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EXTENDED TO NOVEMBER 15, 2016

Return of Private Foundation

OMB No 1545-0052

Form 990-PF

Department of the Treasury
Internal Revenue Service

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.

2015

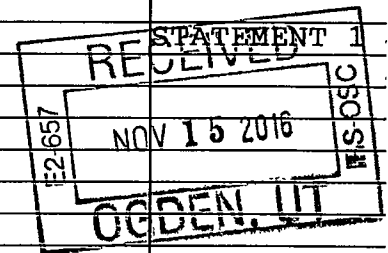
Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation THOMAS & DOROTHY LEAVEY FOUNDATION		A Employer identification number 95-6060162
Number and street (or P.O. box number if mail is not delivered to street address) 10100 SANTA MONICA BLVD., STE 610	Room/suite	B Telephone number 310-551-9936
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90067		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 256,228,356.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		8,934.	871.		
4 Dividends and interest from securities		5,161,519.	4,011,180.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		17,784,091.			
b Gross sales price for all assets on line 6a 106,896,239.					
7 Capital gain net income (from Part IV, line 2)			18,253,448.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		26,441.	<1,093,338.>		STATEMENT 2
12 Total Add lines 1 through 11		22,980,985.	21,172,161.		
13 Compensation of officers, directors, trustees, etc		7,169.	3,585.		3,584.
14 Other employee salaries and wages		77,500.	7,750.		69,750.
15 Pension plans, employee benefits		5,200.	520.		4,680.
16a Legal fees STMT 3		166,871.	111,247.		55,632.
b Accounting fees STMT 4		215,061.	172,048.		41,792.
c Other professional fees STMT 5		2,383,672.	573,443.		8,000.
17 Interest					
18 Taxes STMT 6		<217,477.>	82,816.		8,206.
19 Depreciation and depletion					
20 Occupancy		98,099.	49,049.		49,050.
21 Travel, conferences, and meetings		11,914.	0.		11,914.
22 Printing and publications					
23 Other expenses STMT 7		57,114.	28,558.		28,556.
24 Total operating and administrative expenses. Add lines 13 through 23		2,805,123.	1,029,016.		281,164.
25 Contributions, gifts, grants paid		11,305,776.			13,366,147.
26 Total expenses and disbursements. Add lines 24 and 25		14,110,899.	1,029,016.		13,647,311.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		8,870,086.			
b Net investment income (if negative, enter -0-)			20,143,145.		
c Adjusted net income (if negative enter -0-)				N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,483,764.	11,752,355.	11,752,354.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 67,648.			
	Less: allowance for doubtful accounts ▶ 0.	62,581.	67,648.	67,648.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		102,000.	102,000.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	140,000,406.	132,115,451.	132,115,451.
	c Investments - corporate bonds STMT 10	47,822,173.	41,615,667.	41,615,667.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11		87,117,421.	70,563,402.	70,563,402.
14 Land, buildings, and equipment basis ▶ 326,400.				
Less accumulated depreciation STMT 12 ▶ 326,400.				
15 Other assets (describe ▶ STATEMENT 13)		20,617.	11,834.	11,834.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		277,506,962.	256,228,357.	256,228,356.
17 Accounts payable and accrued expenses		121,666.	118,880.	
18 Grants payable		28,122,638.	26,062,267.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 14)	1,088,750.	494,865.	
	23 Total liabilities (add lines 17 through 22)	29,333,054.	26,676,012.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	248,173,908.	229,552,345.	
	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	248,173,908.	229,552,345.		
31 Total liabilities and net assets/fund balances	277,506,962.	256,228,357.		

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	248,173,908.
2 Enter amount from Part I, line 27a	2	8,870,086.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	257,043,994.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	27,491,652.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	229,552,342.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 106,896,239.		88,642,791.	18,253,448.

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			18,253,448.

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	18,253,448.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	13,986,257.	281,159,728.	.049745
2013	13,668,703.	259,639,053.	.052645
2012	11,308,967.	239,536,243.	.047212
2011	12,342,576.	247,675,265.	.049834
2010	9,883,446.	233,512,503.	.042325

2 Total of line 1, column (d)	2	.241761
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	.048352
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	270,481,467.
5 Multiply line 4 by line 3	5	13,078,320.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	201,431.
7 Add lines 5 and 6	7	13,279,751.
8 Enter qualifying distributions from Part XII, line 4	8	13,647,311.

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 ☒ and enter 1% of Part I, line 27b		1	201,431.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	201,431.
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	201,431.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	306,212.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	50,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	356,212.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	154,781.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☒ 154,781. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

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

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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ► N/A		
14 The books are in care of ► ANDERSEN TAX LLC Telephone no. ► 213-593-2300		
Located at ► 400 S. HOPE STREET, SUITE 1000, LOS ANGELES, CA ZIP+4 ► 90071		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year		
► 15 N/A		
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?	Yes	No
	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)?		
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?		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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No	
b If "Yes," did it have excess business holdings in 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)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		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

(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)?

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		8,400.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RITA DENLEA - 10100 SANTA MONICA BLVD., STE 610, LOS ANGELES, CA	40.00	77,500.	5,200.	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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
EDGEWOOD MANAGEMENT CO. 350 PARK AVENUE, 18TH FL, NEW YORK, NY 10022	INVESTMENT COUNSEL	433,821.
BEL AIR INVESTMENT - 1999 AVENUE OF THE STARS, LOS ANGELES, CA 90067	ADVISORY FEES	275,473.
KR CAPITAL ADVISORS, INC. 450 PARK AVENUE, NEW YORK, NY 10022	INVESTMENT COUNSEL	181,371.
IRELL & MANELLA, LLP - 1800 AVE OF THE STARS, #900, LOS ANGELES, CA 90067	LEGAL COUNSEL	165,193.
ANDERSEN TAX LLC 400 S. HOPE ST. #2000, LOS ANGELES, CA 90071	ACCOUNTING SERVICES	148,067.
Total number of others receiving over \$50,000 for professional services		2

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE STATEMENT 16	363,000.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	NONE	
		0.
2		
All other program-related investments. See instructions.		
3	NONE	
		0.
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	243,068,102.
b	Average of monthly cash balances	1b	14,155,362.
c	Fair market value of all other assets	1c	17,377,010.
d	Total (add lines 1a, b, and c)	1d	274,600,474.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	274,600,474.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,119,007.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	270,481,467.
6	Minimum investment return. Enter 5% of line 5	6	13,524,073.

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	13,524,073.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	201,431.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	201,431.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,322,642.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	13,322,642.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	13,322,642.

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	13,647,311.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	13,647,311.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	201,431.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,445,880.

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				13,322,642.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011	254,545.			
c From 2012				
d From 2013	961,266.			
e From 2014	366,557.			
f Total of lines 3a through e	1,582,368.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 13,647,311.				
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				13,322,642.
e Remaining amount distributed out of corpus	324,669.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,907,037.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	1,907,037.			
10 Analysis of line 9:				
a Excess from 2011	254,545.			
b Excess from 2012				
c Excess from 2013	961,266.			
d Excess from 2014	366,557.			
e Excess from 2015	324,669.			

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

	4942(1)(3) or		4942(1)(5)
--	---------------	--	------------

(4) Gross investment income

(e) Total

GRANTS ARE USUALLY MADE IN SOUTHERN CALIFORNIA

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE A ATTACHED		501(C)(3)	GENERAL/EDUCATIONAL	13,003,147.
SEE SCHEDULE B ATTACHED		501(C)(3)	EDUCATIONAL	363,000.
Total			3a	13,366,147.
b Approved for future payment				
ARCHDIOCESE OF LOS ANGELES (CAP)		501(C)(3)	GENERAL	100,000.
ASPEN COUNTRY DAY SCHOOL		501(C)(3)	GENERAL/EDUCATIONAL	800,000.
FORDHAM PREPARATORY SCHOOL		501(C)(3)	GENERAL/EDUCATIONAL	500,000.
Total	SEE CONTINUATION SHEET(S)			3b 11,072,511.

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

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

[illegible]

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

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

**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.

William R. McCarty 11-9-16 Chair

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

SUSAN K. AMSTER

Firm's name ▶ **ANDERSEN TAX LLC**

Firm's address ▶ 400 SOUTH HOPE STREET, SUITE 1000
LOS ANGELES, CA 90071

Firm's EIN ▶ 33-1197384

Phone no. 213-593-2300

3 Grants and Contributions Approved for Future Payment (Continuation)

523635
04-01-15

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
b	SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
c	FROM WILTON K-1	P	VARIOUS	VARIOUS
d	FROM WILTON K-1	P	VARIOUS	VARIOUS
e	FROM ENERGY CAPITAL II-B K-1	P	VARIOUS	VARIOUS
f	FROM ENERGY CAPITAL II-B K-1	P	VARIOUS	VARIOUS
g	FROM SALIENT K-1	P	VARIOUS	VARIOUS
h	FROM SALIENT K-1	P	VARIOUS	VARIOUS
i	FROM JCR COMMERCIAL REAL ESTATE K-1	P	VARIOUS	VARIOUS
j	FROM JCR COMMERCIAL REAL ESTATE K-1	P	VARIOUS	VARIOUS
k	FROM CRESTVIEW PARTNERS III K-1	P	VARIOUS	VARIOUS
l	BOOK/TAX ADJUSTMENT (EXCLUDING K-1S AND MLP)	P	VARIOUS	VARIOUS
m	CAPITAL GAINS DIVIDENDS			
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,428,509.		9,200,207.	<771,698.>
b 94,233,406.		79,947,506.	14,285,900.
c		<249.>	249.
d		<14,425.>	14,425.
e		<3,920.>	3,920.
f		<550,181.>	550,181.
g		86,846.	<86,846.>
h		2,537.	<2,537.>
i		<5,255.>	5,255.
j		<12,972.>	12,972.
k		<7,303.>	7,303.
l			0.
m 4,234,324.			4,234,324.
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<771,698.>
b			14,285,900.
c			249.
d			14,425.
e			3,920.
f			550,181.
g			<86,846.>
h			<2,537.>
i			5,255.
j			12,972.
k			7,303.
l			0.
m			4,234,324.
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	18,253,448.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

2015 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	OFFICE EQUIPMENT	010101SL	5.00	16		33,992.			33,992.	33,992.		0.
2	FURNITURE AND FIXTURES	010101SL	7.00	16		54,991.			54,991.	54,991.		0.
3	LEASEHOLD IMPROVEMENTS	010101SL	10.00	16		207,952.			207,952.	207,952.		0.
4	LEASEHOLD IMPROVEMENTS	040102SL	10.00	16		2,022.			2,022.	2,022.		0.
5	COPIER/PRINTER	020906SL	5.00	16		4,641.			4,641.	4,641.		0.
7	COMPUTER SOFTWARE	022908SL	5.00	16		974.			974.	974.		0.
8	COMPUTER SOFTWARE	031108SL	5.00	16		16,540.			16,540.	16,540.		0.
9	PRINTERS	031108SL	5.00	16		1,656.			1,656.	1,656.		0.
20	OFFICE FURNITURE	111591SL	7.00	16		3,632.			3,632.	3,632.		0.
	* TOTAL 990-PF PG 1 DEPR					326,400.		0.	326,400.	326,400.	0.	0.

528102
04-01-15

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SEE STATEMENT ATTACHED					
	8,428,509.	9,200,207.	0.	0.	<771,698.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SEE STATEMENT ATTACHED					
	94,233,406.	79,947,506.	0.	0.	14,285,900.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM WILTON K-1					
	0.	<249.>	0.	0.	249.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM WILTON K-1	0.	<14,425.>	0.	0.		14,425.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FRON ENERGY CAPITAL II-B K-1	0.	<3,920.>	0.	0.		3,920.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM ENERGY CAPITAL II-B K-1	0.	<550,181.>	0.	0.		550,181.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM SALIENT K-1	0.	86,846.	0.	0.		<86,846.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	VARIOUS			
FROM SALIENT K-1	0.	2,537.	0.	0.	<2,537.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	VARIOUS			
FROM JCR COMMERCIAL REAL ESTATE K-1	0.	<5,255.>	0.	0.	5,255.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	VARIOUS			
FROM JCR COMMERCIAL REAL ESTATE K-1	0.	<12,972.>	0.	0.	12,972.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	VARIOUS			
FROM CRESTVIEW PARTNERS III K-1	0.	<7,303.>	0.	0.	7,303.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
BOOK/TAX ADJUSTMENT (EXCLUDING K-1S AND MLP)					
	0.	469,357.	0.	0.	<469,357.>
CAPITAL GAINS DIVIDENDS FROM PART IV					4,234,324.
TOTAL TO FORM 990-PF, PART I, LINE 6A					17,784,091.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	26,441.	0.	
FROM NORTHERN TRUST	0.	19,610.	
FROM K-1 - WILTON PRIVATE EQUITY FUND LLC	0.	<1,744.>	
FROM K-1 - SALIENT MLP TOTAL RETURN CLASS SETTLEMENT FUND INCOME	0.	<1,101,347.>	
FROM K-1 - CRESTVIEW PARTNERS III, LP	0.	4,250.	
FROM K-1 - JCR COMMERCIAL REAL ESTATE	0.	<222.>	
	0.	<13,885.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	26,441.	<1,093,338.>	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IRELL & MANELLA LLP	166,871.	111,247.		55,632.
TO FM 990-PF, PG 1, LN 16A	166,871.	111,247.		55,632.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ANDERSEN TAX LLC	148,067.	118,453.		38,313.	
DELOITTE & TOUCHE, LLP	66,994.	53,595.		3,479.	
TO FORM 990-PF, PG 1, LN 16B	215,061.	172,048.		41,792.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	1,992,127.	2,608.		0.	
CUSTODIAN FEES	105,361.	105,361.		0.	
INVESTMENT ADVISORY FEES	278,184.	278,184.		0.	
SCHOLARSHIP EVALUATION COMMITTEE	8,000.	0.		8,000.	
K-1 DEDUCTIONS - WILTON	0.	5,401.		0.	
K-1 DEDUCTIONS - ENERGY					
CAPITAL II-B	0.	16,414.		0.	
K-1 DEDUCTIONS - CRESTVIEW	0.	1,699.		0.	
K-1 DEDUCTIONS - ENERGY					
CAPITAL III-B	0.	50,640.		0.	
K-1 DEDUCTIONS - JCR					
COMMERCIAL REAL ESTATE	0.	113,136.		0.	
TO FORM 990-PF, PG 1, LN 16C	2,383,672.	573,443.		8,000.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	1,172.	82,039.		0.	
FEDERAL EXCISE TAXES	201,000.	0.		0.	
DEFERRED TAX PROVISION	<547,000.>	0.		0.	
PAYROLL TAXES	6,090.	609.		5,481.	
PROPERTY TAXES	336.	168.		168.	
FEES AND DUES	2,557.	0.		2,557.	
OTHER TAXES	118,368.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	<217,477.>	82,816.		8,206.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MEALS & ENTERTAINMENT	2,736.	1,368.		1,368.	
INSURANCE	38,616.	19,308.		19,308.	
STATIONARY & SUPPLIES	2,338.	1,169.		1,169.	
OFFICE EXPENSES	7,723.	3,862.		3,861.	
TELEPHONE	3,846.	1,923.		1,923.	
TRUSTEE EXPENSE	1,855.	928.		927.	
TO FORM 990-PF, PG 1, LN 23	57,114.	28,558.		28,556.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
2015 CHANGE IN UNREALIZED LOSS - SECURITIES		27,491,652.	
TOTAL TO FORM 990-PF, PART III, LINE 5		27,491,652.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE STMT ATTACHED FOR "STOCKS"	132,115,451.	132,115,451.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	132,115,451.	132,115,451.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE STMT ATTACHED FOR "BONDS"	41,615,667.	41,615,667.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	41,615,667.	41,615,667.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOREIGN SECURITIES	FMV	50,722,721.	50,722,721.
ALTERNATIVE INVESTMENTS	FMV	19,840,681.	19,840,681.
TOTAL TO FORM 990-PF, PART II, LINE 13		70,563,402.	70,563,402.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT	33,992.	33,992.	0.
FURNITURE AND FIXTURES	54,991.	54,991.	0.
LEASEHOLD IMPROVEMENTS	207,952.	207,952.	0.
LEASEHOLD IMPROVEMENTS	2,022.	2,022.	0.
COPIER/PRINTER	4,641.	4,641.	0.
COMPUTER SOFTWARE	974.	974.	0.
COMPUTER SOFTWARE	16,540.	16,540.	0.
PRINTERS	1,656.	1,656.	0.
OFFICE FURNITURE	3,632.	3,632.	0.
TOTAL TO FM 990-PF, PART II, LN 14	326,400.	326,400.	0.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	10,639.	10,639.	10,639.
PREPAID EXCISE TAXES	9,978.	1,195.	1,195.
TO FORM 990-PF, PART II, LINE 15	20,617.	11,834.	11,834.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	14
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED TAX LIABILITY	933,000.	386,000.	
DEFERRED RENT	123,750.	108,865.	
ACCRUED EXCISE TAXES	32,000.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 22	1,088,750.	494,865.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	15
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KATHLEEN L. MCCARTHY 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	CHAIRMAN, AS NEEDED 5.00	0.	0.	0.
MICHAEL ENRIGHT 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	2,400.	0.	0.
JACQUELINE POWERS DOUD 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	2,400.	0.	0.
LOUIS CASTRUCCIO 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	2,400.	0.	0.
LEO E. DENLEA, JR. 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	1,200.	0.	0.
MICHAEL MCCARTHY 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 1.00	0.	0.	0.

KAREN HOLLINS	TRUSTEE, AS NEEDED			
10100 SANTA MONICA BLVD., SUITE				
610	1.00	0.	0.	0.
LOS ANGELES, CA 90067				
 JOHN MCCARTHY	 TRUSTEE, AS NEEDED			
10100 SANTA MONICA BLVD., SUITE				
610	1.00	0.	0.	0.
LOS ANGELES, CA 90067				
 MARK LEMONS	 TRUSTEE, AS NEEDED			
10100 SANTA MONICA BLVD., SUITE				
610	1.00	0.	0.	0.
LOS ANGELES, CA 90067				
 TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>8,400.</u>	<u>0.</u>	<u>0.</u>

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

SCHOLARSHIP PROGRAM, APPROVED BY THE IRS, BASED ON MERIT AND NEED FOR THE CHILDREN OF ABOUT 40,000 EMPLOYEES AND AGENTS OF FARMERS INSURANCE GROUP (FARMERS). ALL CHILDREN OF EMPLOYEES AND AGENTS OF FARMERS ARE ELIGIBLE. SCHOLARSHIP RECIPIENTS ARE SELECTED BY AN INDEPENDENT SELECTION COMMITTEE.

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

EXPENSES

363,000.

**STATEMENT ATTACHED TO AND MADE PART OF FORM 990-PF
U.S. RETURN OF PRIVATE FOUNDATION
FOR YEAR ENDED DECEMBER 31, 2015**

Part VII-B, Question 1a(3)

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

Part VII-B, Question 1a(4)

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

A law firm, of which a trustee of the Foundation is a partner emeritus, performed legal advisory services at fair market value which qualify under the exceptions described in Reg. Sec. 53.4941(d)-3(c). The legal fees paid in 2015 were \$166,871.

An employee of the Foundation is also related to a trustee of the Foundation. The employee received wages of \$77,500 in 2015, which qualify under the exceptions described in Reg. Sec. 53.4941(d)-3(c).

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2015

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

Check#	Name	Amount
CK# 8539	MISS HALLS SCHOOL	\$100,000.00
CK# 8551	FADICA	\$490.18
CK# 8624	USC CENTER ON PHI	\$10,000.00
CK# 8594	ARCHDIOCESE OF LA	\$100,000.00
CK# 8595	ASCENDING LIGHTS	\$10,000.00
CK# 8596	CA 4-H FOUNDATION	\$100,000.00
CK# 8597	CA 4-H FOUNDATION	\$135,000.00
CK# 8598	DOMINGUEZ RANCHO	\$25,000.00
CK# 8599	FADICA	\$10,000.00
CK# 8600	GEORGETOWN UNIV	\$5,000.00
CK# 8601	GOOD SHEPHERD CEN	\$20,000.00
CK# 8602	GUADELUPE COMMUNI	\$20,000.00
CK# 8603	ELIZABETH ANN SET	\$20,000.00
CK# 8604	JOHN WAYNE CANCER	\$5,000.00
CK# 8605	JOVENES	\$30,000.00
CK# 8606	JUNIOR ACHIEVEMEN	\$5,000.00
CK# 8607	LACMA	\$25,000.00
CK# 8608	LA POLICE FOUND	\$10,000.00
CK# 8609	LOYOLA MARYMOUNT	\$25,000.00
CK# 8610	MAKE A WISH	\$10,000.00
CK# 8611	MAKING THE RIGHT	\$10,000.00
CK# 8612	MARYCREST MANOR	\$25,000.00
CK# 8613	OASIS	\$20,000.00
CK# 8614	PREGNANCY HEALTH	\$20,000.00
CK# 8615	RAD CAMP	\$10,000.00
CK# 8616	ST CAMILLUS PASTO	\$50,000.00
CK# 8617	UNI OF PUDGET SOU	\$80,996.24
CK# 8618	UNI OF PUDGET SOU	\$1,000,000.00
CK# 8628	JOHN WAYNE CANCER	\$5,000 00
CK #8665	SPECIAL OLYMPICS	\$50,000.00
CK #8670	ASPEN COUNTRY DAY	\$200,000.00
CK #8671	BOY SCOUTS OF AMER	\$20,000.00
CK #8672	CATHOLIC EXTENSION	\$25,000.00
CK #8673	CROSSROADS INC	\$75,000.00
CK #8674	FIVE ACRES	\$25,000.00
CK #8675	FORDHAM PREPARATOR	\$500,000.00

Thomas and Dorothy Leavey Foundation

EIN: 95-6060162

**A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2015**

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

CK #8676	GET ON THE BUS	\$10,000.00
CK #8677	HILLSIDES	\$25,000.00
CK #8678	LIBRARY FOUNDATION	\$25,000.00
CK #8679	LITTLE SISTERS	\$25,000.00
CK #8680	MEETING EACH NEED	\$100,000.00
CK #8681	OCEAN PARK COMMUNI	\$25,000.00
CK #8682	SANTA CLARA UNIV	\$419,671.58
CK #8683	N DISASTER SEARCHDO	\$50,000.00
CK #8684	SPECIAL OLYMPICS	\$25,000.00
CK #8685	ST FRANCIS CENTER	\$15,000.00
CK #8686	STRIVE	\$10,000.00
CK #8687	TIERRA DEL SOL FOU	\$10,000.00
CK #8688	UNITED NEGRO COLLE	\$50,000.00
CK #8689	VISITING NURSE ASS	\$10,000.00
CK #8690	DEAF & HARD OF HEA	\$10,000.00
CK# 8794	MISS HALLS SCHOOL	\$100,000.00
CK# 8795	ARCHDIOCESE FOR MILA	\$25,000.00
CK# 8796	BISHOP CONATY OUR L	\$12,000.00
CK# 8797	BOYS & GIRLS CLUB L	\$25,000.00
CK# 8798	CHILDREN OF THE NIG	\$10,000.00
CK# 8799	DON BOSCO TECHNICAL	\$100,000.00
CK# 8800	FADICA	\$15,000.00
CK# 8801	GREATER LA ZOO ASSO	\$16,000.00
CK# 8802	GREGORIAN UNIV FOUN	\$10,000.00
CK# 8803	SISTER ELIZABETH OK	\$10,000.00
CK# 8804	JUNIOR BLIND OF AME	\$25,000.00
CK# 8805	LA GOAL	\$20,000.00
CK# 8806	LAY MISSION HELPERS	\$30,000.00
CK# 8807	LEARNING ALLY INC	\$10,000 00
CK# 8808	MYCHAL'S LEARNING P	\$10,000.00
CK# 8809	SUPPORT OUR AGING R	\$25,000.00
CK# 8810	HOSPITALER FOUND	\$50,000.00
CK# 8811	THE ARC	\$10,000 00
CK# 8812	RIGHT TO LIFE LEAGU	\$25,000 00
CK# 8876	A PLACE CALLED HOME	\$25,000.00
CK# 8877	AQUARIUM OF THE PAC	\$10,000 00
CK# 8878	CAMP RONALD MCDONAL	\$25,000 00
CK# 8879	COURT APPOINTED SPE	\$50,000 00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2015

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

CK# 8880	JOHN TRACY CLINIC	\$50,000.00
CK# 8881	JOURNEY OUT	\$25,000.00
CK# 8882	JUNIORS OF SOCIAL S	\$25,000.00
CK# 8883	LOYOLA HIGH SCHOOL	\$55,000.00
CK# 8884	MARYVALE	\$25,000.00
CK# 8885	MELA COUNSELING CEN	\$5,000.00
CK# 8886	MOUNT ST MARYS UNIV	\$427,488.66
CK# 8887	NATIONAL PHILANTHRO	\$1,500.00
CK# 8888	READING PARTNERS	\$15,000.00
CK# 8889	SOCIAL SERVICE AUXI	\$25,000.00
CK# 8890	THE FRANCISCO HOMES	\$25,000.00
CK# 8891	THE HUNGER PROJECT	\$200,000.00
CK# 8892	USC CENTER ON PHILA	\$10,000.00
CK# 8893	MOUNT ST MARYS UNIV	\$1,000,000.00
CK# 8902	CALIFORNIA SCIENCE	\$1,000,000.00
CK# 8903	CHILDRENS HOSPITAL	\$3,500,000.00
CK# 8904	UNIV OF SOUTHERN CA	\$2,500,000.00
REFUNDED CK	JOHN WAYNE	(\$5,000.00)
REFUNDED CK	MISS HALLS S	(\$100,000.00)
REFUNDED CK	USC CENTER ON	(\$10,000.00)

Total grants paid during the year

\$13,003,146.66

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2015

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

Check #	Name	Amount
CK# 8500	BAYLOR UNIVERSITY	\$3,000.00
CK# 8501	SWARTHMORE COLLEG	\$3,000.00
CK# 8502	BELLARMINE UNIV	\$3,000.00
CK# 8503	INDIANA WESLEYAN	\$3,000.00
CK# 8504	NORTHEASTEN UNIV	\$3,000.00
CK# 8510	JOHN CARROLL UNIV	\$3,000.00
CK# 8511	JOHN CARROLL UNIV	\$3,000.00
CK# 8512	SAINT LOUIS UNIV	\$3,000.00
CK# 8513	WALDORF COLLEGE	\$3,000.00
CK# 8514	BAYLOR UNIVERSITY	\$3,000.00
CK# 8515	UNIV OF NOTRE DAM	\$3,000.00
CK# 8516	BRIGHAM YOUNG UNI	\$3,000.00
CK# 8520	LOYOLA MARYMOUNT	\$3,000.00
CK# 8522	LOYOLA MARYMOUNT	\$3,000.00
CK# 8523	WESTMINSTER COLLE	\$3,000.00
CK# 8524	HOPE COLLEGE	\$3,000.00
CK# 8525	UNIV OF SCRANTON	\$3,000.00
CK# 8526	WESTMINISTER COLL	\$3,000.00
CK# 8527	PACIFIC LUTHERAN	\$3,000.00
CK# 8528	CARNEGIE MELLON	\$3,000.00
CK# 8529	WORCESTER POLY	\$3,000.00
CK# 8530	BRIGHAM YOUNG UNI	\$3,000.00
CK# 8540	UNIVERSITY OF TAM	\$3,000.00
CK# 8541	CONCORDIA COLLEGE	\$3,000.00
CK# 8542	WHITWORTH UNIV	\$3,000.00
CK# 8543	DEPAUL UNIVERSITY	\$3,000.00
CK# 8544	ABILENE CHRISTIAN	\$3,000.00
CK# 8546	SOUTHWEST BAPTIST	\$3,000.00
CK# 8547	REGIS UNIVERSITY	\$3,000.00
CK# 8548	HUNTINGDON COLLEG	\$3,000.00
CK# 8549	BRIGHAM YOUNG UNI	\$3,000.00
CK# 8550	TEXAS CHRISTIAN U	\$3,000.00
CK# 8554	BRIGHAM YOUNG UNI	\$3,000.00
CK# 8557	OKLAHOMA CHRISTIA	\$6,000.00
CK# 8558	CREIGHTON UNIV	\$3,000.00
CK# 8559	UNIVERSITY OF PEN	\$3,000.00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2015

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

CK# 8574	ST OLAF COLLEGE	\$3,000.00
CK# 8575	BRIGHAM YOUNG UNI	\$3,000.00
CK# 8576	UNIV OF NOTRE DAM	\$3,000.00
CK# 8577	NEBRASKA WESLEYAN	\$3,000.00
CK# 8578	UNIV OF NOTRE DAM	\$3,000.00
CK# 8579	UNIV OF NOTRE DAM	\$3,000.00
CK# 8580	BOSTON UNIVERSITY	\$3,000.00
CK# 8585	STANFORD UNIVERSI	\$3,000.00
CK# 8586	EMORY UNIVERSITY	\$3,000.00
CK# 8590	CA INSTITUTE OF T	\$3,000.00
CK# 8591	BIOLA UNIVERSITY	\$3,000.00
CK# 8622	STANFORD UNIVERSI	\$6,000.00
CK# 8623	INDIANA WESLEYAN	\$3,000.00
CK# 8629	TRINITY UNIVERSIT	\$3,000.00
CK# 8631	UNIV OF PENN	\$3,000.00
CK# 8632	UNIV OF NOTRE DAM	\$3,000.00
CK #8638	LETOURNEAU UNIVERS	\$3,000.00
CK #8643	SPRING ARBOR UNIVE	\$3,000.00
CK #8644	STANFORD UNIVERSIT	\$3,000.00
CK #8645	CASE WESTERN RESER	\$3,000.00
CK #8657	POMONA COLLEGE	\$3,000.00
CK #8692	UNIV OF REDLANDS	\$3,000.00
CK #8696	UNIVERSITY OF DAYT	\$3,000.00
CK# 8719	BELLARMINE UNIVERSI	\$3,000.00
CK# 8720	SPRING ARBOR UNIVER	\$3,000.00
CK# 8722	HUNTINGDON COLLEGE	\$3,000.00
CK# 8729	PACIFIC LUTERAN UNI	\$3,000.00
CK# 8730	CARNEGIE MELLON UNI	\$3,000.00
CK# 8731	UNIV OF NOTRE DAME	\$3,000.00
CK# 8732	DEPAUL UNIVERSITY	\$3,000.00
CK# 8733	SWARTHMORE COLLEGE	\$3,000.00
CK# 8734	CORNELL COLLEGE	\$3,000.00
CK# 8735	INDIANA WESLEYAN UN	\$3,000.00
CK# 8736	EMORY UNIVERSITY	\$3,000.00
CK# 8737	BAYLOR UNIVERSITY	\$3,000.00
CK# 8738	WESTMINISTER COLLEG	\$3,000.00
CK# 8739	WALDORF COLLEGE	\$3,000.00
CK# 8740	BIOLA UNIVERSITY	\$3,000.00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2015

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

CK# 8748	GONZAGA UNIVERSITY	\$3,000.00
CK# 8749	COLGATE UNIVERSITY	\$3,000.00
CK# 8750	OUACHITA BAPTIST UN	\$3,000.00
CK# 8751	UNIVERSITY OF DALLA	\$3,000.00
CK# 8752	PACIFIC LUTHERAN UN	\$3,000.00
CK# 8753	WELLESLEY COLLEGE	\$3,000.00
CK# 8754	UNIV OF REDLANDS	\$3,000.00
CK# 8755	WHITWORTH UNIVERSIT	\$3,000.00
CK# 8756	TRINITY UNIVERSITY	\$3,000.00
CK# 8757	ABILENE CHRISTIAN U	\$3,000.00
CK# 8759	BOSTON COLLEGE	\$3,000.00
CK# 8761	UNIV OF NOTRE DAME	\$3,000.00
CK# 8762	UNIV OF SCRANTON	\$3,000.00
CK# 8763	SOUTHWEST BAPTIST U	\$3,000.00
CK# 8764	JOHNS HOPKINS UNIV	\$3,000.00
CK# 8765	BOSTON UNIVERSITY	\$3,000.00
CK# 8766	CLAREMONT MCKENNA C	\$3,000.00
CK# 8769	BRIGHAM YOUNG UNIV	\$3,000.00
CK# 8770	CORNELL UNIVERSITY	\$3,000.00
CK# 8771	UNIV OF NOTRE DAME	\$3,000.00
CK# 8772	STANFORD UNIVERSITY	\$3,000.00
CK# 8773	ST LOUIS UNIVERSITY	\$3,000.00
CK# 8774	BOSTON COLLEGE	\$3,000.00
CK# 8775	POINT LOMA NAZARENE	\$3,000.00
CK# 8776	HAVERFORD COLLEGE	\$3,000.00
CK# 8777	UNIV OF NOTRE DAME	\$3,000.00
CK# 8788	BRIGHAM YOUNG UNIV	\$3,000.00
CK# 8789	INDIANA WESLEYAN UN	\$3,000.00
CK# 8791	UNIV OF SOUTHERN CA	\$3,000.00
CK# 8820	BRIGHAM YOUNG UNIV	\$3,000.00
CK# 8821	UNIV OF ST THOMAS	\$3,000.00
CK# 8822	WESTMINSTER COLLEGE	\$3,000.00
CK# 8823	UNIV OF NOTRE DAME	\$3,000.00
CK# 8824	BRIGHAM YOUNG UNIV	\$3,000.00
CK# 8825	COLORADO CHRISTIAN	\$3,000.00
CK# 8828	UNIV OF REDLANDS	\$3,000.00
CK# 8829	CAL INSTITUTE OF TE	\$3,000.00
CK# 8833	BRIGHAM YOUNG UNIVE	\$3,000.00
CK# 8838	NORTHEASTERN UNIVER	\$3,000.00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2015

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

Scholarship Payments

CK# 8839	LETOURNEAU UNIVERSI	\$3,000.00
CK# 8843	UNIV OF NOTRE DAME	\$3,000.00
CK# 8844	JOHN CARROLL UNIVER	\$3,000.00
CK# 8847	UNIV OF DENVER	\$6,000.00
CK# 8850	UNIV OF NOTRE DAME	\$3,000.00
CK# 8856	LAKE FOREST COLLEGE	\$3,000.00
CK# 8865	BAYLOR UNIVERSITY	\$3,000.00
CK# 8901	CASE WESTERN RESERV	\$3,000.00
VOID CK# 8510	JOHN CARROLL U	(\$3,000.00)
VOID CK# 8520	LOYOLA MARYMOU	(\$3,000.00)
VOID CK# 8734	CORNELL COLLEG	(\$3,000.00)

Total scholarships paid during the year

\$363,000.00

Thomas and Dorothy Leavey Foundation
Distributable Amounts

Taxable Year	Distributable Amount	Qualifying Distribution		Start-Up Minimum Amount	Actual Payments Made	Aggregate Actual Payments
Start-Up Period:						
1972	131,217	323,511	20%	26,243	323,511	323,511
1973	191,562	249,587	40%	76,625	249,587	573,098
1974	437,124	341,482	60%	262,316	341,482	914,580
1975	669,052	680,447	80%	535,329	680,447	1,595,027
				Excess Distribution in Full Pmt Period	C/O Distribution in Excess of Full-Pmt Period Minimum Amount *	
Full Payment Periods:						
	(a)	(b)	(b) - (a)		(b)	
1976	691,688	763,413	71,725	71,725	763,413	2,358,440
1977	666,262	869,120	202,858	274,583	869,120	3,227,560
1978	1,288,135	1,579,058	290,923	565,506	1,579,058	4,806,618
1979	1,595,578	1,214,235	(381,343)	184,163	1,214,235	6,020,853
1980	2,430,168	2,877,536	447,368	631,531	2,877,536	8,898,389
1981	2,941,628	4,196,894	1,255,266	1,886,797	4,196,894	13,095,283
1982	2,241,628	4,316,428	2,074,800	3,777,434	4,316,428	17,411,711
1983	2,514,882	5,453,487	2,938,605	6,716,039	5,453,487	22,865,198
1984	2,560,537	3,107,451	546,914	7,447,116	3,107,451	25,972,649
1985	3,312,974	5,079,238	1,766,264	9,029,217	5,079,238	31,051,887
1986	4,128,167	9,733,201	5,605,034	14,186,883	9,733,201	40,785,088
1987	4,157,668	6,152,280	1,994,612	14,926,229	6,152,280	46,937,368
1988	4,233,367	11,622,051	7,388,684	20,240,113	11,622,051	58,559,419
1989	5,804,490	4,956,229	(848,261)	16,453,247	4,956,229	63,515,648
1990	6,363,814	6,457,040	93,226	15,999,559	6,457,040	69,972,688
1991	7,029,568	7,280,324	250,756	14,484,051	7,280,324	77,253,012
1992	7,296,938	7,777,870	480,932	9,359,949	7,777,870	85,030,882
1993	7,296,318	5,373,516	(1,922,802)	5,442,535	5,373,516	90,404,398
1994	7,195,273	10,251,313	3,056,040	3,056,040	10,251,313	100,655,711
1995	7,589,427	9,373,069	1,783,642	4,839,682	9,373,069	110,028,780
1996	8,430,221	10,189,131	1,758,910	6,598,592	10,189,131	120,217,911
1997	9,218,650	11,772,537	2,553,887	9,152,479	11,772,537	131,990,448
1998	11,066,653	13,263,687	1,447,034	10,599,513	12,513,687	144,504,135
1999	13,192,888	6,314,789	(6,628,099)	3,971,414	6,564,789	151,068,924
2000	14,289,604	15,820,457	1,780,853	5,752,267	16,070,457	167,139,381
2001	11,666,671	6,384,370	(5,032,301)	719,966	6,634,370	173,773,751
2002	10,712,404	10,957,555	245,151	965,117	10,957,555	184,731,306
2003	10,398,080	10,376,550	(21,530)	943,587	10,376,550	195,107,856
2004	11,538,823	11,509,581	(29,242)	914,345	11,509,581	206,617,437
2005	11,740,896	11,418,948	(321,948)	245,527	11,418,948	218,036,385
2006	12,349,791	12,920,118	570,327	815,478	12,920,118	230,956,503
2007	13,813,528	14,606,453	792,925	1,363,252	14,056,453	245,012,956
2008	12,721,374	13,192,269	470,895	1,834,147	13,492,269	258,505,225
2009	10,645,859	10,983,088	337,229	2,171,376	10,983,088	269,488,313
2010	11,532,306	9,883,446	(1,648,860)	522,516	9,883,446	279,371,759
2011	12,235,898	12,490,442	254,544	777,060	12,490,442	291,862,201
2012	11,795,628	11,308,967	(486,661)	290,399	11,308,967	303,171,168
2013	12,844,695	13,805,961	961,266	1,251,665	13,805,961	316,977,129
2014	13,838,843	14,205,400	366,557	1,582,368	14,205,400	331,182,529
2015	13,322,642	13,647,311	324,669	1,907,037	13,647,311	344,829,840

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

IRC Section 4942(g)(2)

Treas. Reg. Section 53.4942(a)-3(b)

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2015

Domestic Stock	FMV
Edgewood 282	51,172,069.06
Diamond Hill 546	21,637,850.94
DE Smid Cap 812	17,991,576.69
Liquidity Acct 817	2,791.80
London Co 591	26,693,753.91
Lazard US 602	11,967,475.71
Totals	<u>129,465,518.11</u>

Foreign Stock	FMV
Edgewood 282	2,649,933.00
Pimco 505	0.21
Totals	<u>2,649,933.21</u>

Total Corporate Stock	<u><u>132,115,451.32</u></u>
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Fixed income funds	FMV
Templeton Glo Tot 672	16,667,173.73
Dodge & Cox 942	24,948,493.41
Totals	<u>41,615,667.14</u>

Positional Details

31 DEC 15

Account number Multiple Accounts

2632282,2654602,2654591,2694672,2624942,2661546,2683817,2605505,2683812

◆ Asset Detail - Base Currency

Page 1 of 6

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

Common stock

Canada - USD

NORTEL NETWORKS CORP NEW COM CUSIP 656568508

426 000	0 0005	0 00	0 21	29 82	-29 61	0 00	-29 61	-29 61
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Total USD		0 00	0 21	29 82	-29 61	0 00	-29 61	-29 61
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Total Canada		0 00	0 21	29 82	-29 61	0 00	-29 61	-29 61
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United Kingdom - USD

ADR ARM HLDGS PLC SPONSORED ADR CUSIP 042068106

58 575 000	45 24	0 00	2,649,933 00	2,583,811 06	66,121 94	0 00	66,121 94	66,121 94
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Total USD		0 00	2,649,933 00	2,583,811 06	66,121 94	0 00	66,121 94	66,121 94
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Total United Kingdom		0 00	2,649,933 00	2,583,811 06	66,121 94	0 00	66,121 94	66,121 94
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United States - USD

#REORG/IHS INC STOCK MERGER 2A1GA72IHS MARKIT 07-13-201 CUSIP 451734107

17 674 000	118 43	0 00	2,093,131 82	1,778,020 05	315,111 77	0 00	315,111 77	315,111 77
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#REORG/MCGRAW HILL NAME CHANGE S&P GLOBAL INC 211FAQ1 04-28- CUSIP 580645109

14 737 000	98 58	0 00	1 452 773 46	1 405,391 10	47,382 36	0 00	47,382 36	47,382 36
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ALLERGAN PLC COM STK CUSIP G0177J108
AGN

5 637 000	312 50	0 00	1,761,562 50	1,512,507 63	249,054 87	0 00	249,054 87	249,054 87
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ALLIANCE DATA SYS CORP COM CUSIP 018581108
ADS

9 763 000	276 57	0 00	2,700,152 91	2 561 134 45	139,018 46	0 00	139,018 46	139,018 46
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Positional Details

31 DEC 15

Account number Multiple Accounts

2632282,2654602,2654591,2694672,2624942,2661546,2683817,2605505,2683812

◆ Asset Detail - Base Currency

Page 2 of 6

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equities								
Common stock								
United States - USD								
ALPHABET INC CAP STK CL A CAP STK CL A CUSIP 02079K305								
GOOGL	2 477 000	778 01	0 00	1,927,130 77	667,488 09	1,259,642 68	0 00	1,259,642 68
ALPHABET INC CAP STK CL C CAP STK CL C CUSIP 02079K107								
	2 488 000	758 88	0 00	1,888,093 44	666,490 16	1,221,603 28	0 00	1,221,603 28
AMAZON COM INC COM CUSIP 023135106								
	5 083 000	675 89	0 00	3,435,548 87	600,104 50	2,835,444 37	0 00	2,835,444 37
AMERICAN TOWER CORP CUSIP 03027X100								
AMT	24 032 000	96 95	11,775 68	2,328,902 40	624,035 43	1,705,866 97	0 00	1,705,866 97
CELGENE CORP COM CUSIP 151020104								
CELG	30 705 000	119 76	0 00	3,677,230 80	817,827 13	2,859,403 67	0 00	2,859,403 67
CME GROUP INC COM STK CUSIP 12572Q105								
10053176	15 524 000	90 60	45,019 60	1,406 474 40	1,490,761 88	-84,287 48	0 00	-84,287 48
COGNIZANT TECH SOLUTIONS CORP CL A CUSIP 192446102								
	43 847 000	60 02	0 00	2,631,696 94	652 729 15	1,978,967 79	0 00	1,978,967 79
ECOLAB INC COM STK USD1 CUSIP 278865100								
	11,917 000	114 38	4,170 95	1,363,066 46	661,007 99	702,058 47	0 00	702,058 47
EQUINIX INC COM PAR \$0 001 CUSIP 29444U700								
	8 023 000	302 40	0 00	2,426,155 20	1 473,596 35	952 558 85	0 00	952,558 85

Positional Details

31 DEC 15

Account number Multiple Accounts

2632282,2654602,2654591,2694672,2624942,2661546,2683817,2605505,2683812

Page 3 of 6

◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<i>Equities</i>								
Common stock								
United States - USD								
FACEBOOK INC CL A CL A CUSIP 30303M102								
21 101 000		104 66	0 00	2,208,430 66	1 957,852 80	250,577 86	0 00	250,577 86
GILEAD SCIENCES INC CUSIP 375558103								
GILD								
22 506 000		101 19	0 00	2,277,382 14	834,725 99	1,442,656 15	0 00	1,442,656 15
HURON CONSULTING GROUP INC COM STK CUSIP 447462102								
47 000		59 40	0 00	2,791 80	2,855 02	-63 22	0 00	-63 22
ILLUMINA INC COM CUSIP 452327109								
19 077 000		191 945	0 00	3,661,734 76	1,083,993 52	2,577,741 24	0 00	2,577,741 24
INTUITIVE SURGICAL INC COM NEW STK CUSIP 46120E602								
2 461 000		546 16	0 00	1,344,099 76	695,766 15	648,333 61	0 00	648,333 61
NIKE INC CL B CUSIP 654106103								
33 126 000		62 50	5 300 16	2,070 375 00	1,483,759 01	586,615 99	0 00	586,615 99
SCHWAB CHARLES CORP COM NEW CUSIP 808513105								
78 151 000		32 93	0 00	2,573,512 43	2,068,711 45	504,800 98	0 00	504,800 98
THE PRICELINE GROUP INC CUSIP 741503403								
2 150 000		1,274 95	0 00	2,741,142 50	2,662,700 81	78,441 69	0 00	78,441 69
TWENTY-FIRST CENTURY FOX INC CL A CUSIP 90130A101								
FOX A								
60 879 000		27 16	0 00	1 653 473 64	2,124,585 04	-471,111 40	0 00	-471,111 40

Positional Details

31 DEC 15

Account number Multiple Accounts

2632282,2654602,2654591,2694672,2624942,2661546,2683817,2605505,2683812

Page 4 of 6

◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equities								
Common stock								
United States - USD								
VISA INC COM CL A STK CUSIP 92826C839 V	45,764 000	77 55	0 00	3,548,998 20	628,986 52	2,920,011 68	0 00	2,920,011 68
Total USD			66,266 39	51,174,860 86	28,455,030 22	22,719,830 64	0 00	22,719,830 64
Total United States			66,266 39	51,174,860 86	28,455,030 22	22,719,830 64	0 00	22,719,830 64
Total Common Stock			66,266.39	53,824,794.07	31,038,871.10	22,785,922.97	0.00	22,785,922.97
Funds - common stock								
United States - USD								
MFO AMERICAN BEACON LONDON CO INCOME EQUITY FD INSTL CL CUSIP 024527400								
842 779 980	14 20	0 00		11 967,475 71	12,767,123 34	-799 647 63	0 00	-799 647 63
MFO DELAWARE GROWTH OPPORTUNITIES INSTL CUSIP 245906201								
554 781 890	32 43	0 00		17 991,576 69	15,663 159 94	2,328,416 75	0 00	2,328,416 75
MFO DIAMOND HILL FDS SMALL MID CAP FD CLY CUSIP 25264S684								
1,170 879 380	18 48	0 00		21 637,850 94	17,886,139 91	3,751,711 03	0 00	3,751,711 03
MFO LAZARD FDS INC U S EQUITY CONCENTRATED PORTFOL CUSIP 52106N616								
1 930 134 050	13 83	0 00		26 693,753 91	26,553,476 68	140,277 23	0 00	140 277 23
Total USD			0 00	78,290,657 25	72,869,899 87	5,420,757 38	0 00	5,420,757 38
Total United States			0 00	78,290,657 25	72,869,899 87	5,420,757 38	0 00	5,420,757 38
Total Funds - Common Stock			0.00	78,290,657.25	72,869,899.87	5,420,757.38	0.00	5,420,757.38

Positional Details

31 DEC 15

Account number Multiple Accounts

2632282,2654602,2654591,2694672,2624942,2661546,2683817,2605505,2683812

◆ Asset Detail - Base Currency

Page 5 of 6

<u>Description / Asset ID</u>		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
						Market	Translation	
Total Equities								
	5,034,745.300		66,266.39	132,115,451.32	103,908,770.97	28,206,680.35	0.00	28,206,680.35

Fixed Income

Funds - government agencies

United States - USD

MFO TEMPLETON GLB TOTAL RETUR-AD CUSIP 880208855

1,450,580.830	11.49	0.00	16,667,173.73	19,088,492.66	-2,421,318.93	0.00	-2,421,318.93
Total USD							
		0.00	16,667,173.73	19,088,492.66	-2,421,318.93	0.00	-2,421,318.93
Total United States							
		0.00	16,667,173.73	19,088,492.66	-2,421,318.93	0.00	-2,421,318.93
Total Funds - Government Agencies							
1,450,580.830		0.00	16,667,173.73	19,088,492.66	-2,421,318.93	0.00	-2,421,318.93

Funds - corporate bond

United States - USD

MFO DODGE & COX INC FD CUSIP 256210105

1,877,238.030	13.29	0.00	24,948,493.41	25,890,976.83	-942,483.42	0.00	-942,483.42
Total USD							
		0.00	24,948,493.41	25,890,976.83	-942,483.42	0.00	-942,483.42
Total United States							
		0.00	24,948,493.41	25,890,976.83	-942,483.42	0.00	-942,483.42
Total Funds - Corporate Bond							
1,877,238.030		0.00	24,948,493.41	25,890,976.83	-942,483.42	0.00	-942,483.42
Total Fixed Income							
3,327,818.860		0.00	41,615,667.14	44,979,469.49	-3,363,802.35	0.00	-3,363,802.35

Cash and Cash Equivalents

Positional Details

31 DEC 15

Account number Multiple Accounts

2632282,2654602,2654591,2694672,2624942,2661546,2683817,2605505,2683812

Page 6 of 6

◆ Asset Detail - Base Currency

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

Cash and Cash Equivalents

Funds - short term investment

MFB NORTHERN INSTL FDS GOVT SELECTPORTFOLIO CUSIP 665278701

1 00	386 02	3,706,087 35	3,706,087 35	0 00	0 00	0 00	0 00
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MFB NORTHERN INSTL FDS NI GOVT SELECTSHARES CUSIP 665278701

1 00	0 00	2,761 93	2,761 93	0 00	0 00	0 00	0 00
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Total funds - short term investment - all currencies	386 02	3,708,849 28	3,708,849 28	0 00	0 00	0 00	0 00
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Total funds - short term investment - all countries	386 02	3,708,849 28	3,708,849 28	0 00	0 00	0 00	0 00
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Total Funds - Short Term Investment	386 02	3,708,849 28	3,708,849 28	0 00	0 00	0 00	0 00
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3,708,849,280							
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Total Cash and Cash Equivalents	386.02	3,708,849.28	3,708,849.28	0.00	0.00	0.00	0.00
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3,708,849,280							
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Total	66,652.41	177,439,967.74	152,597,089.74	24,842,878.00	0.00	0.00	24,842,878.00
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12,071,413.440							
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Although this report has been prepared using information believed to be reliable, it may contain information provided by third parties or derived from third party information, and/or information that may have been obtained from, categorized or otherwise reported based upon client direction. The Northern Trust Company does not guarantee the accuracy, timeliness or completeness of any such information. The information included in this report is intended to assist clients with their financial reporting needs, but you must consult with your accountants, auditors and/or legal counsel to ensure your accounting and financial reporting complies with applicable laws, regulations and accounting guidance. The Northern Trust Company and its affiliates shall have no responsibility for the consequences of investment decisions made in reliance on information contained in this report.

The Thomas and Dorothy Leavey Foundation
EIN 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31 2015

Form 990-PF, Part IV - Schedule A

	Sales Proceeds	Cost Basis	Adjustment	Gain/(Loss)
Short-Term Capital Gain				
Arto Intl Equity (26-28765)				-
Pimco (26-05505)				-
TCW EM Income (26-03159)				-
KR Capital (26-43378)	4 200 703	4 424 861		(224 158)
Edgewood Management (26-32282)	1 784 767	2 060 287		(275 520)
3rd Ave Focused Credit (26-72569)	1 072 488	1 241 029		(168 541)
EuroPacific (26-10103)				-
Dodge & Cox International Value Fund (26-63667)				-
TCW Worldwide Opportunities (26-93973)				-
Global Property Fund (26-93974)				-
Eagle Asset Management (26-32428)				-
Perkins Wolf McDonnell & Co (26-11868)				-
Templeton Global Total (26-94672)	67 520	73 461		(5,941)
Lazard (26-46834)	434 292	523 703		(89 411)
Alternative Investment (26-11533)				-
Chilton Global (26-93709)				-
Dodge & Cox Income (26-24942)	261,000	262 130	-	(1 130)
FPA Crescent (26-91856)	607,739	614 736		(6,997)
Tradewinds (26-70699)				-
TCW (26-78898)				-
TCW Large Cap Growth (26-17213)				-
NT (26-94672)				-
NT (26-61546)				-
NT (26-83812)				-
	8 428 509	9 200 207	-	(771,698)
MLP Activity		-	-	-
Short Term Gains	8 428 509	9 200 207	-	(771,698)
Add Wilton Private Equity Fund, LLC - K-1				249
Add Energy Capital Partners II-B LP - K-1				3 920
Add Salient MLP Total Return TE Fund LP - K-1				(86,846)
Add JCR Commercial Real Estate Finance Fund IIIB(Q), LP - K-1				5 255
Add Crestview Partners III K-1				7 303
Total Short-Term Gains				(841 817)
Long-Term Capital Gain				
Arto Intl Equity (26-28765)				-
Pimco (26-05505)				-
TCW EM Income (26-03159)				-
KR Capital (26-43378)	31 696 659	16,085 921		15 610 738
Edgewood Management (26-32282)	12 423 387	7 103 505		5 319 882
3rd Ave Focused Credit (26-72569)	11 551 456	14 994 172		(3,442 716)
EuroPacific (26-10103)				-
Dodge & Cox International Value Fund (26-63667)	10 000 000	11 273 534		(1 273 534)
TCW Worldwide Opportunities (26-93973)				-
Global Property Fund (26-93974)	1,720 000	3 298 792		(1 578 792)
Eagle Asset Management (26-32428)				-
Perkins Wolf McDonnell & Co (26-11868)				-
Templeton Global Total (26-94672)	157 480	170 205		(12 725)
Alternative Investment (26-11533)				-
Chilton Global (26-93709)				-
Tradewinds (26-70699)				-
TCW (26-78898)				-
TCW Large Cap Growth (26-17213)				-
Templeton Glo Tot (26-94672)				-
Lazard (26-46834)	11 714 472	14 502 643		(2 788 171)
FPA Crescent (26-91856)	14 969 952	12 518 734		2,451 218
Blackrock (26-78899)				-
16.3 Units Chilton Global Nat Res Int I (26-93709)				-
NT (26-61546)				-
NT (26-83812)				-
NT #582 disposition of Franklin Non-US		-		-
Long Term Gains	94 233 406	79 947 506		14 285 900
Capital Gain Distributions	4 234 324	-		4 234 324
	98 467,730	79 947 506		18 520,224
Add Wilton Private Equity Fund LLC K-1				14 425
Add Energy Capital Partners II B LP - K 1				550 181
Add Salient MLP Total Return TE Fund LP K-1				(2 537)
Add JCR Commercial Real Estate Finance Fund IIIB(Q) LP - K-1				12 972
Total Long-Term Gains				19 095 265
Total				18 253 448

2015 Tax Information Statement

Page 7 of 20
 Recipient's Name and Address:
 Ref: CTC
 THOMAS & DOROTHY LEAVEY FOUNDATION
 EDGEWOOD MGMT
 10100 SANTA MONICA BLVD., SUITE 610
 LOS ANGELES, CA 90067

Account Number: 26-32282
 Recipient's Tax ID Number: XX-XXX0162
☐ Corrected ☐ FATCA ☐ 2nd TIN notice

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

2015 Proceeds from Broker and Barter Exchange Transactions

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

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
284 0	ALLIANCE DATA SYSTEMS CORP								
018581108	01/13/2015	Various	83,278.31	80,592.35		0.00	2,685.96	0.00	0.00
288 0	AMAZON COM INC								
023135106	01/13/2015	09/03/2014	86,709.12	97,623.24		0.00	-10,914.12	0.00	0.00
1280 0	ARM HLDGS PLC SPONSORED ADR								
042068106	01/13/2015	Various	57,713.92	62,089.14		0.00	-4,375.22	0.00	0.00
2005 0	COGNIZANT TECHNOLOGY SOLUTION CL A								
192446102	01/13/2015	06/18/2014	110,393.65	97,494.73		0.00	12,898.92	0.00	0.00
504 0	GILEAD SCIENCES INC								
375558103	01/13/2015	01/08/2015	49,355.62	51,036.30		0.00	-1,680.68	0.00	0.00
254 0	ILLUMINA INC								
452327109	01/13/2015	04/30/2014	47,899.78	34,053.55		0.00	13,846.23	0.00	0.00
514 0	NIKE INC CLASS B								
654106103	01/13/2015	12/23/2014	49,672.73	49,424.75		0.00	247.98	0.00	0.00
2539 0	CHARLES SCHWAB CORP NEW								
808513105	01/13/2015	Various	73,173.63	68,695.93		0.00	4,477.70	0.00	0.00
1469 0	TWENTY-FIRST CENTY FOX INC CL A CL A								
90130A101	01/13/2015	12/23/2014	52,760.17	57,361.22		0.00	-4,601.05	0.00	0.00

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

2015 Tax Information Statement

Page 8 of 20

Recipient's Name and Address:

Account Number: 26-32282

Recipient's Tax ID Number: XX-XXX0162

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

THOMAS & DOROTHY LEAVEY FOUNDATION
EDGEWOOD MGMT
10100 SANTA MONICA BLVD., SUITE 610
LOS ANGELES, CA 90067

☐ Corrected ☐ FATCA ☐ 2nd TIN notice

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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
117 0	#REORG/	ACTAVIS PLC	NAME CHANGE ALLERGAN PLC	281RAQ1 6/15/2015					
G0083B108	01/13/2015	01/07/2015	31,967.22	30,989.83		0.00	977.39	0.00	0.00
404.0	STRATASYS INC SHS								
M85548101	01/13/2015	Various	30,618.48	48,896.51		0.00	-18,278.03	0.00	0.00
2029 0	COGNIZANT TECHNOLOGY SOLUTION CL A								
192446102	03/30/2015	Various	128,266.15	97,191.46		0.00	31,074.69	0.00	0.00
553.0	COGNIZANT TECHNOLOGY SOLUTION CL A								
192446102	03/31/2015	06/16/2014	34,696.29	26,313.01		0.00	8,383.28	0.00	0.00
8049.0	STRATASYS INC SHS								
M85548101	05/07/2015	Various	283,370.28	693,197.59		0.00	-409,827.31	0.00	0.00
200.0	STRATASYS INC SHS								
M85548101	05/08/2015	02/25/2015	7,023.57	12,246.34		0.00	-5,222.77	0.00	0.00
172.0	AMAZON COM INC								
023135106	06/01/2015	09/03/2014	74,086.07	58,302.77		0.00	15,783.30	0.00	0.00
2192 0	GILEAD SCIENCES INC								
375558103	06/11/2015	Various	261,017.90	219,003.38		0.00	42,014.52	0.00	0.00
1826 0	CELGENE CORP								
151020104	07/15/2015	Various	239,579.57	205,932.86		0.00	33,646.71	0.00	0.00

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

2015 Tax Information Statement

Page 9 of 20
 Recipient's Name and Address:
 Ref: CTC
 THOMAS & DOROTHY LEAVEY FOUNDATION
 EDGEWOOD MGMT
 10100 SANTA MONICA BLVD., SUITE 610
 LOS ANGELES, CA 90067

Account Number: 26-32282
 Recipient's Tax ID Number: XX-XXX0162
☐ Corrected ☐ FATCA ☐ 2nd TIN notice

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

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

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
623 0	CELGENE CORP								
151020104	07/16/2015	06/12/2015	83,181.99	69,839.55		0.00	13,342.44	0.00	0.00
0 01	EQUINIX INC COM PAR \$0 001								
29444U700	11/18/2015	11/10/2015	3.00	2.97		0.00	0.03	0.00	0.00
Total Short Term Sales			1,784,767.45	2,060,287.48		0.00	-275,520.03	0.00	0.00
Long Term Sales									
784 0	ALLERGAN INC								
018490102	01/06/2015	10/31/2008	164,800.14	30,978.51		0.00	133,821.63	0.00	0.00
4732 0	ALLERGAN INC								
018490102	01/07/2015	Various	1,011,686.34	184,202.73		0.00	827,483.61	0.00	0.00
319 0	ALLERGAN INC								
018490102	01/07/2015	10/30/2008	68,400.73	12,048.12		0.00	56,352.61	0.00	0.00
1808 0	ALLERGAN INC								
018490102	01/08/2015	10/30/2008	391,169.87	68,285.27		0.00	322,884.60	0.00	0.00
804 0	ALLERGAN INC								
018490102	01/08/2015	10/30/2008	173,640.30	30,365.79		0.00	143,274.51	0.00	0.00

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

2015 Tax Information Statement

Page 10 of 20
 Recipient's Name and Address:
 THOMAS & DOROTHY LEAVEY FOUNDATION
 EDGEWOOD MGMT
 10100 SANTA MONICA BLVD., SUITE 610
 LOS ANGELES, CA 90067

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

☐ Corrected ☐ FATCA ☐ 2nd TIN notice

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

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

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
548.0	AMERICAN TOWER CORP								
03027X100	01/13/2015	08/26/2013	54,377.05	38,413.26		0.00	15,963.79	0.00	0.00
707.0	APPLE COMPUTER INC								
037833100	01/13/2015	01/30/2013	79,338.77	46,506.18		0.00	32,832.59	0.00	0.00
1195.0	CELGENE CORP								
151020104	01/13/2015	10/21/2009	146,241.10	32,896.50		0.00	113,344.60	0.00	0.00
368.0	ECOLAB INC								
278855100	01/13/2015	03/21/2012	37,535.80	22,193.01		0.00	15,342.79	0.00	0.00
215.0	#REORG/EQUINIX MANDATORY EXCH EQUINIX INC COM 291EAY1 26 JAN 2015								
29444U502	01/13/2015	Various	47,175.11	45,000.58		0.00	2,174.53	0.00	0.00
561.0	FMC TECHNOLOGIES INC								
30249U101	01/13/2015	Various	22,828.58	29,803.66		0.00	-6,977.08	0.00	0.00
86.0	GOOGLE INC CL A								
38259P508	01/13/2015	Various	43,631.13	24,572.19		0.00	19,058.94	0.00	0.00
81.0	#REORG/GOOGLE NAME CHANGE ALPHABET 261LAC1 10-05-2015								
38259P706	01/13/2015	Various	40,618.17	23,140.44		0.00	17,477.73	0.00	0.00
1384.0	IHS INC COM CL A COM CL A								
451734107	01/13/2015	06/22/2012	161,698.55	138,400.00		0.00	23,298.55	0.00	0.00

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2015 Tax Information Statement

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 Recipient's Name and Address:
 Ref: CTC
 THOMAS & DOROTHY LEAVEY FOUNDATION
 EDGEWOOD MGMT
 10100 SANTA MONICA BLVD., SUITE 610
 LOS ANGELES, CA 90067

Account Number: 26-32282
 Recipient's Tax ID Number: XX-XXX0162
☐ Corrected ☐ FATCA ☐ 2nd TIN notice

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

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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
26.0	INTUITIVE SURGICAL INC COM NEW STK								
46120E602	01/13/2015	11/08/2013	13,577.67	10,038.77		0.00	3,538.90	0.00	0.00
804.0	PRICE T ROWE GROUP INC								
74144T108	01/13/2015	08/05/2010	67,976.69	39,842.86		0.00	28,133.83	0.00	0.00
1.0	PRICE T ROWE GROUP INC								
74144T108	01/13/2015	11/05/2013	84.55	77.14		0.00	7.41	0.00	0.00
423.0	VISA INC CLASS A SHARES								
92826C839	01/13/2015	01/21/2011	112,220.17	29,702.89		0.00	82,517.28	0.00	0.00
3965.0	APPLE COMPUTER INC								
037833100	02/25/2015	01/30/2013	510,259.14	260,816.11		0.00	249,443.03	0.00	0.00
1545.0	APPLE COMPUTER INC								
037833100	02/25/2015	01/30/2013	201,896.26	101,629.48		0.00	100,266.78	0.00	0.00
6416.0	FMC TECHNOLOGIES INC								
30249U101	02/25/2015	Various	262,444.85	335,191.59		0.00	-72,746.74	0.00	0.00
5881.0	FMC TECHNOLOGIES INC								
30249U101	02/26/2015	Various	235,983.72	302,922.81		0.00	-66,939.09	0.00	0.00
8547.0	FMC TECHNOLOGIES INC								
30249U101	02/27/2015	Various	340,972.88	430,176.25		0.00	-89,203.37	0.00	0.00

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2015 Tax Information Statement

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 EDGEWOOD MGMT
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3208 0	FMC TECHNOLOGIES INC								
30249U101	02/27/2015	Various	128,215.94	164,375.99		0.00	-36,160.05	0.00	0.00
2712 0	APPLE COMPUTER INC								
037833100	03/11/2015	06/29/2005	333,629.24	14,075.28		0.00	319,553.96	0.00	0.00
88 0	APPLE COMPUTER INC								
037833100	03/11/2015	01/30/2013	10,825.73	5,788.60		0.00	5,037.13	0.00	0.00
1226 0	APPLE COMPUTER INC								
037833100	03/12/2015	06/29/2005	150,859.34	6,362.94		0.00	144,496.40	0.00	0.00
267 0	COGNIZANT TECHNOLOGY SOLUTION CL A								
192446102	03/31/2015	08/26/2013	16,752.10	9,824.60		0.00	6,927.50	0.00	0.00
1064 0	COGNIZANT TECHNOLOGY SOLUTION CL A								
192446102	04/01/2015	08/26/2013	65,662.49	39,151.21		0.00	26,511.28	0.00	0.00
0 81	#REORG/GOOGLE NAME CHANGE ALPHABET 261LAC1 10-05-2015								
38259P706	04/27/2015	08/31/2011	450.14	218.63		0.00	231.51	0.00	0.00
13195 0	STRATASYS INC SHS								
M85548101	05/07/2015	Various	464,538.56	1,388,995.20		0.00	-924,456.64	0.00	0.00
127 0	PRICE T ROWE GROUP INC								
74144T108	05/18/2015	08/05/2010	10,435.12	6,293.59		0.00	4,141.53	0.00	0.00

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1128.0	PRICE T ROWE GROUP INC								
74144T108	05/19/2015	08/05/2010	92,402.81	55,898.94		0.00	36,503.87	0.00	0.00
1065.0	PRICE T ROWE GROUP INC								
74144T108	05/20/2015	Various	87,218.80	52,434.20		0.00	34,784.60	0.00	0.00
237.0	PRICE T ROWE GROUP INC								
74144T108	05/21/2015	09/15/2010	19,364.67	11,614.97		0.00	7,749.70	0.00	0.00
1023.0	PRICE T ROWE GROUP INC								
74144T108	05/22/2015	09/15/2010	83,664.21	50,135.49		0.00	33,528.72	0.00	0.00
878.0	PRICE T ROWE GROUP INC								
74144T108	05/27/2015	09/15/2010	71,209.14	43,029.29		0.00	28,179.85	0.00	0.00
961.0	PRICE T ROWE GROUP INC								
74144T108	05/28/2015	09/15/2010	77,944.89	47,096.97		0.00	30,847.92	0.00	0.00
533.0	PRICE T ROWE GROUP INC								
74144T108	05/29/2015	09/15/2010	43,102.33	26,121.42		0.00	16,980.91	0.00	0.00
529.0	AMAZON COM INC								
023135106	06/01/2015	05/06/2014	227,857.74	159,950.45		0.00	67,907.29	0.00	0.00
222.0	PRICE T ROWE GROUP INC								
74144T108	06/01/2015	09/15/2010	17,867.16	10,879.84		0.00	6,987.32	0.00	0.00

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2015 Tax Information Statement

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26-32282

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THOMAS & DOROTHY LEAVEY FOUNDATION
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18 0	GILEAD SCIENCES INC								
375558103	06/11/2015	03/14/2013	2,143.40	825.31		0.00	1,318.09	0.00	0.00
885 0	GILEAD SCIENCES INC								
375558103	06/12/2015	03/14/2013	103,895.94	40,577.96		0.00	63,317.98	0.00	0.00
744 0	CELGENE CORP								
151020104	07/16/2015	10/21/2009	99,337.72	20,481.17		0.00	78,856.55	0.00	0.00
715 0	AMAZON COM INC								
023135106	07/28/2015	05/06/2014	377,147.40	216,190.12		0.00	160,957.28	0.00	0.00
204 0	AMAZON COM INC								
023135106	07/29/2015	08/04/2010	108,129.07	26,180.42		0.00	81,948.65	0.00	0.00
574 0	AMAZON COM INC								
023135106	07/29/2015	05/06/2014	304,245.51	173,556.82		0.00	130,688.69	0.00	0.00
3004 0	APPLE COMPUTER INC								
037833100	08/03/2015	06/29/2005	355,665.25	15,590.76		0.00	340,074.49	0.00	0.00
1545 0	APPLE COMPUTER INC								
037833100	08/04/2015	06/29/2005	178,072.18	8,018.55		0.00	170,053.63	0.00	0.00
1285 0	APPLE COMPUTER INC								
037833100	08/31/2015	06/29/2005	145,107.87	6,669.15		0.00	138,438.72	0.00	0.00

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 EDGEWOOD MGMT
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 LOS ANGELES, CA 90067

Account Number: 26-32282
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5950.0	APPLE COMPUTER INC								
037833100	09/01/2015	06/29/2005	656,222.94	30,880.50		0.00	625,342.44	0.00	0.00
6935.0	CHARLES SCHWAB CORP NEW								
808513105	09/02/2015	Various	201,619.62	187,350.72		0.00	14,268.90	0.00	0.00
1685.0	EQUINIX INC COM PAR \$0.001								
29444U700	10/06/2015	06/07/2013	458,211.99	322,523.37		0.00	135,688.62	0.00	0.00
477.0	COGNIZANT TECHNOLOGY SOLUTION CL A								
192446102	10/13/2015	08/26/2013	30,961.11	17,551.81		0.00	13,409.30	0.00	0.00
1894.0	COGNIZANT TECHNOLOGY SOLUTION CL A								
192446102	10/14/2015	08/26/2013	122,921.17	69,692.10		0.00	53,229.07	0.00	0.00
2833.0	COGNIZANT TECHNOLOGY SOLUTION CL A								
192446102	10/15/2015	Various	183,533.37	104,063.19		0.00	79,470.18	0.00	0.00
2424.0	COGNIZANT TECHNOLOGY SOLUTION CL A								
192446102	10/16/2015	Various	157,494.31	88,559.71		0.00	68,934.60	0.00	0.00
551.0	AMAZON COM INC								
023135106	11/16/2015	08/04/2010	347,258.77	70,712.80		0.00	276,545.97	0.00	0.00
1606.0	PRICE T ROWE GROUP INC								
74144T108	12/07/2015	09/15/2010	120,513.30	78,707.33		0.00	41,805.97	0.00	0.00

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2015 Tax Information Statement

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THOMAS & DOROTHY LEAVEY FOUNDATION
EDGEWOOD MGMT
10100 SANTA MONICA BLVD., SUITE 610
LOS ANGELES, CA 90067

Account Number: 26-32282

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1887 0	PRICE T ROWE GROUP INC								
74144T108	12/08/2015	Various	140,163.77	90,259.03		0.00	49,904.74	0.00	0.00
750 0	GILEAD SCIENCES INC								
375558103	12/09/2015	03/14/2013	76,511.72	34,388.10		0.00	42,123.62	0.00	0.00
510 0	PRICE T ROWE GROUP INC								
74144T108	12/09/2015	08/11/2010	37,712.78	24,280.03		0.00	13,432.75	0.00	0.00
2972 0	GILEAD SCIENCES INC								
375558103	12/10/2015	Various	304,571.79	136,226.55		0.00	168,345.24	0.00	0.00
566 0	PRICE T ROWE GROUP INC								
74144T108	12/10/2015	08/11/2010	41,760.52	26,946.07		0.00	14,814.45	0.00	0.00
484 0	GILEAD SCIENCES INC								
375558103	12/11/2015	Various	48,907.24	21,936.72		0.00	26,970.52	0.00	0.00
1314 0	GILEAD SCIENCES INC								
375558103	12/14/2015	02/01/2013	131,684.56	53,523.55		0.00	78,161.01	0.00	0.00
407 0	PRICE T ROWE GROUP INC								
74144T108	12/14/2015	08/11/2010	28,486.58	19,376.42		0.00	9,110.16	0.00	0.00
3448 0	GILEAD SCIENCES INC								
375558103	12/15/2015	Various	352,871.82	139,735.38		0.00	213,136.44	0.00	0.00

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2015 Tax Information Statement

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1975.0	GILEAD SCIENCES INC								
375558103	12/15/2015	02/01/2013	202,447.60	80,448.27		0.00	121,999.33	0.00	0.00
2400 0	PRICE T ROWE GROUP INC								
74144T108	12/15/2015	08/11/2010	171,411.56	114,258.96		0.00	57,152.60	0.00	0.00
3481 0	PRICE T ROWE GROUP INC								
74144T108	12/16/2015	Various	249,775.95	163,277.09		0.00	86,498.86	0.00	0.00
873 0	PRICE T ROWE GROUP INC								
74144T108	12/17/2015	09/02/2010	62,261.38	40,649.15		0.00	21,612.23	0.00	0.00
595.0	PRICE T ROWE GROUP INC								
74144T108	12/18/2015	09/02/2010	41,823.32	27,704.75		0.00	14,118.57	0.00	0.00
2846 0	PRICE T ROWE GROUP INC								
74144T108	12/21/2015	09/02/2010	200,008.07	132,517.16		0.00	67,490.91	0.00	0.00
3109 0	PRICE T ROWE GROUP INC								
74144T108	12/22/2015	09/02/2010	219,699.34	144,763.12		0.00	74,936.22	0.00	0.00
980.0	PRICE T ROWE GROUP INC								
74144T108	12/23/2015	09/02/2010	70,252.35	45,631.35		0.00	24,621.00	0.00	0.00
Total Long Term Sales			12,423,387.25	7,103,505.24		0.00	5,319,882.01	0.00	0.00

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2015 Tax Information Statement

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Recipient's Name and Address:
THE THOMAS AND DOROTHY LEAVEY
FOUNDATION

Account Number: 26-24942
Recipient's Tax ID Number: XX-XXX0162

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

☐ Corrected ☐ FATCA ☐ 2nd TIN notice

10100 SANTA MONICA BLVD., SUITE 610
LOS ANGELES, CA 90067

2015 Proceeds from Broker and Barter Exchange Transactions

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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
18831 17	MFO DODGE & COX INC FD								
256210105	02/20/2015	06/12/2014	261,000.00	262,129.89		0.00	-1,129.89	0.00	0.00
Total Short Term Sales			261,000.00	262,129.89		0.00	-1,129.89	0.00	0.00

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Recipient's Name and Address: Ref: CTC

THE THOMAS AND DOROTHY LEAVEY
FOUNDATION

10100 SANTA MONICA BLVD., SUITE 610
LOS ANGELES, CA 90067

Account Number: 26-46834

Recipient's Tax ID Number: XX-XXX0162

☐ Corrected ☐ FATCA ☐ 2nd TIN notice

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

2015 Proceeds from Broker and Barter Exchange Transactions

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Description of property

Cusp Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
30888.46	LAZARD FDS INC EMERGING MKTSEQUITY PORT INSTL SHS								
52106N889	09/01/2015	Various	434,291.73	523,702.85		0.00	-89,411.12	0.00	0.00
Total Short Term Sales			434,291.73	523,702.85		0.00	-89,411.12	0.00	0.00
Long Term Sales									
756908.5	LAZARD FDS INC EMERGING MKTSEQUITY PORT INSTL SHS								
52106N889	09/01/2015	Various	10,642,133.22	13,051,912.89		0.00	-2,409,779.67	0.00	0.00
76288.76	LAZARD FDS INC EMERGING MKTSEQUITY PORT INSTL SHS								
52106N889	09/01/2015	Various	1,072,338.73	1,450,730.24		0.00	-378,391.51	0.00	0.00
Total Long Term Sales			11,714,471.95	14,502,643.13		0.00	-2,788,171.18	0.00	0.00

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THE THOMAS AND DOROTHY LEAVEY
FOUNDATION KR CAPITAL
10100 SANTA MONICA BLVD., SUITE 610
LOS ANGELES, CA 90067

Account Number: 26-43378
Recipient's Tax ID Number: XX-XXX0162

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7100 0	CBS CORP								
124857202	08/27/2015	Various	317,684.36	364,340.05		0.00	-46,655.69	0.00	0.00
600.0	CHEMOURS CO COM								
163851108	08/27/2015	05/13/2015	5,629.27	10,607.04		0.00	-4,977.77	0.00	0.00
3000.0	E I DU PONT DE NEMOURS & CO								
263534109	08/27/2015	05/13/2015	153,595.97	197,987.76		0.00	-44,391.79	0.00	0.00
8000 0	FMC CORP NEW								
302491303	08/27/2015	Various	334,866.63	524,887.70		0.00	-190,021.07	0.00	0.00
5800.0	UNITED RENTALS INC								
911363109	08/27/2015	Various	387,302.95	506,938.30		0.00	-119,635.35	0.00	0.00
Total Short Term Sales			4,200,702.54	4,424,860.75		0.00	-224,158.21	0.00	0.00
Long Term Sales									
2500 0	BED BATH & BEYOND INC								
075896100	01/14/2015	Various	183,386.94	142,044.50		0.00	41,342.44	0.00	0.00
1200 0	BED BATH & BEYOND INC								
075896100	01/21/2015	Various	88,832.48	66,452.65		0.00	22,379.83	0.00	0.00

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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
6000.0	BED BATH & BEYOND INC								
075896100	01/26/2015	Various	465,190.71	329,283.72		0.00	135,906.99	0.00	0.00
4300 0	INGERSOLL-RAND PLC COM STK								
G47791101	01/26/2015	Various	276,945.26	129,660.06		0.00	147,285.20	0.00	0.00
3500 0	INGERSOLL-RAND PLC COM STK								
G47791101	01/28/2015	Various	226,801.98	104,426.62		0.00	122,375.36	0.00	0.00
9600 0	AGILENT TECHNOLOGIES INC								
00846U101	03/25/2015	Various	394,121.70	172,890.82		0.00	221,230.88	0.00	0.00
9200 0	AMERICAN AIRLINES INC COM USD1								
02376R102	03/25/2015	Various	486,694.96	337,035.56		0.00	149,659.40	0.00	0.00
2300 0	APACHE CORP								
037411105	03/25/2015	Various	136,926.37	140,167.70		0.00	-3,241.33	0.00	0.00
4200.0	ASHLAND INC NEW COM								
044209104	03/25/2015	Various	529,619.91	237,073.66		0.00	292,546.25	0.00	0.00
4900 0	AUTOMATIC DATA PROCESSING INC								
053015103	03/25/2015	Various	418,154.88	164,811.30		0.00	253,343.58	0.00	0.00
9200.0	BB&T CORP								
054937107	03/25/2015	Various	354,434.51	287,910.82		0.00	66,523.69	0.00	0.00

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2015 Tax Information Statement

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Recipient's Name and Address:

26-43378

Account Number:

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

Ref: CTC
THE THOMAS AND DOROTHY LEAVEY
FOUNDATION KR CAPITAL
10100 SANTA MONICA BLVD., SUITE 610
LOS ANGELES, CA 90067

Recipient's Tax ID Number:

XX-XXX0162

☐ Corrected ☐ FATCA ☐ 2nd TIN notice

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Description of property

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2900 0	BAKER HUGHES INC								
057224107	03/25/2015	Various	184,629.75	112,389.89		0.00	72,239.86	0.00	0.00
17300 0	BK AMER CORP COM								
060505104	03/25/2015	Various	267,710.84	576,480.55		0.00	-308,769.71	0.00	0.00
13200 0	CAMERON INT'L CORP COM								
13342B105	03/25/2015	Various	590,229.77	113,379.85		0.00	476,849.92	0.00	0.00
18200 0	CORNING INC								
219350105	03/25/2015	Various	417,749.64	246,662.70		0.00	171,086.94	0.00	0.00
5400 0	WALT DISNEY CO								
254687106	03/25/2015	Various	568,243.42	101,812.14		0.00	466,431.28	0.00	0.00
7400 0	E I DU PONT DE NEMOURS & CO								
263534109	03/25/2015	Various	537,506.87	366,444.72		0.00	171,062.15	0.00	0.00
5600 0	EXPRESS SCRIPTS HLDG CO COM								
30219G108	03/25/2015	Various	468,966.72	307,930.00		0.00	161,036.72	0.00	0.00
3600 0	GOLDMAN SACHS GROUP INC								
38141G104	03/25/2015	05/05/1999	676,256.55	244,384.92		0.00	431,871.63	0.00	0.00
17900 0	HERTZ GLOBAL HLDGS INC COM								
42805T105	03/25/2015	Various	372,264.81	394,120.41		0.00	-21,855.60	0.00	0.00

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

Account Number: 26-43378
 Recipient's Tax ID Number: XX-XXX0162

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

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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
7300.0	INTERNATIONAL PAPER CO								
460146103	03/25/2015	Various	393,991.26	223,448.60		0.00	170,542.66	0.00	0.00
6100.0	JACOBS ENGR GROUP INC								
469814107	03/25/2015	Various	274,420.53	237,649.58		0.00	36,770.95	0.00	0.00
2400.0	LOCKHEED MARTIN CORP								
539830109	03/25/2015	Various	481,083.86	179,996.98		0.00	301,086.88	0.00	0.00
8200.0	MACYS INC COM STK								
55616P104	03/25/2015	Various	535,924.91	219,116.74		0.00	316,808.17	0.00	0.00
8500.0	METLIFE INC								
59156R108	03/25/2015	Various	429,111.19	306,556.88		0.00	122,554.31	0.00	0.00
8800.0	MICROSOFT CORP COM								
594918104	03/25/2015	06/16/2004	367,786.59	239,960.16		0.00	127,826.43	0.00	0.00
3000.0	MONSANTO CO COM								
61166W101	03/25/2015	Various	338,927.75	204,076.86		0.00	134,850.89	0.00	0.00
5700.0	NIKE INC CLASS B								
654106103	03/25/2015	08/29/2002	567,658.25	61,325.45		0.00	506,332.80	0.00	0.00
3700.0	PEPSICO INC								
713448108	03/25/2015	Various	352,969.43	233,946.93		0.00	119,022.50	0.00	0.00

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Recipient's Name and Address:

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Account Number:

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Ref: CTC

THE THOMAS AND DOROTHY LEAVEY
FOUNDATION KR CAPITAL
10100 SANTA MONICA BLVD., SUITE 610
LOS ANGELES, CA 90067

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

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Description of property

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5500 0	SCHLUMBERGER LTD ISIN #AN8068571086								
806857108	03/25/2015	Various	459,646.33	72,136.09		0.00	387,510.24	0.00	0.00
4000.0	3M CO								
88579Y101	03/25/2015	Various	653,999.96	179,078.39		0.00	474,921.57	0.00	0.00
5400.0	TIMKEN CO								
887389104	03/25/2015	Various	222,486.16	206,996.66		0.00	15,489.50	0.00	0.00
8300 0	USG CORP NEW								
903293405	03/25/2015	Various	216,187.78	285,341.54		0.00	-69,153.76	0.00	0.00
5500.0	UNION PAC CORP COM								
907818108	03/25/2015	Various	615,042.13	150,472.42		0.00	464,569.71	0.00	0.00
4000.0	UNITED PARCEL SERVICE INC CL B								
911312106	03/25/2015	Various	393,259.55	275,835.40		0.00	117,424.17	0.00	0.00
4400 0	UNITED TECHNOLOGIES CORP								
913017109	03/25/2015	Various	516,715.92	273,070.28		0.00	243,645.64	0.00	0.00
400 0	UNITED TECHNOLOGIES CORP								
913017109	03/25/2015	09/22/2011	46,974.18	27,706.92		0.00	19,267.26	0.00	0.00
5000 0	WABCO HLDGS INC COM STK								
92927K102	03/25/2015	12/06/2000	587,272.69	65,370.79		0.00	521,901.90	0.00	0.00

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THE NORTHERN TRUST COMPANY
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CHICAGO, IL 60680

THE THOMAS AND DOROTHY LEAVEY
FOUNDATION KR CAPITAL
10100 SANTA MONICA BLVD., SUITE 610
LOS ANGELES, CA 90067

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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
10200.0	WELLS FARGO & CO NEW								
949746101	03/25/2015	Various	558,393.82	146,480.31		0.00	411,913.51	0.00	0.00
5600.0	ACCENTURE PLC SHS CL A NEW								
G1151C101	03/25/2015	Various	496,301.50	76,004.84		0.00	420,296.66	0.00	0.00
6100.0	EATON CORP PLC COM USD0.50								
G29183103	03/25/2015	12/03/2012	408,757.74	295,964.30		0.00	112,793.44	0.00	0.00
3900.0	TIMKEN CO								
887389104	05/13/2015	Various	157,338.31	147,293.35		0.00	10,044.96	0.00	0.00
1600.0	TIMKEN CO								
887389104	05/14/2015	12/20/2013	64,875.12	60,143.22		0.00	4,731.90	0.00	0.00
600.0	MACYS INC COM STK								
55616P104	05/26/2015	10/14/2008	40,565.37	6,714.96		0.00	33,850.41	0.00	0.00
2500.0	KEYSIGHT TECHNOLOGIES INC COM								
49338L103	06/03/2015	08/04/2005	82,878.72	34,528.23		0.00	48,350.49	0.00	0.00
1700.0	KEYSIGHT TECHNOLOGIES INC COM								
49338L103	06/04/2015	Various	56,031.47	23,275.62		0.00	32,755.85	0.00	0.00
1100.0	KEYSIGHT TECHNOLOGIES INC COM								
49338L103	06/05/2015	08/05/2005	36,255.33	14,919.28		0.00	21,336.05	0.00	0.00

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THE THOMAS AND DOROTHY LEAVEY
FOUNDATION KR CAPITAL
10100 SANTA MONICA BLVD., SUITE 610
LOS ANGELES, CA 90067

THE NORTHERN TRUST COMPANY
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CHICAGO, IL 60680

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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
900 0	KEYSIGHT TECHNOLOGIES INC COM								
49338L103	06/09/2015	Various	29,663.81	12,085.02		0.00	17,578.79	0.00	0.00
3450 0	KEYSIGHT TECHNOLOGIES INC COM								
49338L103	06/10/2015	Various	113,716.46	45,137.83		0.00	68,578.63	0.00	0.00
9700 0	AGILENT TECHNOLOGIES INC								
00846U101	08/27/2015	Various	350,016.11	167,811.43		0.00	182,204.68	0.00	0.00
9400 0	AMERICAN AIRLINES INC COM USD1								
02376R102	08/27/2015	Various	361,513.58	344,362.42		0.00	17,151.16	0.00	0.00
2300 0	APACHE CORP								
037411105	08/27/2015	Various	95,499.53	136,211.79		0.00	-40,712.26	0.00	0.00
4200 0	ASHLAND INC NEW COM								
044209104	08/27/2015	Various	434,789.01	218,277.61		0.00	216,511.39	0.00	0.00
4900 0	AUTOMATIC DATA PROCESSING INC								
053015103	08/27/2015	Various	377,219.55	162,466.83		0.00	214,752.72	0.00	0.00
9400 0	BB&T CORP								
054937107	08/27/2015	Various	346,372.34	292,651.96		0.00	53,720.38	0.00	0.00
2900 0	BAKER HUGHES INC								
057224107	08/27/2015	Various	150,534.19	65,841.52		0.00	84,692.67	0.00	0.00

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THE THOMAS AND DOROTHY LEAVEY

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FOUNDATION KR CAPITAL

10100 SANTA MONICA BLVD, SUITE 610
LOS ANGELES, CA 90067

THE NORTHERN TRUST COMPANY
P O BOX 803878
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Description of property

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711.0	BK AMER CORP COM								
060505104	08/27/2015	Various	11,494.03	7,182.00		0.00	4,312.03	0.00	0.00
13300.0	CAMERON INT'L CORP COM								
13342B105	08/27/2015	Various	825,832.34	83,160.83		0.00	742,671.51	0.00	0.00
1500.0	CHEMOURS CO COM								
163851108	08/27/2015	Various	14,073.20	18,566.67		0.00	-4,493.47	0.00	0.00
18400.0	CORNING INC								
219350105	08/27/2015	Various	307,000.17	246,672.24		0.00	60,327.93	0.00	0.00
5500.0	WALT DISNEY CO								
254687106	08/27/2015	Various	553,445.46	103,606.32		0.00	449,839.14	0.00	0.00
7500.0	EIDU PONT DE NEMOURS & CO								
263534109	08/27/2015	Various	383,989.93	346,559.54		0.00	37,430.39	0.00	0.00
5600.0	EXPRESS SCRIPTS HLDG CO COM								
30219G108	08/27/2015	Various	471,147.89	294,546.71		0.00	176,601.18	0.00	0.00
3600.0	GOLDMAN SACHS GROUP INC								
38141G104	08/27/2015	Various	670,084.82	208,745.37		0.00	461,339.46	0.00	0.00
18200.0	HERTZ GLOBAL HLDGS INC COM								
42805T105	08/27/2015	Various	318,808.99	389,339.16		0.00	-70,530.17	0.00	0.00

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Recipient's Name and Address:

26-43378
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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

THE THOMAS AND DOROTHY LEAVEY
FOUNDATION KR CAPITAL
10100 SANTA MONICA BLVD., SUITE 610
LOS ANGELES, CA 90067

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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
7400 0	INTERNATIONAL PAPER CO								
460146103	08/27/2015	Various	314,794.64	213,428.65		0.00	101,365.99	0.00	0.00
6200.0	JACOBS ENGR GROUP INC								
469814107	08/27/2015	Various	240,042.85	225,111.45		0.00	14,931.40	0.00	0.00
2400.0	LOCKHEED MARTIN CORP								
539830109	08/27/2015	Various	488,978.53	174,745.24		0.00	314,233.28	0.00	0.00
7800 0	MACYS INC COM STK								
55616P104	08/27/2015	Various	456,520.91	82,686.56		0.00	373,834.35	0.00	0.00
6700.0	METLIFE INC								
59156R108	08/27/2015	Various	332,419.07	236,649.47		0.00	95,769.60	0.00	0.00
2000 0	METLIFE INC								
59156R108	08/27/2015	Various	99,229.57	56,140.30		0.00	43,089.27	0.00	0.00
8900 0	MICROSOFT CORP COM								
594918104	08/27/2015	Various	385,626.34	238,999.70		0.00	146,626.64	0.00	0.00
3100 0	MONSANTO CO COM								
61166W101	08/27/2015	Various	301,608.95	169,150.56		0.00	132,458.39	0.00	0.00
5700 0	NIKE INC CLASS B								
654106103	08/27/2015	Various	633,258.91	59,941.53		0.00	573,317.38	0.00	0.00

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THE THOMAS AND DOROTHY LEAVEY

FOUNDATION KR CAPITAL

10100 SANTA MONICA BLVD., SUITE 610

LOS ANGELES, CA 90067

Account Number:

26-43378

Recipient's Tax ID Number:

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☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

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Description of property

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3800.0	PEPSICO INC								
713448108	08/27/2015	Various	351,108.21	240,269.82		0.00	110,838.39	0.00	0.00
5600.0	SCHLUMBERGER LTD ISIN #AN8068571086								
806857108	08/27/2015	04/30/1990	405,568.05	62,575.49		0.00	342,992.56	0.00	0.00
3950.0	3M CO								
88579Y101	08/27/2015	Various	559,919.58	165,202.37		0.00	394,717.21	0.00	0.00
8500.0	USG CORP NEW								
903293405	08/27/2015	Various	251,772.14	236,199.41		0.00	15,572.73	0.00	0.00
5500.0	UNION PAC CORP.COM								
907818108	08/27/2015	Various	467,292.85	125,918.01		0.00	341,374.84	0.00	0.00
4000.0	UNITED PARCEL SERVICE INC CL B								
911312106	08/27/2015	Various	392,466.37	264,438.22		0.00	128,028.15	0.00	0.00
4900.0	UNITED TECHNOLOGIES CORP								
913017109	08/27/2015	Various	450,214.00	299,969.47		0.00	150,244.53	0.00	0.00
4966.0	WABCO HLDGS INC COM STK								
92927K102	08/27/2015	Various	570,741.79	63,379.31		0.00	507,362.48	0.00	0.00
10300.0	WELLS FARGO & CO NEW								
949746101	08/27/2015	05/07/1997	549,740.02	141,252.30		0.00	408,487.72	0.00	0.00

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Recipient's Name and Address:

26-43378

Account Number:

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XX-XXX0162

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

THE THOMAS AND DOROTHY LEAVEY
FOUNDATION KR CAPITAL
10100 SANTA MONICA BLVD, SUITE 610
LOS ANGELES, CA 90067

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5600.0	ACCENTURE PLC SHS CL A NEW								
G1151C101	08/27/2015	Various	529,975.93	69,092.42		0.00	460,883.51	0.00	0.00
5100.0	DELPHI AUTOMOTIVE PLC								
G27823106	08/27/2015	Various	377,562.37	354,164.91		0.00	23,397.46	0.00	0.00
6100.0	EATON CORP PLC COM USD0 50								
G29183103	08/27/2015	12/03/2012	340,323.71	289,254.30		0.00	51,069.41	0.00	0.00
8200.0	LIBERTY GLOBAL PLC -SERIES C COM								
G5480U120	08/27/2015	Various	368,997.30	334,452.71		0.00	34,544.59	0.00	0.00
410.0	LILAC GROUP - CL C W /I COMMON STOCK								
G5480U153	08/27/2015	Various	13,771.69	16,900.07		0.00	-3,128.38	0.00	0.00
Total Long Term Sales			31,696,659.11	16,085,920.89		0.00	15,610,738.23	0.00	0.00

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Recipient's Name and Address:

THE THOMAS AND DOROTHY LEAVEY
FOUNDATION

10100 SANTA MONICA BLVD., SUITE 610
LOS ANGELES, CA 90067

26-72569

XX-XXX0162

Account Number:

Recipient's Tax ID Number:

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THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

2015 Proceeds from Broker and Barter Exchange Transactions

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Short Term Sales									
125584.12	MFO THIRD AVE FOCUSED CR FD INSTL CL	FOCUSED CR FD INSTL CL							
884116708	09/01/2015	Various	1,072,488.37	1,241,029.31		0.00	-168,540.94	0.00	0.00
Total Short Term Sales			1,072,488.37	1,241,029.31		0.00	-168,540.94	0.00	0.00
Long Term Sales									
525445.81	MFO THIRD AVE FOCUSED CR FD INSTL CL	FOCUSED CR FD INSTL CL							
884116708	09/01/2015	Various	4,487,307.19	5,428,911.08		0.00	-941,603.89	0.00	0.00
827183.75	MFO THIRD AVE FOCUSED CR FD INSTL CL	FOCUSED CR FD INSTL CL							
884116708	09/01/2015	Various	7,064,149.18	9,565,261.01		0.00	-2,501,111.83	0.00	0.00
Total Long Term Sales			11,551,456.37	14,994,172.09		0.00	-3,442,715.72	0.00	0.00

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

2015 Tax Information Statement

Page 6 of 8

Ref: CTC

Account Number: 26-94672

Recipient's Tax ID Number: XX-XXX0162

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

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

☐ Corrected ☐ FATCA ☐ 2nd TIN notice

2015 Proceeds from Broker and Barter Exchange Transactions

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

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
5401 57	MFO TEMPLETON GLB TOTAL RETUR-AD								
880208855	01/12/2015	Various	67,519.63	73,461.35		0.00	-5,941.72	0.00	0.00
Total Short Term Sales			67,519.63	73,461.35		0.00	-5,941.72	0.00	0.00
Long Term Sales									
12598 43	MFO TEMPLETON GLB TOTAL RETUR-AD								
880208855	01/12/2015	Various	157,480.38	170,204.83		0.00	-12,724.45	0.00	0.00
Total Long Term Sales			157,480.38	170,204.83		0.00	-12,724.45	0.00	0.00

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2015 Tax Information Statement

Page 5 of 8

Ref: CTC

Account Number: 26-93974

Recipient's Tax ID Number: XX-XXX0162

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

Recipient's Name and Address:

THE THOMAS AND DOROTHY LEAVEY
FOUNDATION
10100 SANTA MONICA BLVD., SUITE 610
LOS ANGELES, CA 90067

☐ Corrected ☐ FATCA ☐ 2nd TIN notice

2015 Proceeds from Broker and Barter Exchange Transactions

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

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Long Term Sales									
182273 22	MFO E II RLTY SECS TR GLOBAL PPTY FD INSTL SHS								
26852M204	11/17/2015	Various	1,644,104.47	3,158,987.14		0.00	-1,514,882.67	0.00	0.00
8414.14	MFO E II RLTY SECS TR GLOBAL PPTY FD INSTL SHS								
26852M204	11/17/2015	Various	75,895.54	139,805.09		0.00	-63,909.55	0.00	0.00
Total Long Term Sales			1,720,000.01	3,298,792.23		0.00	-1,578,792.22	0.00	0.00

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2015 Tax Information Statement

Page 5 of 5
Ref: CTC
Recipient's Name and Address:
THE THOMAS AND DOROTHY LEAVEY
FOUNDATION
10100 SANTA MONICA BLVD, SUITE 610
LOS ANGELES, CA 90067

Account Number: 26-91856
Recipient's Tax ID Number: XX-XXX0162
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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

2015 Proceeds from Broker and Barter Exchange Transactions

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

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
18082.1	MFO FPA FDS TR FPA CRESCENT PORTFOLIO INSTL CL SHS								
30254T759	01/26/2015	Various	607,739.41	614,736.16		0.00	-6,996.75	0.00	0.00
Total Short Term Sales			607,739.41	614,736.16		0.00	-6,996.75	0.00	0.00

Long Term Sales									
19109.21	MFO FPA FDS TR FPA CRESCENT PORTFOLIO INSTL CL SHS								
30254T759	01/26/2015	Various	642,260.58	609,040.86		0.00	33,219.72	0.00	0.00
413975.48	MFO FPA FDS TR FPA CRESCENT PORTFOLIO INSTL CL SHS								
30254T759	05/18/2015	Various	14,327,691.20	11,909,694.09		0.00	2,417,997.11	0.00	0.00
Total Long Term Sales			14,969,951.78	12,518,734.95		0.00	2,451,216.83	0.00	0.00

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