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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
THE LEONETTIO'CONNELL FAMILY FOUNDATION

A Employer identification number
20-3889415

Number and street (or P O box number if mail is not delivered to street address) 515 S FIGUEROA ST 1050
Room/suite

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

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

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ 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)*▶$ 49,016,011

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1		Contributions, gifts, grants, etc , received (attach schedule)				
	2		Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3		Interest on savings and temporary cash investments				
	4		Dividends and interest from securities	14,392	14,392		
	5a		Gross rents				
	b		Net rental income or (loss)				
	6a		Net gain or (loss) from sale of assets not on line 10	-1,154,141			
	b		Gross sales price for all assets on line 6a 4,129,685				
	7		Capital gain net income (from Part IV, line 2)		0		
	8		Net short-term capital gain				
	9		Income modifications				
	10a		Gross sales less returns and allowances				
	b		Less Cost of goods sold				
	c		Gross profit or (loss) (attach schedule)				
	11		Other income (attach schedule)	658,209	443,459	0	
	12		**Total.** Add lines 1 through 11	-481,540	457,851	0	
Operating and Administrative Expenses	13		Compensation of officers, directors, trustees, etc	75,000	0	0	75,000
	14		Other employee salaries and wages	23,333	0	0	23,333
	15		Pension plans, employee benefits	2,598	0	0	2,598
	16a		Legal fees (attach schedule)	166	0	0	166
	b		Accounting fees (attach schedule)	56,350	0	0	56,350
	c		Other professional fees (attach schedule)	24,825	0	0	24,825
	17		Interest				
	18		Taxes (attach schedule) (see instructions)	121,781	5,845	0	0
	19		Depreciation (attach schedule) and depletion				
	20		Occupancy				
	21		Travel, conferences, and meetings	52,040	0	0	52,040
	22		Printing and publications				
	23		Other expenses (attach schedule)	320,429	295,417	0	25,012
	24		**Total operating and administrative expenses.** Add lines 13 through 23	676,522	301,262	0	259,324
	25		Contributions, gifts, grants paid	1,975,748			1,975,748
	26		**Total expenses and disbursements.** Add lines 24 and 25	2,652,270	301,262	0	2,235,072
	27		Subtract line 26 from line 12				
	a		**Excess of revenue over expenses and disbursements**	-3,133,810			
	b		**Net investment income** (if negative, enter -0-)		156,589		
	c		**Adjusted net income**(if negative, enter -0-)			0	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
Assets	1	Cash—non-interest-bearing	38,865	50,011	50,011
	2	Savings and temporary cash investments	6,581,421	10,270,397	10,270,397
	3	Accounts receivable ▶ 263,774			
		Less allowance for doubtful accounts ▶		263,774	263,774
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,036,336	2,692,666	2,692,666
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	38,865,525	35,739,163	35,739,163
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	47,522,147	49,016,011	49,016,011
Liabilities	17	Accounts payable and accrued expenses	239,005	303,376	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities**(add lines 17 through 22)	239,005	303,376	
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	47,283,142	48,712,635	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	47,283,142	48,712,635	
	31	**Total liabilities and net assets/fund balances** (see instructions)	47,522,147	49,016,011	

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	47,283,142
2	Enter amount from Part I, line 27a	2	-3,133,810
3	Other increases not included in line 2 (itemize) ▶	3	5,728,735
4	Add lines 1, 2, and 3	4	49,878,067
5	Decreases not included in line 2 (itemize) ▶	5	1,165,432
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	48,712,635

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 Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-1,154,141
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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 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))
2015	2,210,016	45,568,546	0 048499
2014	2,072,017	44,064,411	0 047022
2013	1,905,799	41,845,990	0 045543
2012	1,553,756	36,713,560	0 042321
2011	2,555,121	34,630,161	0 073783

2	**Total** of line 1, column (d)	2	0 257168
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 051434
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	39,516,145
5	Multiply line 4 by line 3	5	2,032,473
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,566
7	Add lines 5 and 6	7	2,034,039
8	Enter qualifying distributions from Part XII, line 4 , ...	8	2,235,072

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	1,566
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	1,566
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	1,566
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 35,121		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.		7	35,121
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	33,555
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 33,555	**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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?.	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?.	1c		No
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*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?.	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?.	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ 15

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☑ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	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 2016?.	1c		No
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?. ☐ Yes ☑ No If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
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 2016 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 2016).*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2016?	4b		No

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	
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?.	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?.	☐ Yes ☑ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?.		6b	No
	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?		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 (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CARA ESPOSITO 515 S FIGUEROA ST 1050 LOS ANGELES, CA 90071	EXECUTIVE DIRECTOR 25 00	75,000	0	0
MARGO LEONETTI O'CONNELL 515 S FIGUEROA ST 1050 LOS ANGELES, CA 90071	PRESIDENT, DIRECTOR 2 00	0	0	0
MICHAEL F O'CONNELL 515 S FIGUEROA ST 1050 LOS ANGELES, CA 90071	SECRETARY, CFO, DIRECTOR 2 00	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
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	2,680,873
b	Average of monthly cash balances		1b	2,746,101
c	Fair market value of all other assets (see instructions)		1c	34,690,940
d	**Total** (add lines 1a, b, and c)		1d	40,117,914
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	40,117,914
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	601,769
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	39,516,145
6	**Minimum investment return.** Enter 5% of line 5		6	1,975,807

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	1,975,807
2a	Tax on investment income for 2016 from Part VI, line 5	2a 1,566		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,566
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,974,241
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	1,974,241
6	Deduction from distributable amount (see instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	1,974,241

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	2,235,072
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	2,235,072
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,566
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,233,506

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,974,241
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			942,354	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 2,235,072				
a Applied to 2015, but not more than line 2a			942,354	
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 2016 distributable amount.				1,292,718
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 *(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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				681,523
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 2011 not applied on line 5 or line 7 (see instructions)	0			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

See Additional Data Table

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,975,748
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	14,392	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	-1,154,141	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a PARTNERSHIPS INCOME/LOSS	523000	214,750			
b PARTNERSHIPS INTEREST AND DIVIDEND INCOME		0	14	443,459	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		214,750		-696,290	0

13 **Total.** Add line 12, columns (b), (d), and (e). . . . . 13 -481,540

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2017-11-10	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
MARK CHAPMAN				P00085456
Firm's name ▶ KATZ CASSIDY AN ACCOUNTANCY CORPORATION				Firm's EIN ▶95-4046751
Firm's address ▶ 11400 W OLYMPIC BLVD SUITE 1050 LOS ANGELES, CA 90064				Phone no (310) 477-6300

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
C D I CORP COM	P	2016-04-19	2016-07-29
PROSHARES VIX SHORT-TERM FUTURES ETF	P	2016-06-30	2016-07-28
PROSHARES 1 5 R/S 7/25/16	P	2016-06-30	2016-04-14
TENNENBAUM OPPORTUNITIES FUND V LLC	P	2016-06-30	2016-06-30
TRP NEW HORIZONS	P	2011-06-30	2016-06-30
ROCKWOOD EQUITY PARTNERSHIP	P	2011-06-30	2016-06-30
SENATOR GLOBAL	P	2011-06-30	2016-06-30
CORNERSTONE INVESTMENT	P	2011-06-30	2016-06-30
TENNENBAUM GAIN/LOSS ON CONVERSION	P	2011-06-30	2016-06-30
HOUSATONIC EQUITY INVESTORS IV, L P	P	2016-06-30	2016-06-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
27,644		33,282	-5,638
719,063		1,102,998	-383,935
343,000		343,000	0
2,328,012		2,328,012	0
15,923			15,923
		35,000	-35,000
47			47
		35,071	-35,071
		721,758	-721,758
		28,337	-28,337

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-5,638
			-383,935
			0
			0
			15,923
			-35,000
			47
			-35,071
			-721,758
			-28,337

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
HOUSATONIC EQUITY INVESTORS IV, L P	P	2011-06-30	2016-06-30
HOUSATONIC EQUITY INVESTORS V, L P	P	2016-06-30	2016-06-30
HOUSATONIC EQUITY INVESTORS V, L P	P	2011-06-30	2016-06-30
HOUSATONIC EQUITY PARTNERS, L P	P	2011-06-30	2016-06-30
HOUSATONIC MICRO FUND, L P	P	2011-06-30	2016-06-30
IRS PARTNERS NO 12, L P	P	2011-06-30	2016-06-30
LEGION PARTNERS, L P II	P	2016-06-30	2016-06-30
LEGION PARTNERS, L P II	P	2011-06-30	2016-06-30
OCM OPPORTUNITIES FUND VIIB LP	P	2016-06-30	2016-06-30
OCM OPPORTUNITIES FUND VIIB LP	P	2011-06-30	2016-06-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		417,994	-417,994
		20,278	-20,278
		31,255	-31,255
		49,384	-49,384
		36,572	-36,572
323,445			323,445
		4,219	-4,219
		29,651	-29,651
		524	-524
		5,227	-5,227

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-417,994
			-20,278
			-31,255
			-49,384
			-36,572
			323,445
			-4,219
			-29,651
			-524
			-5,227

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PETERSON PARTNERS VII, LP	P	2016-06-30	2016-06-30
PETERSON PARTNERS VII, LP	P	2011-06-30	2016-06-30
PROSHARES VIX SHORT-TERM FUTURES ETF	P	2016-06-30	2016-06-30
ROCKWOOD EQUITY PARTNERSHIP FUND, LP	P	2011-06-30	2016-06-30
SERENT CAPITAL ASSOCIATES LP	P	2011-06-30	2016-06-30
SERENT CAPITAL ASSOCIATES II, LP	P	2016-06-30	2016-06-30
SERENT CAPITAL ASSOCIATES II, LP	P	2011-06-30	2016-06-30
TENNENBAUM OPPORTUNITIES FUND V LLC	P	2016-06-30	2016-06-30
TENNENBAUM OPPORTUNITIES FUND V LLC	P	2011-06-30	2016-06-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		43	-43
7,735			7,735
15			15
		57,059	-57,059
150,204			150,204
41			41
149,108			149,108
		4,162	-4,162
65,448			65,448

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-43
			7,735
			15
			-57,059
			150,204
			41
			149,108
			-4,162
			65,448

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000).

MARGO LEONETTI O'CONNELL
MICHAEL F O'CONNELL

Form 990PF Part XV Line 1b - List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

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

Form 990PF Part XV Line 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*				
ST JAMES' EPISCOPAL SCHOOL 625 S ST ANDREWS PLACE LOS ANGELES, CA 90005		PC	EDUCATION	10,000
SOUTHERN CALIFORNIA GRANTMAKERS 1000 ALAMEDA ST 230 LOS ANGELES, CA 90012		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	5,702
L A ADVISORS IN PHILANTHROPY 1120 CHESTER AVENUE SUITE 470 CLEVELAND, OH 44114		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	1,666
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES ST NW STE 404 WASHINGTON, DC 20036		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	1,280
CHILDREN'S INSTITUTE INC 711 S NEW HAMPSHIRE AVE LOS ANGELES, CA 90005		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	20,000
Total . . . . ▶ **3a**				1,975,748

Form 990PF Part XV Line 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*				
THE COLLEAGUES 3312 PICO BLVD SANTA MONICA, CA 90405		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	5,000
CENTER FOR EXCELLENCE IN EDUCATION 8201 GREENSBORO DR MCLEAN, VA 22102		PC	EDUCATION	80,000
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA ST LOS ANGELES, CA 90012		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	600
REGENTS OF THE UNIVERSITY OF CALIFORNIA 1111 FRANKLIN ST OAKLAND, CA 94607		PC	EDUCATION	50,000
OPERATION PROGRESS STUDENT ASSIST FND 10221 COMPTON AVE STE 102 LOS ANGELES, CA 90002		PC	EDUCATION	10,000
Total . . . . ▶ **3a**				1,975,748

Form 990PF Part XV Line 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*				
ADVANCEMENT PROJECT 1910 W SUNSET BLVD SUITE 500 LOS ANGELES, CA 90026		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	15,000
ARCS 24520 HAWTHORNE BLVD STE 113 TORRANCE, CA 90505		PC	SCIENCE & TECHNOLOGY	1,000
CENTER THEATER GROUP 601 W TEMPLE ST LOS ANGELES, CA 90012		PC	ARTS, CULTURE & HUMANITIES	2,500
CALIFORNIA SCIENCE CENTER 700 EXPOSITION PARK DR LOS ANGELES, CA 90037		PC	SCIENCE & TECHNOLOGY	10,000
EPISCOPAL SCHOOL OF LOS ANGELES 6325 SANTA MONICA BLVD LOS ANGELES, CA 90038		PC	EDUCATION	10,000
Total . . . . ▶ **3a**				1,975,748

Form 990PF Part XV Line 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*				
LIFT INC 1620 I STREET STE 820 WASHINGTON, DC 20006		PC	COMMUNITY DEVELOPMENT	20,000
THE J PAUL GETTY TRUST 1200 GETTY CENTER DR LOS ANGELES, CA 90049		PC	ARTS, CULTURE & HUMANITIES	100,000
CENTER ON PHILANTHROPY & PUBLIC POLICY USC LEWIS HALL 210 LOS ANGELES, CA 90089		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	35,000
LOS ANGELES SOCIAL VENTURE PARTNERS 8055 W MANCHESTER AVE SUITE 405 LOS ANGELES, CA 90293		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	10,000
COVENANT HOUSE CALIFORNIA 1325 N WESTERN AVE LOS ANGELES, CA 90027		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	15,000
Total . . . . ▶ **3a**				1,975,748

Form 990PF Part XV Line 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*				
TEMPLE ISAIAH 1404 STONY BROOK ST STONY BROOK, NY 11790		PC	EDUCATION	50,000
JEWISH FREE LOAN ASSOCIATION 6505 WILSHIRE BLVD 715 LOS ANGELES, CA 90048		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	25,000
INTERNATIONAL WOLF CENTER 1396 HIGHWAY 169 ELY, MN 55731		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	500
USA HOCKEY FOUNDATION 1775 BOB JOHNSON DRIVE COLORADO SPRINGS, CO 80906		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	500
ALABAMA HONDURAS MEDICAL EDUCATIONAL NETWORK 516 RIDGEVIEW DR JASPER, AL 35504		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	500
Total . . . . ▶ 3a				1,975,748

Form 990PF Part XV Line 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*				
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE LOS ANGELES, CA 90045		PC	EDUCATION	830,000
ALTASEA AT THE PORT OF LOS ANGELES 2456 SIGNAL ST SAN PEDRO, CA 90731		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	50,000
MONKS OF NEW SKETE 273 NEW SKETE LANE CAMBRIDGE, NY 12816		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	20,000
FOUNDATION FOR CA COMMUNITY COLLEGES 1102 Q ST STE 4800 SACRAMENTO, CA 95811		PC	EDUCATION	50,000
CENTER ON PHILANTHROPY & PUBLIC POLICY USC LEWIS HALL 210 LOS ANGELES, CA 90089		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	100,000
Total . . . . ▶ **3a**				1,975,748

Form 990PF Part XV Line 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*				
JEWISH FREE LOAN ASSOCIATION 6505 WILSHIRE BLVD 715 LOS ANGELES, CA 90048		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	250,000
THE POSSE FOUNDATION INC 515 S FIGUEROA ST LOS ANGELES, CA 90071		PC	EDUCATION	100,000
SOCIAL SCIENCE RESEARCH COUNCIL 300 CADMAN PLAZA WEST BROOKLYN, NY 11201		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	25,000
USC SOL PRICE SCHOOL OF PUBLIC POLICY 650 CHILDS WAY LOS ANGELES, CA 90089		PC	EDUCATION	10,000
CLASSICAL KUSC 1149 S HILL STREET LOS ANGELES, CA 90015		PC	ARTS, CULTURE & HUMANITIES	10,000
Total . . . . ▶ **3a**				1,975,748

Form 990PF Part XV Line 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*				
SYNERGY ACADEMIES 900 E 33RD ST LOS ANGELES, CA 90011		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	1,500
FOLAR 570 W AVE 26 250 LOS ANGELES, CA 90065		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	50,000
Total . . . . ▶ 3a				1,975,748

TY 2016 Accounting Fees Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	56,350	0	0	56,350

TY 2016 Investments Corporate Stock Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Name of Stock	End of Year Book Value	End of Year Fair Market Value
T ROWE PRICE NEW HORIZONS	311,435	311,435
RCM TECHNOLOGIES INC	1,692,231	1,692,231
COMMON & PREFERRED HOVER INC	689,000	689,000

TY 2016 Investments - Other Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SENATOR GLOBAL OPP NOTE	FMV	0	0
ABI NOTE	FMV	0	0
UCIT ONLINE SECURITY NOTE	FMV	37,000	37,000
S GUISE NOTE	FMV	0	0
PEAK MOUNTAIN FUND LLC NOTE	FMV	423,491	423,491
SERENT CAPITAL ASSOCIATES LP	FMV	120,000	120,000
LIBERTY PLACE RAPTOR	FMV	200,000	200,000
S BOX LLC	FMV	100,000	100,000
PSS II LLC	FMV	1,178,400	1,178,400
HOUSATONIC EQUITY INVESTORS II	FMV	44,000	44,000
HOUSATONIC EQUITY INVESTORS IV	FMV	6,920,000	6,920,000
HOUSATONIC EQUITY INVESTORS V	FMV	1,475,000	1,475,000
I R S PARTNERS NO. 12 LP	FMV	5,949,000	5,949,000
SERENT CAPITAL ASSOC II LP	FMV	234,000	234,000
HOUSATONIC MICRO FUND	FMV	0	0
HOUSATONIC EQUITY PARTNERS	FMV	91,000	91,000
EGGHEADS II LLC	FMV	250,000	250,000
FELLOWSHIP CAPITAL PARTNERS LLC	FMV	0	0
PETERSON PARTNERS VII LP	FMV	669,001	669,001
TOMA CAPITAL MANAGEMENT	FMV	200,000	200,000
LINEAGE LOGISTICS-BG LLH	FMV	6,482,000	6,482,000
RELAY HOLDINGS LLC	FMV	500,000	500,000
ROCKWOOD EQUITY PARTNERSHIP FD	FMV	350,000	350,000
LIGHT BEAM CAPITAL LLC	FMV	250,000	250,000
ROCKWOOD EQUITY PARTNERS III	FMV	372,000	372,000
GS PRIVATE EQUITY ENERGY FUND	FMV	204,392	204,392
LEGION PARTNERS II (SCHWAB)	FMV	235,852	235,852
GOLDMAN SACHS VINTAGE FUND V	FMV	271,737	271,737
GOLDMAN SACHS VINTAGE FUND VII	FMV	9,907	9,907
GOLDMAN SACHS VINTAGE FUND IV	FMV	174,002	174,002

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PREDICTIVE INDEX HOLDINGS LLC	FMV	250,000	250,000
GLOBAL ATLANTIC FUND (GS)	FMV	171,000	171,000
TENNENBAUM OPPORTUNITIES FUND	FMV	1,796,759	1,796,759
OCM OPPORTUNITIES FD VIIB LP	FMV	164,080	164,080
OCM OPPORTUNITIES FD (CAYMAN)	FMV	97,427	97,427
OCM OPPORTUNITIES FD (DELAWARE)	FMV	20,492	20,492
PC MEADOWBROOK LP	FMV	1,190,001	1,190,001
PC ARTISAN LLC	FMV	0	0
PC WILDCREEK LLC	FMV	3,342	3,342
PEAK JOAQUIN HOLDINGS LLC	FMV	2,475,000	2,475,000
MST SERVICE HOLDINGS, LLC	FMV	893,693	893,693
NEXT COAST VENTURES I, LP	FMV	73,370	73,370
PEAK VENTURES FUND II, LP	FMV	89,217	89,217
AMERICAN BIOSURGICAL, LLC	FMV	224,000	224,000
TRUSTAR TECHNOLOGY, INC.	FMV	250,000	250,000
AUXO MANAGEMENT, LLP	FMV	1,300,000	1,300,000

TY 2016 Legal Fees Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	166	0	0	166

TY 2016 Other Decreases Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Description	Amount
BOOK LOSS ON SALE OF INVESTMENTS	1,165,432

TY 2016 Other Expenses Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK SERVICE CHARGES	1,500	1,500	0	0
DUES AND SUBSCRIPTIONS	8,317	0	0	8,317
ENTERTAINMENT	6,342	0	0	6,342
LIABILITY INSURANCE	4,331	0	0	4,331
WORKERS COMP INSURANCE	818	0	0	818
OFFICE EXPENSE	3,545	0	0	3,545
PAYROLL PROCESSING FEES	1,047	0	0	1,047
PENSION PLAN	250	0	0	250
PRINTING AND REPRODUCTION	362	0	0	362
PARTNERSHIPS - INVESTMENT FEE	293,917	293,917	0	0

TY 2016 Other Income Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIPS INCOME/LOSS	214,750	0	0
PARTNERSHIPS INTEREST AND DIVIDEND INCOME	443,459	443,459	0

TY 2016 Other Increases Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	2,013,644
BOOK GAIN FROM INVESTMENTS	2,906,075
PRIOR PERIOD ADJUSTMENT	13,322
NET TAX LOSS FROM INVESTMENTS	795,694

TY 2016 Other Professional Fees Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING	24,825	0	0	24,825

TY 2016 Taxes Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX	107,852	0	0	0
STATE INCOME TAX	85	0	0	0
PAYROLL TAXES	7,999	0	0	0
FOREIGN TAXES	5,845	5,845	0	0