	222,000.	222,000.
LEGION PARTNERS II (SCHWAB)	212,000.	212,000.
GOLDMAN SACHS VINTAGE FUND V	423,001.	423,001.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS VINTAGE FUND IV	257,000.	257,000.
PREDICTIVE INDEX HOLDINGS LLC	250,000.	250,000.
GLOBAL ATLANTIC FUND (GS)	152,000.	152,000.
TENNENBAUM OPPORTUNITIES FUND	2,365,999.	2,365,999.
OCM OPPORTUNITIES FD VIIB LP	162,789.	162,789.
OCM OPPORTUNITIES FD (CAYMAN)	92,686.	92,686.
OCM OPPORTUNITIES FD (DELAWARE	24,525.	24,525.
SENATOR GLOBAL OPP OFFSHORE FD		
PC MEADOWBROOK LP	1,190,000.	1,190,000.
PC ARTISAN LLC	2,222,000.	2,222,000.
PC WILDCREEK LLC		
PEAK JOAQUIN HOLDINGS LLC	2,475,000.	2,475,000.
PEAK MOUNTAIN FUND LLC		
TD AMERITRADE		
CHARLES SCHWAB 5185		
TOTALS	38,865,525.	38,865,525.

ATTACHMENT 10

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAIN OF INVESTMENTS		2,348,338.
BOOK GAIN ON SALE OF INVESTMENTS		473,648.
BOOK INCOME FROM INVESTMENTS		1,261,783.
TAX LOSS FROM INVESTMENTS		762,399.
	TOTAL	4,846,168.

ATTACHMENT 11

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
TAX GAIN FROM INVESTMENTS		1,254,067.
DEFERRED EXCISE TAX		203,979.
	TOTAL	1,458,046.

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
CARA EPOSITO 515 S. FIGUEROA ST. #1050 LOS ANGELES, CA 90071	EXECUTIVE DIRECTOR, DIRECTOR 25.00	150,000.
MARGO LEONETTI O'CONNELL 515 S. FIGUEROA ST. #1050 LOS ANGELES, CA 90071	PRESIDENT,DIRECTOR 2.00	0.
MICHAEL F. O'CONNELL 515 S. FIGUEROA ST. #1050 LOS ANGELES, CA 90071	SECRETARY,CFO,DIRECTOR 2.00	0.
	GRAND TOTALS	150,000.

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
ALEXA P MARGALITH 515 S FIGUEROA ST STE 1050 LOS ANGELES, CA 90212	MANAGER 25.00	48,751.	6,139.
	TOTAL COMPENSATION	48,751.	6,139.

ATTACHMENT 14

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

MARGO LEONETTI O'CONNELL
MICHAEL F O'CONNELL

ATTACHMENT 15

FORM 990PF, PART XV - INFORMATION REGARDING MANAGERS OWNING 10% STOCK

CARA ESPOSITO
MARGO LEONETTI O'CONNELL
MICHAEL F O'CONNELL

THE LEONETTI/O'CONNELL FAMILY FOUNDATION 20-3889415

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

ATTACHMENT 16

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIPS INCOME/LOSS	523000	-1,820,066.			
PARTNERSHIPS OTHER INCOME			14	969.	
PARTNERSHIPS INTEREST & DIVIDEND INCOME			14	169,611.	
TOTALS		-1,820,066.		170,580.	

The Leonetti/O'Connell Family Foundation
EIN: 20-3889415

Attachment to 2015 Form 990-PF

Form 990-PF Part II Line 13
Investments - Other

Description	Valuation Method	Beginning Book Value	Ending Book Value	Fair Market Value
SENATOR GLOBAL OPP NOTE	FMV		1,720,714	1,720,714
ABI NOTE	FMV	185,000	185,000	185,000
UCIT ONLINE SECURITY NOTE	FMV	37,000	37,000	37,000
S GUISE NOTE	FMV	-	3,949,250	3,949,250
PEAK MOUNTAIN FUND LLC NOTE	FMV	-	450,000	450,000
SERENT CAPITAL ASSOCIATES LP	FMV	238,000	120,000	120,000
PC CITY SPARK LLC	FMV	-	-	-
TRUMPET SEARCH LLC	FMV	-	-	-
LIBERTY PLACE CAPITAL RAPTOR	FMV	200,000	200,000	200,000
S BOX LLC	FMV	200,000	100,000	100,000
PSS II LLC	FMV	100,000	250,000	250,000
HOUSATONIC EQUITY INVESTORS II	FMV	140,000	138,000	138,000
HOUSATONIC EQUITY INVESTORS IV	FMV	5,779,000	6,512,000	6,512,000
HOUSATONIC EQUITY INVESTORS V	FMV	796,000	1,084,000	1,084,000
I R S PARTNERS NO. 12 LP	FMV	5,562,000	6,292,000	6,292,000
SERENT CAPITAL ASSOC II LP	FMV	75,000	175,000	175,000
HOUSATONIC MICRO FUND	FMV	255,000	224,000	224,000
HOUSATONIC EQUITY PARTNERS	FMV	561,000	137,008	137,008
EGGHEADS II LLC	FMV	250,000	250,000	250,000
ACRETIA CAPITAL LLC	FMV	1,000,000	-	-
FELLOWSHIP CAPITAL PARTNERS LL	FMV	96,345	9,552	9,552
PETERSON PARTNERS VII LP	FMV	510,000	462,001	462,001
AMERICAN BIOSURGICAL LLC	FMV	-	-	-
VERI TAX INC	FMV	140,000	-	-
TOMA CAPITAL MANAGEMENT	FMV	-	200,000	200,000
LINEAGE LOGISTICS-BG LLH	FMV	4,381,000	5,203,000	5,203,000
RELAY HOLDINGS LLC	FMV	-	500,000	500,000
ROCKWOOD EQUITY PARTNERSHIP FD	FMV	472,000	350,000	350,000
LIGHT BEAM CAPITAL LLC	FMV	250,000	250,000	250,000
ROCKWOOD EQUITY PARTNERS III	FMV	35,000	18,000	18,000
GS PRIVATE EQUITY ENERGY FUND	FMV	515,000	222,000	222,000
LEGION PARTNERS II (SCHWAB)	FMV	227,000	212,000	212,000
GOLDMAN SACHS VINTAGE FUND V	FMV	592,000	423,001	423,001
GOLDMAN SACHS VINTAGE FUND IV	FMV	351,000	257,000	257,000
PREDICTIVE INDEX HOLDINGS LLC	FMV	250,000	250,000	250,000
GLOBAL ATLANTIC FUND (GS)	FMV	129,000	152,000	152,000
TENNENBAUM OPPORTUNITIES FUND	FMV	2,378,000	2,365,999	2,365,999
OCM OPPORTUNITIES FD VIIB LP	FMV	195,669	162,789	162,789
OCM OPPORTUNITIES FD (CAYMAN)	FMV	211,272	92,686	92,686
OCM OPPORTUNITIES FD (DELAWARE	FMV	25,059	24,525	24,525
SENATOR GLOBAL OPP OFFSHORE FD	FMV	7,500,000	-	-
PC MEADOWBROOK LP	FMV	790,000	1,190,000	1,190,000
PC ARTISAN LLC	FMV	1,316,000	2,222,000	2,222,000
PC WILDCREEK LLC	FMV	570,000	-	-
PEAK JOAQUIN HOLDINGS LLC	FMV	2,250,000	2,475,000	2,475,000
PEAK MOUNTAIN FUND LLC	FMV	825,000	-	-
TOTAL		**39,387,345**	**38,865,525**	**38,865,525**

The Leonetti/O'Connell Family Foundation
EIN. 20-3889415

Attachment to 2015 Form 990-PF

Form 990-PF Part XV Line 3a
Grants and Contributions Paid Durin

Name	Address	Foundation Status	Purpose of Grant	Paid Amount
ARCS Foundation	24520 HAWTHORNE BLVD , STE 113 TORRANCE, CA 90505	PC	Science & Technology	1,000 00
ARCS Total				1,000 00
Foundation for California Community Colle	1102 Q ST STE 4800, SACRAMENTO, CA 95811	PC	Education	50,000 00
California Colleges Guidance Initiative Total				50,000 00
California Homicide Investigators Assoc	201 W MISSION ST/HOMICIDE306, SAN JOSE, CA 95110	PC	Education	1,500 00
California Homicide Investigators Assoc Total				1,500 00
California Science Center	700 EXPOSITION PARK DR, LOS ANGELES, CA 90037	PC	Science & Technology	10,000 00
California Science Center Total				10,000 00
Center for Excellence in Education	8201 GREENSBORO DR , #215 MC LEAN, VA 22102	PC	Education	80,000 00
Center for Excellence in Education Total				80,000 00
Center Theater Group of Los Angeles	601 W TEMPLE ST, LOS ANGELES, CA 90012	PC	Arts, Culture & Humanities	2,500 00
Center Theater Group Total				2,500 00
Children's Institute, Inc	711 S NEW HAMPSHIRE AVE LOS ANGELES, CA 90005	PC	Children & Youth Services	125,000 00
Children's Institute, Inc		PC	Children & Youth Services	20,000 00
Children's Institute, Inc Total				145,000 00
Covenant House California	1325 N WESTERN AVE LOS ANGELES, CA 90027	PC	Temporary Housing	15,000 00
Covenant House California Total				15,000 00
EARN	235 MONTGOMERY STREET STE 470 SAN FRANCISCO, CA 9	PC	Community Development	145,100 00
EARN Total				145,100 00
Friends of the Los Angeles River	570 W AVE 26 #250, LOS ANGELES, CA 90065	PC	Environment	40,000 00
FOLAR Total				40,000 00
Grantmakers for Effective Organizations	1725 DESALES ST NW STE 404, WASHINGTON, DC 20036	PC	Philatnthropy, Volunteerism & Grantmaking	1,220 00
Grantmakers for Effective Organizations Total				1,220 00
Higher Ground Sun Valley	120 SECOND AVE STE 207, KETCHUM, ID 83340	PC	Children & Youth Services	1,000 00
Higher Ground Sun Valley Total				1,000 00
Jewish Free Loan Association	6505 WILSHIRE BLVD # 715 LOS ANGELES, CA 90048	PC	Community Development	37,500 00
Jewish Free Loan Association		PC	Community Development	50,000 00
Jewish Free Loan Association Total				87,500 00
KUSC	111 S GRAND AVE, LOS ANGELES, CA	PC	Arts, Culture & Humanities	10,000 00
KUSC Total				10,000 00
L A Cnty High School for Arts Foundation	1149 SOUTH HILL STREET, H-100 LOS ANGELES, CA 90015	PC	Arts, Culture & Humanities	10,000 00
L A Cnty High School for Arts Foundation Total				10,000 00
LA n Sync Strategic Response Fund	2000 AVENUE OF THE STARS STE 1000S, LOS ANGELES, CA	PC	Community Development	20,000 00
LA n Sync Strategic Response Fund Total				20,000 00
LIFT, Inc	1620 I STREET, SUITE 8 20 WASHINGTON, DC 20006	PC	Community Development	49,500 00
LIFT, Inc		PC	Community Development	49,500 00

The Leonetti/O'Connell Family Foundation
EIN: 20-3889415

Attachment to 2015 Form 990-PF

Form 990-PF Part XV Line 3a
Grants and Contributions Paid Durin

Name	Address	Foundation Status	Purpose of Grant	Paid Amount
LIFT, Inc. Total				99,000 00
Los Angeles Social Venture Partners	PO BOX 5762 PLAYA DEL REY, CA 90296	PC	Philanthropy, Volunteerism & Grantmaking	10,000 00
Los Angeles Social Venture Partners Total				10,000 00
Loyola Marymount University	1 LMU DRIVE LOS ANGELES, CA 90045	PC	Education	750,000 00
Loyola Marymount University Total				750,000 00
National Center for Family Philanthropy	1101 CONNECTICUT AVE NW STE 220, WASHINGTON, DC 2C	PC	Philatnthropy, Volunteerism & Grantmaking	1,500 00
National Center for Family Philanthropy Total				1,500 00
Project Tomorrow	15707 ROCKFIELD BLVD STE 250, IRVINE, CA 92618	PC	Education	35,000 00
Project Tomorrow Total				35,000 00
Regents of the University of California	1111 FRANKLIN ST , 9TH FLOOR OAKLAND, CA 94607	PC	Education	50,000 00
Regents of the University of California Total				50,000 00
Roxbury Latin School	101 ST THERESA AVE WEST ROXBURY, MA 02132	PC	Education	50,000 00
Roxbury Latin School Total				50,000 00
Scripps College	1030 COLUMBIA AVE, CLAREMONT, CA 91711	PC	Education	4,675 27
Scripps College Total				4,675 27
Southern California Grantmakers	1000 NORTH ALAMEDA ST, STE 230 LOS ANGELES, CA 9001:	PC	Philatnthropy, Volunteerism & Grantmaking	3,181 00
Southern California Grantmakers			Philatnthropy, Volunteerism & Grantmaking	1,238 00
Southern California Grantmakers			Philatnthropy, Volunteerism & Grantmaking	2,500 00
Southern California Grantmakers Total				6,919 00
St James' Episcopal School	625 S ST ANDREWS PLACE LOS ANGELES, CA 90005	PC	Education	10,000 00
St James' Episcopal School Total				10,000 00
Strive Foundation/Annenberg Alchemy	2000 AVENUE OF THE STARS STE 1000S, LOS ANGELES, CA	PC	Education	10,000 00
Strive Foundation Total				10,000 00
Temple Isaiah	1404 STONY BROOK RD, STONY BROOK, NY 11790	PC	Education	50,000 00
Temple Isaiah Total				50,000 00
The J Paul Getty Trust	1200 GETTY CENTER DR, LOS ANGELES, CA 90049	PC	Arts, Culture & Humanities	25,000 00
The J Paul Getty Trust Total				25,000 00
The Library Foundation of Los Angeles	630 W 5TH ST, LOS ANGELES, CA 90071	PC	Arts, Culture & Humanities	5,000 00
The Library Foundation of Los Angeles Total				5,000 00
The Posse Foundation, Inc	515 S FIGUEROA ST # 300 LOS ANGELES, CA 90071	PC	Education	80,000 00
The Posse Foundation, Inc Total				80,000 00
Turning Point School	8780 NATIONAL BLVD CULVER CITY, CA 90232	PC	Education	10,000 00
Turning Point School Total				10,000 00
USC Center on Philan & Public Policy	USC, LEWIS HALL 210 LOS ANGELES, CA 90089	PC	Philatnthropy, Volunteerism & Grantmaking	25,000 00
USC Center on Philan & Public Policy Total				25,000 00
Grand Total				**1,841,914.27**