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

EXTENDED TO NOVEMBER 15, 2017 Return of Private Foundation

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

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

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

OMB No 1545-0052 Open to Public Inspection

FUI	Laiti	iuar year 2016 or lax year beginning		, and ending		
Na	me of	foundation			A Employer identificatio	n number
Е	EL	LEVUE FOUNDATION			47-5614070)
		and street (or P O box number if mail is not delivered to street	address)	Room/suite	B Telephone number	
_2	5	HIGHLAND PARK VILLAGE,	STE 100-862		925-284-86	534
		own, state or province, country, and ZIP or foreign p LAS, TX 75205	ostal code		C If exemption application is	pending, check here
		all that apply Initial return	initial return of a fo	rmer public charity	D 1. Foreign organization	s check here
		Final return	Amended return	, , , , , , , , , , , , , , , , , , ,		
		Address change	Name change		Foreign organizations m check here and attach c	eeting the 85% test, omputation
H (Check	type of organization X Section 501(c)(3) ex	empt private foundation		E If private foundation st	
	_ Se		Other taxable private founda		under section 507(b)(1	
		arket value of all assets at end of year J Accounti	· ·	X Accrual	F If the foundation is in a	60-month termination
			ther (specify)		under section 507(b)(1)(B), check here
	· \$	57,309,199. (Part I, colu	1	esis.)		1 (5)
	art I	(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	(0) Disbursements for chantable purposes (cash basis only)
	1	Contributions, gifts, grants, etc , received	55,790,568.		N/A	
	2	Check Lift if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	27,002.	27,002.		STATEMENT 1
	4	Dividends and interest from securities	1,135,801.	1,135,801.		STATEMENT 2
		Gross rents				
	b		1,662,056.			
9	b	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a 16,565,034.	1,002,030.			.,
Revenue	7	Capital gain net income (from Part IV, line 2)		1,662,056.		
æ	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	28,580.	28,580.		STATEMENT 3
	12	Total. Add lines 1 through 11	58,644,007.	2,853,439.		
	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 15	Other employee salaries and wages Pension plans, employee benefits				·
ses	1	Legal fees STMT 4	25,015.	25,015.		0.
	1	Accounting fees STMT 5	64,975.	32,488.		0.
X	10	1	13,175.	13,175.		0.
9	17	. Kruevus .	•			
Administrative Expen	18	Interest 7	44,673.	17,440.		0.
njs.	19	-pepreciation and depletion (3)				
Ë	20	Occupancy				
Ğ.∵	217	Travel, popularences, and meetings				
and		Bunting and publications	62 022	40.000	· · · · · · · · · · · · · · · · · · ·	
ting	23	Other expenses STMT 8	63,927.	42,033.		0.
Operating	24	Total operating and administrative expenses. Add lines 13 through 23	211,765.	130,151.		
Ö	25	Contributions, gifts, grants paid	2,859,500.	130,131.		2,859,500.
	Į	Total expenses and disbursements.	2,000,000		<u> </u>	2,033,300.
	-	Add lines 24 and 25	3,071,265.	130,151.		2,859,500.
_	27	Subtract line 26 from line 12				= , = = , = = ,
	a	Excess of revenue over expenses and disbursements	55,572,742.			
	b	Net investment income (if negative, enter -0-)		2,723,288.		
	C	Adjusted net income (if negative, enter -0-)			N/A	

د,

Part # Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End o	End of year			
raft:	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value		
1	Cash - non-interest-bearing					
2	Savings and temporary cash investments		732,937.	732,937.		
3	Accounts receivable ► 114,549.					
	Less allowance for doubtful accounts		114,549.	114,549.		
4	Pledges receivable ►					
	Less allowance for doubtful accounts	ĺ	Ì			
5	Grants receivable					
6	Receivables due from officers, directors, trustees, and other					
	disqualified persons					
7	Other notes and loans receivable			,		
'	Less allowance for doubtful accounts	ĺ	;			
n R	Inventories for sale or use					
	Prepaid expenses and deferred charges		23,767.	23,767.		
į 102	Investments - U S and state government obligations		23/1016	23,1016		
- 1	Investments - corporate stock STMT 11	0.	33 412 805	36,937,552.		
- 1	amym 10	0.	16,229,266.	16,320,422.		
- 1	_	0.	10,223,200.	10,320,422.		
11	Investments - land, buildings, and equipment basis	1				
40	Less accumulated depreciation		•			
- 1	Investments - mortgage loans	1 270 244	2 170 072	2 170 072		
13		1,278,244.	3,179,972.	3,179,972.		
14	Land, buildings, and equipment basis					
	Less accumulated depreciation					
	Other assets (describe					
16	Total assets (to be completed by all filers - see the	1 050 044	50 600 006	F. S. O.		
_	instructions Also, see page 1, item I)	1,278,244.	53,693,296.	57,309,199.		
- 1	Accounts payable and accrued expenses					
18	Grants payable					
g 19	Deferred revenue					
20 21 21 22	Loans from officers, directors, trustees, and other disqualified persons					
21	Mortgages and other notes payable					
22	Other liabilities (describe)	0.	0.			
		_				
23	Total liabilities (add lines 17 through 22)	0.	0.			
	Foundations that follow SFAS 117, check here					
,	and complete lines 24 through 26 and lines 30 and 31.					
Assets or rund balances	Unrestricted					
25	Temporarily restricted					
26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here					
[and complete lines 27 through 31.					
5 27	Capital stock, trust principal, or current funds	0.	0.			
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.			
Ž 29	Retained earnings, accumulated income, endowment, or other funds	1,278,244.	53,693,296.			
_	Total net assets or fund balances	1,278,244.	53,693,296.			
•						
31	Total liabilities and net assets/fund balances	1,278,244.	53,693,296.			
Part :	Analysis of Changes in Net Assets or Fund Ba	lances				
Total	net assets or fund balances at beginning of year - Part II, column (a), line 3	0	1 7			
	t agree with end-of-year figure reported on prior year's return)	•		1,278,244.		
	amount from Part I, line 27a		1 2	55,572,742.		
	Increases not included in line 2 (itemize)	•	. 2	0.		
			3	56,850,986.		
	ines 1, 2, and 3	SEE STA	TEMENT 10 5			
	pases not included in line 2 (itemize)		ATEMENT 10 5	3,157,690. 53,693,296.		
10121	net assets or fund balances at end of year (line 4 minus line 5) - Part II, coli	umm (a), ime 30	6	JJ, UJJ, ZJO.		

(a) List and discribe the kind(s) of properly sold (a) a setable, 20 bit MLC co.) 13. 15. 16. 17. 18. 18. 19. 19. 19. 19. 19. 19	Part IV Capital Gains and	d Losses for Tax on In	vestment	Income					
(e) Gross sales price (f) Depreciation allowed (or allowable) (or					`P-Pι	ırchase			
(a) Gross sales pince (1) Depreciation allowed (a) Cost or other basis (b) Gam or (loss) a 1	1a				 				
(a) Gross sales price (f) Depreciation allowed (g) Cost or other basis (h) Sain or (fices) (p) plus expense of sale (h) Sain or (fices) (p) plus expense of sale (h) Sain or (fices) (p) plus expense of sale (h) Sain or (fices) (p) plus expense of sale (h) Sain or (fices) (p) plus expense of sale (h) Sain or (fices) (h) Sain o		TATEMENT			ļ				
(e) Gross sates price (f) Deprecation allowed (g) Cost or other bases plus expense of sale (h) Gain or (focts) (e) plus (f) minus (g) 1									
(e) Gross sales price (f) Deprecation allowed (or allowable) (p) Loss or other bases (e) plus (f) manus (g) (p) Loss or other bases (e) plus (f) manus (g) (p) Loss or other bases (e) plus (f) manus (g) (p) Loss or other bases (e) plus (f) manus (g) (g) Loss or other bases (e) plus (f) manus (g) (g) Loss or other bases (g) Loss or other base					 				
16,565,034. 14,902,978. 1,662,056.		** '							
the section 43 (1,5 to 5,0 34 s. 14,902,978 s. 1,662,056 s. Complete only for assets showing gain in column (ii) and owned by the foundation on 120169 (ii) FM V as of 12/31/69 (iii) Adjusted basis as of 12/31/69 (iii) Adjusted basis as of 12/31/69 (iv) Adjusted basis as of 12/31/69 (iv) Adjusted basis as of 12/31/69 (iv) Adjusted basis as of 12/31/69 (iii) Adjusted data for the section 4940(a) basis as defined in sections 12/22(5) and (6) (iii) Adjusted data for the section 4940(a) basis as defined in section 14/340(a) basis as de									
The second sec	b								
16,765,734 1,7662,035 1,7	<u>c</u>			 					
Complete only for assets showing gain in column (h) and owned by the foundation on 1221/69 (i) FM V as of 12/31/69 (ii) FM V as of 12/31/69 (ii) Adjusted basis (iii) States (col. (iii) gain miss of (iii) Cosses (from col. (iii)) (iii) FM V as of 12/31/69 (iii) Adjusted basis (iii) States (iii) States (iii) States (iiii) Cosses (from col. (iii)) (iii) States (iii) States (iiii) States (iii) States (iiii) States (iiiii) States (iiiiii) States (iiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiii	16 565 034			1 902 97	Ω				1 662 056
(i) FMV as of 12/31/69 (ii) Adjusted basis (b) Excess of Col. (i) any cover col. (i), if any cover col. (ii), if any cover col. (iii) and cover col. (iiii) and col. (iiiii) and cover col. (iiiii) and cover col. (iiiii) and cover col. (iiiii) and cover col. (iiiiii) and cover col. (iiiiiii) and cover col. (iiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiii		ain in column (h) and owned by t			- -		I) Gains /C	ol (h) gair	
Capital gam net income or (net capital loss) (if gam, also enter in Part I, line 7 1, 662, 056. 1, 662,	Complete only for assets showing gr				-		l (k), but r	not less tha	n -0-) or
c and a complete that part line 7 capital gain net income or (net capital loss) (If gain, also enter in Part I, line 7 fit gloss), enter 0- in Part I, line 7 fit gain, also enter in Part II, line 7 fit gain, also enter in Part II, line 7 fit gain, also enter in Part II, line 8 (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? (In the foundation does not qualify under section 4940(a) to not complete this part (Enter the appropriate amount in each column for each year; see the instructions before making any entries (Coll (b) divided by coll (c)) (Coll (b) divided by coll (c) ((i) F M V as of 12/31/69						Losses	(from col	(h))
c and a complete that part line 7 capital gain net income or (net capital loss) (If gain, also enter in Part I, line 7 fit gloss), enter 0- in Part I, line 7 fit gain, also enter in Part II, line 7 fit gain, also enter in Part II, line 7 fit gain, also enter in Part II, line 8 (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? (In the foundation does not qualify under section 4940(a) to not complete this part (Enter the appropriate amount in each column for each year; see the instructions before making any entries (Coll (b) divided by coll (c)) (Coll (b) divided by coll (c) (a								
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2 Capital gain net income or (net capital loss) 2 Capital gain net income or (net capital loss) 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 gain, also enter in Part I, line 8 column (c) If gain, also enter in Part I, line 8 column (c) If gain, also enter in Part I, line 8 column (c) If gain, also enter in Part I, line 8 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(g)(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? If section 4940(g)(2) applies, leave this part blank Was 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) Calendary year (of tax year beginning in) Adjusted qualifying distributions Adjusted qualifying distributions Net value of noncharitable-use assets (b) Calendary year (of tax year beginning in) Adjusted qualifying distributions Adjusted qualifying distributions Net value of noncharitable-use assets (col (b)) divided by col (c) Distribution and the column for acch year, 32, 264									
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Part Y Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income	- ·	ımn (c)						NJ/Z	
For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income		ler Section 4940(e) for	Reduced	Tax on Net	Inves	tment In	come	14/2	
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Enter the appropriate amount in each column for each year, see the instructions before making any entries Calendar year (or tax year beginning in)			• •	•	luu '				165 1NU
Base period years Calendar year (of tax year beginning in) Adjusted qualifying distributions Net value of noncharitable-use assets Coll (b) divided by coll (c)					ntries				
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2014		"'/ ' _ ' _ ' _ ' _ ' ' '		Net value of no				(col (b) di	vided by col (c))
2013	2015	2,73	5,264.						.050117
2012 2,306,114. 48,467,297047581 2011 2,401,883. 49,741,923048287 2 Total of line 1, column (d) 3 Average distribution ratio for the 5-year base penod - 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 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 5 Multiply line 4 by line 3 6 Enter 1% of net investment income (1% of Part I, line 27b) 7 Add lines 5 and 6 8 Enter qualifying distributions from Part XII, line 4 if line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate									
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7 Add lines 5 and 6 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate							1	}	27 222
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate	6 Enter 1% of net investment income (1% of Part I, line 27b)					6	 	21,233.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate	7 Add lines F and 6						,		2.763.145
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	A MU IIII C COIII DUM		•				<u>'</u> -	 	211001140.
	, , ,	•					8		2,859,500.
		e 7, check the box in Part VI, line	1b, and comp	lete that part usin	g a 1% t	ax rate			

٠	$oldsymbol{\delta}$				
For	n 990-PF (2016) BELLEVUE FOUNDATION	47-561	4070		_
	ert VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4	948 - 500	inctn	ıctio	Page 4
	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1	3-0 - 366	mour	<u> </u>	115)
•	Date of ruling or determination letter (attach copy of letter if necessary-see instructions)				
ì	Domestic foundations that meet the section 4940(e) requirements in Part V, check here X and enter 1%	1	2	7 2	33.
	of Part I, line 27b	-		1,2	
	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2		2			0.
3	Add lines 1 and 2	3	2	7.2	33.
4	Subtrile 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		7.2	33.
6	Credits/Payments			· / =	
a	2016 estimated tax payments and 2015 overpayment credited to 2016 6a 51,000.				
	Exempt foreign organizations - tax withheld at source				
	Tax paid with application for extension of time to file (Form 8868)				
	Backup withholding erroneously withheld 6d				
7		7	5	1.0	00.
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	2	3,7	67.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 23,767 - Refunded ▶	11			0.
Pε	rt VII-A Statements Regarding Activities		-		
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene	ın	<u> </u>	Yes	No
	any political campaign?		1a		X
t	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials publish	ed or			
	distributed by the foundation in connection with the activities.				
C	Did the foundation file Form 1120-POL for this year?		10	Ī	X
d	Enter the amount (rf any) of tax on political expenditures (section 4955) imposed during the year				
	(1) On the foundation ► \$ O . (2) On foundation managers ► \$ O .				
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation				
	managers ► \$O.				
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		X
	If "Yes," attach a detailed description of the activities.				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, of	r			
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4-	4a		X
	If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	4b		<u> </u>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		X
_	If "Yes," attach the statement required by General Instruction T.				
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				
	By language in the governing instrument, or				
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state	law			
_	remain in the governing instrument?		6	_X	<u> </u>
′	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV		7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)				
	DE				
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)				
_	of each state as required by General Instruction G? If "No," attach explanation		8b	X	·····
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for cale	ndar			
	year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10		X

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	990-PF (2016) BELLEVUE FOUNDATION 47-561	4070		Page §
Pa	art VII-A Statements Regarding Activities (continued)			
			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?			.,
	If "Yes," attach statement (see instructions)	12	37	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	_13_	_X_	
	Website address N/A The basic and P ANDREW ZEICLER	284	-96	21
14	The books are in care of ► ANDREW ZEISLER Located at ► 3697 MT DIABLO BLVD, SUITE 205, LAFAYETTE, CA ZIP+4 ► 9		-00	34
45		4747		$\overline{}$
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	N	/A	
46	and enter the amount of tax-exempt interest received or accrued during the year At any time during colorada, year 2015, did the foundation begin an interest in an a signature or other outborness bank.		Yes	No
10	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank,	16	162	X
	securities, or other financial account in a foreign country? See the instructions for expensions and filing requirements for FinCEN Form 114. If "Vec." anter the game of the	10		
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the			
Ď,	foreign country ► art VII-B Statements Regarding Activities for Which Form 4720 May Be Required			L
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	T''''	Yes	No
1:	During the year did the foundation (either directly or indirectly)		103	140
•	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? X Yes No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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)?			
	(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)			
ı	of the any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here			1
	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?	10		Х
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))			
;	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 X No			
	If "Yes," list the years ▶			
1	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	2b		
	: If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
	>			
3	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time	İ		
	during the year?			
	o If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after	İ		
	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		
4	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
-	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		X
	F	orm 99 0)-PF	(2016

Form 990-PF (2016) BELLEVUE FOUNDATION			47-5614	070		Page <u>6</u>
Part VII-B Statements Regarding Activities for Which F	orm 4720 May Be F	Required (continu	ued)		·····	,
5a During the year did the foundation pay or incur any amount to		 1	.			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section			s X No			
(2) Influence the outcome of any specific public election (see section 4955), o	or to carry on, directly or indire		⊤ ₩7			
any voter registration drive?	_		s X No			
(3) Provide a grant to an individual for travel, study, or other similar purposes		Ye	s X No			
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section					
4945(d)(4)(A)? (see instructions)		X Ye	s L No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, the prevention of cruelty to children or animals?	or educational purposes, or f	or Ye	s X No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	der the exceptions described i	n Regulations				1
section 53 4945 or in a current notice regarding disaster assistance (see instru	ictions)?			5b	X	,
Organizations relying on a current notice regarding disaster assistance check h	nere					
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption f	rom the tax because it mainta	ıned				
expenditure responsibility for the grant?		X Ye	s L No			
If "Yes," attach the statement required by Regulations section 53.494.	5-5(d).					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on					
a personal benefit contract?		Ye	es X No			1
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	personal benefit contract?			6b		X
If "Yes" to 6b, file Form 8870.						
7a At any time during the tax year, was the foundation a party to a prohibited tax s	shelter transaction?	Ye	es X No			<u> </u>
b If "Yes," did the foundation receive any proceeds or have any net income attribu			N/A	7b	<u> </u>	<u> </u>
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors	ees, Foundation Ma		y SEE STA	TEM	ENI	15
1 List all officers, directors, trustees, foundation managers and their	compensation.	T	1.6-			
(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 plar and deferred compensation		(e) Exp account allowa	t, other
	-	1				
SEE STATEMENT 14	†	0.	lo			0.
				\top		
	1			ŀ		
	1					
	<u> </u>	 				_
	1					
	1					
		 		+		
	1					
	-			1		
2 Compensation of five highest-paid employees (other than those inc	cluded on line 1). If none,	enter "NONE."	<u> </u>			
	(b) Title, and average	1	(d) Contributions to	0.	(e) Ex	pense
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	employee benefit plan and deferred compensation	" "	account	t, other
NONE	devoted to position		CONTRACTOR	+-	<u> </u>	
110113	1					
	 	+	 	_		
	1	1				
		 	 	+-		
	 	 	 	+-		
	1					
		 	 	+-		
	-					
						C
Total number of other employees paid over \$50,000						

Part VIII Information About Officers, Directors, Trustees, Foundation Manage Paid Employees, and Contractors (continued)	rs, Highly
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."	
	Type of service (c) Compensation
LAKESIDE CORPORATION - 3697 MT. DIABLO BLVD, ACCOUNT	
SUITE 205, LAFAYETTE, CA 94549 PREPARA	· · · · · · · · · · · · · · · · · · ·
BESSEMER TRUST - 101 CALIFORNIA STREET, SAN INVESTM	
FRANCISCO, CA 94111-5828 MANAGEM	
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 sunumber of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	ch as the Expenses
1 N/A	
<u></u>	
2	
3	
4	
Part IX-B Summary of Program-Related Investments	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	▶ 0.

P	Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations	, 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	<u>54,505,593.</u>
b	Average of monthly cash balances .	1b	1,001,592.
3	Fair market value of all other assets	10	1,813,245.
d	Total (add lines 1a, b, and c)	1d	57,320,430.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	57,320,430.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	859,806.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	56,460,624.
6	Minimum investment return. Enter 5% of line 5	6	2,823,031.
P	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations an foreign organizations check here and do not complete this part)	d certain	
 1	Minimum investment return from Part X, line 6	1	2,823,031.
	Tax on investment income for 2016 from Part VI, line 5		2702070020
- a b	Income tax for 2016 (This does not include the tax from Part VI)		
	Add lines 2a and 2b	20	27.233.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	27,233. 2,795,798.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,795,798.
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	2,795,798.
	art XII Qualifying Distributions (see instructions)		
			
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		2,859,500.
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	2,859,500.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	_3a	
þ		<u>3b</u>	2 050 500
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,859,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		27 222
	Income Enter 1% of Part I, line 27b	5	27,233. 2,832,267.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	
	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of	jualifies f	or the section
	4940(e) reduction of tax in those years.		

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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				2,795,798.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			877,946.	
b Total for prior years	,	0.		
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
	0.			
f Total of lines 3a through e 4 Qualifying distributions for 2016 from		/111 111 11		***************************************
Part XII, line 4 ►\$ 2,859,500.		·	277 246	
a Applied to 2015, but not more than line 2a			877,946.	
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.			1 001 554
d Applied to 2016 distributable amount				1,981,554.
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:				
2 Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract		<u> </u>		
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	H-1'' 11	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 instr	!#	· ····	0.	
f Undistributed income for 2016 Subtract				
lines 4d and 5 from line 1. This amount must				014 044
be distributed in 2017				814,244.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3) (Election	0			
may be required - see instructions)	0.			······································
8 Excess distributions carryover from 2011	^			
not applied on line 5 or line 7	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		<u></u>	<u> </u>	Form 000, DE (2016)

dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III) (3) Largest amount of support from an exempt organization (4) Gross investment income Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets Information Regarding Foundation Managers: a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) NONE b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here 🕨 🗶 If the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed b The form in which applications should be submitted and information and materials they should include c Any submission deadlines d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors Form **990-PF** (2016)

listed

Pa	rt XV Sup	plementary Information	(continued)			
3	Grants and Co	ontributions Paid During the Ye	ar or Approved for Future	Payment		
		Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
	Name and a	ddress (home or business)	or substantial contributor	recipient	Contribution	Amount
а	Paid during th	ne year				
SEE	ATTACHED ST	ATEMENT	N/A	PUBLIC CHARITY	SEE ATTACHED STATEMENT	
						2,859,500.
		······································			-	
						
	Total			<u> </u>	▶ 3a	2,859,500.
b		future payment				
				:		
	27027	,				
	NONE	i				
	Total			l	▶ 3b	0.
					- 00	,

ter gross amounts unless otherwise indicated	Unrelated	business income		by section 512, 513, or 514	(e)
	(a) Business	(b)	Exclu- sion	(d)	Related or exemp
Program service revenue	code	Amount	code	Amount	function income
a	_				
b					
C	_				
d	_				
e					
Fees and contracts from government agencies					
Membership dues and assessments					
interest on savings and temporary cash					
nvestments			14	27,002.	
Dividends and interest from securities			14	27,002. 1,135,801.	
Net rental income or (loss) from real estate					
a Debt-financed property	<u> </u>				<u> </u>
b Not debt-financed property			1		
Net rental income or (loss) from personal					
property	1				
Other investment income	 		14	28,580.	
Gain or (loss) from sales of assets other	 -		+	20,000	
			14	1,662,056.	
than inventory			+-*+		
Net income or (loss) from special events			+		
Gross profit or (loss) from sales of inventory					
Other revenue	1		1 1		
a	- 				
b			 		
c			+		
d	_				
e	_	0	-	2,853,439.	
Subtotal Add columns (b), (d), and (e)	<u> </u>		•		2,853,43
Total Add line 12, columns (b), (d), and (e)	_			13	2,033,43
e worksheet in line 13 instructions to verify calculations)				
art XVI-B Relationship of Activities	s to the Acco	mplishment of E	xempt	Purposes	
ne No. Explain below how each activity for which in	nome is reported in	column (a) of Part Y\/I	A contribut	ted importantly to the accomp	lichment of
			A Contribu	eu importantly to the accomp	Mannent of
the foundation's exempt purposes (other th	an by providing tank	13 101 3001 purposes/			
					
					
					
					
t .					

	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	VUE FOUN				47-56			ge 13
Part	KVII Information R Exempt Organ		nsfers To a	and Transactions a	and Relations	hips With Nonch	aritable	e	
1 Dic	i the organization directly or ind	irectly engage in an	y of the followin	g with any other organization	on described in sect	ion 501(c) of		Yes	No
the	Code (other than section 501(c	:)(3) organizations)	or in section 52	7, relating to political organ	nizations?				
a Tra	insfers from the reporting found	lation to a nonchari	table exempt or	ganization of			Ĭ		
(1)	Cash					-	1a(1)		X
(2)	Other assets						1a(2)		X
b Ott	er transactions								
(1)	Sales of assets to a noncharita	able exempt organiz	ation				1b(1)		_X_
(2)	Purchases of assets from a no	onchantable exempt	organization				1b(2)	<u> </u>	X
(3)	Rental of facilities, equipment,	or other assets					1b(3)		X
(4)	Reimbursement arrangements	3					1b(4)		X
	Loans or loan guarantees						1b(5)		X
	Performance of services or me						1b(6)		X
	aring of facilities, equipment, ma	-					1c		X
	he answer to any of the above is	•	~		•	~	-	sets,	
	services given by the reporting t			ed less than fair market valu	ie in any transaction	or sharing arrangement	, show in	•	
	umn (d) the value of the goods, (b) Amount involved			e exempt organization	(4) 0				
(a) Line r	o (u) Amount mvoived	(C) Name	N/A	exempt organization	(u) Description	of transfers, transactions, ar	nd shanng ar	rangeme	nts
		 	N/A						
		 							
	 	 			 	· 			
	 	 							
		 							
		 			<u> </u>				
		 				-			
		 							
		 			T				
			<u> </u>						
ın	the foundation directly or indirect section 501(c) of the Code (othe Yes," complete the following sch	er than section 501(zations described		Yes	X] No
	(a) Name of or			(b) Type of organization		(c) Description of relation	nship		
	N/A			<u> </u>					
									
	,A			<u></u>	<u> </u>				
۵.	Under penalties of perjury, I declare and belief it is true, correct, and co					a baa aass baassalaalaa	May the IRS	discuss 1	this
Sign	1 Lands. 1	` X	, , ,	ورا بران ا		Š	hown below		
Here	Supporture of officers			11114 117	TREASU	JKEK	X Yes	: L_	No
	Signature of officer or truste		Dranara-la -	Date	Title	Check f PTII			
	Print/Type preparer's n	arrie	Preparer's s	ignature 	Date	Check if PTII self- employed	V		
Paid	NANCY L. N	MUDI Y DULA	Van	Munaty	11/13/17		00077	20 <i>6</i>	
Prep			<u> </u>	CO. LLP	111/13/1/	Firm's EIN ▶ 94-	00077 13410		
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Form **990-PF** (2016)

Phone no (650) 845-8100

Use Only

Firm's address ► 1801 PAGE MILL ROAD

PALO ALTO, CA 94304

47-5614070

Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (c) Date acquired (mo , day, yr) (a) List and describe the kind(s) of property sold, e.g., real estate, (d) Date sold (mo, day, yr) 2-story brick warehouse, or common stock, 200 shs MLC Co P 1a ROCKWOOD FUND VI b ROCKWOOD FUND VII P P c ROCKWOOD FUND VIII P d BERNSTEIN - SEE ATTACHED e BERNSTEIN - CAP GAIN DISTRIBUTION P P f BESSEMER - CAP GAIN DISTRIBUTION g BESSEMER - SEE ATTACHED P h BESSEMER - SEE ATTACHED P P BRCP REIT LLC II P BERNSTEIN EMERGING MARKETS VALUE DBT k B OF A COUNTRYWIDE SETTLEMENT P | SPRINT/NEXTEL SETTLEMENT P m FANNIE MAE SETTLEMENT P n 0 (h) Gain or (loss) (f) Depreciation allowed (g) Cost or other basis (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 78,920 78,920. а 54,118. 54,118. b 193,857. 193,857. 14,136,387. 13,132,824. 1,003,563. d 85,539. 85,539. 40,187. 40,187. 388,299. 392,915. <4,616.>g 1,017,668. 1,059,673. $\overline{<42,005.}>$ h 273,025. 273,025. 296,980. 317,566. <20,586.> 24. 24. 4. 4. ١ 26. 26. m n 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col (h)) Gains (excess of col (h) gain over col (k), (j) Adjusted basis (k) Excess of col (i) (i) F M V as of 12/31/69 but not less than "-0-") as of 12/31/69 over col (j), if any 78,920. a 54,118. b 193,857. C 1,003,563. d 85,539. е 40,187. <4,616.><42,005.> 273,025. <20,586.> 24. 4. 26. m n 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 1,662,056. 2 Capital gain net income or (net capital loss) 2 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 N/A

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service **Schedule of Contributors**

➤ Attach to Form 990, Form 990-EZ, or Form 990-PF.

Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2016

Name of the organization

BELLEVUE FOUNDATION

Employer identification number

47-5614070

Organiza	tion type (check or	e):
Filers of:		Section:
Form 990	or 990-EZ	501(c)() (enter number) organization
		4947(a)(1) nonexempt charitable trust not treated as a private foundation
		527 political organization
Form 990)-PF	X 501(c)(3) exempt private foundation
		4947(a)(1) nonexempt charitable trust treated as a private foundation
		501(c)(3) taxable private foundation
Note: Or General	ly a section 501(c)(Rule For an organization	covered by the General Rule or a Special Rule . 7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions. filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.
Special l		one contributor. Complete Farto farto in coco moractione for cocommunity a contributor of cocar contributors.
	For an organization sections 509(a)(1) a any one contributo	described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from r, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, line 1. Complete Parts I and II.
	year, total contribu	described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the tions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for ruelty to children or animals. Complete Parts I, II, and III.
	year, contributions is checked, enter h purpose. Don't cor	described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box ere the total contributions that were received during the year for an exclusively religious, charitable, etc., inplete any of the parts unless the General Rule applies to this organization because it received nonexclusively etc., contributions totaling \$5,000 or more during the year
but it mi	ıst answer "No" on	at isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to ne filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

Employer identification number

BELLEVUE FOUNDATION

47-5614070

Part I	Contributors (See instructions). Use duplicate copies of Part I if additional	al space is needed.	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LAURA P BECHTEL CHARITABLE UNITRUST I 3697 MT DIABLO BOULEVARD, SUITE 205 LAFAYETTE, CA 94549	\$ <u>114,549.</u>	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	LAKESIDE FOUNDATION 3697 MT DIABLO BOULEVARD, SUITE 205 LAFAYETTE, CA 94549	\$ 51,461,747.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	LLAGAS FOUNDATION 25 HIGHLAND PARK VILLAGE DALLAS, TX 75205	\$ 4,214,272.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	·	\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)

Employer identification number

BELLEVUE FOUNDATION

47-5614070

Part II	Noncash Property (See instructions). Use duplicate copies of Pa	art II if additional space is needed.		
(a) No. from Part I	(b) Description of noncash property given (See instruction)		(d) Date received	
		\$		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received	
-		\$		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received	
_				
		\$		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received	
		<u> </u>		

Schedule B (Fo	rm 990,	990-EZ,	or 990-F	2F) ((2016)
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Page 4

	UE FOUNDATION	hutland to againstions described in an	47-5614070				
rt III	the year from any one contributor. Complete co	plumns (a) through (e) and the following li	ction 501(c)(7), (8), or (10) that total more than \$1,000 fine entry. For organizations				
	completing Part III, enter the total of exclusively religious Use duplicate copies of Part III if additiona	chantable, etc., contributions of \$1,000 or less for	or the year (Enter this info once)				
No.							
om irt l	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held				
]							
1.							
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-		(e) Transfer of gift					
Ì	Transferee's name, address, an	d 7ID ± 4	Relationship of transferor to transferee				
	Transferee S flame, address, an	U ZIF T T	relationship of transferor to transferee				
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No.	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held				
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	(e) Transfer of gift						
-	Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee						
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No. om	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held				
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	(e) Transfer of gift						
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	Transferee's name, address, an	d ZIP + 4	Relationship of transferor to transferee				
			Treatment to transfer to				
-			Trotationship of transferor to transferoe				
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			Triculationship of transferor to transferee				
No.	(b) Purpose of gift						
No.	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held				
om	(b) Purpose of gift						
om	(b) Purpose of gift						
om	(b) Purpose of gift						
om	(b) Purpose of gift						
om		(c) Use of gift (e) Transfer of gift					
om	(b) Purpose of gift Transferee's name, address, an	(c) Use of gift (e) Transfer of gift					
om [(c) Use of gift (e) Transfer of gift	(d) Description of how gift is held				

FORM 990-PF INTERE	ST ON SAVING	S AND TEMPOR	ARY CASH	INVESTMENTS	STATEMENT 1
SOURCE		(A) REVENUE PER BOOK		(B) INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BERNSTEIN #036-9819	6	4	43.	443.	
BERNSTEIN EMERGING	MARKETS		35.	35.	
BESSEMER #8M9209			77.	77.	
BESSEMER #8M9245		30,8	312.	30,812.	
BESSEMER #8M9245 -	MARKET	1	0.1	101	
DISCOUNT BESSEMER #8M9245 -	OTD		.81. 200.	181. 1,200.	
BESSEMER - BOND AMO			.00. 059.>	<3,059.>	
BESSEMER - PURCHASE			87.>	<2,687.>	
TOTAL TO PART I, LI	NE 3	27,0	002.	27,002.	
FORM 990-PF	DIVIDENDS	AND INTEREST	FROM SEC	URITIES	STATEMENT 2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOK	(B) NET INVES S MENT INCO	
BERNSTEIN DIVIDEND #036-98196 BERNSTEIN DIVIDEND	818.	0.	81	8. 81	8.
#888-95363 BERNSTEIN EMERGING	1,017,262.	0.	1,017,26	2. 1,017,26	2.
MARKETS	59,548.	0.	59,54	8. 59,54	8.
BESSEMER #8M9209	34,040.	0.	34,04		
ROCKWOOD FUND VI	3,617.	0.	3,61		
ROCKWOOD FUND VII	- /				
	906.	0.	90		6.
ROCKWOOD FUND VIII		0. 0.	900 19,61		

FORM 990-PF	OTHER I	NCOME	s	TATEMENT	3
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTE NET INCO	
BERNSTEIN EMERGING MARKETS		2,234.	2,234.		
ROCKWOOD FUND V RENTAL REAL F	ESATE	∠1 7 21 \$	<u> </u>		
LOSS RCP FUND XI - ORD INC.		<1,721.> <214.>			
OTHER INCOME/LOSS		28,281.	28,281.		
TOTAL TO FORM 990-PF, PART I,		28,580.	28,580.		
FORM 990-PF	LEGAL	FEES	s	TATEMENT	4
					
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITA PURPOS	
LEGAL FEES	25,015.	25,015.	,	·	0.
TO FM 990-PF, PG 1, LN 16A	25,015.	25,015.			0.
FORM 990-PF	ACCOUNTI	NG FEES	S	TATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITA PURPOS	
TAX PREPARATION/ACCOUNTING FEES	64,975.	32,488			0.

FORM 990-PF (OTHER PROFES	SIONAL FEES	S:	PATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES OTHER PROF FEES	13,115. 60.	13,115.		0.
TO FORM 990-PF, PG 1, LN 16C	13,175.	13,175.		0.
FORM 990-PF	TAX	ES	S	PATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES FOREIGN TAX - BERNSTEIN FOREIGN TAXES - BESSEMER FOREIGN TAXES - FROM K-1S	27,233. 8,447. 704. 8,289.	704.		0.00.00.00.00.00.00.00.00.00.00.00.00.0
TO FORM 990-PF, PG 1, LN 18	44,673.	17,440.		0.
FORM 990-PF	OTHER E	XPENSES	S	PATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
K-1 PORT DED BOOK ADJUSTMENT	42,033. 21,894.	42,033.		0.
TO FORM 990-PF, PG 1, LN 23	63,927.	42,033.		0.
	FOOTN	OTES	S'	PATEMENT S

	 -
BELLEVUE FOUNDATION	47-5614070
LAKESIDE FOUNDATION (FEIN 94-6066229) TRANSFERRED THE FOLLOWING ASSETS TO BELLEVUE FOUNDATION (47-5614070) IN JAN FEB. 2016: CASH BERNSTEIN/BESSEMER EQUITIES & FUNDS BESSEMER HEDGE FUND BERNSTEIN/BESSEMER BONDS BRCP REIT I LLC BRCP REIT II LLC	611,807. 35,236,177. 524,215. 14,249,829. 67,014. 772,705.
TOTAL	51,461,747.
LLAGAS FOUNDATION (94-2678807) DISTRIBUTED ALL REMAINING ASSETS TO BELLEVUE FOUNDATION IN A MERGER ON 1/4/16	
EQUITY FIXED INCOME TOTAL DYNAMIC ASSET ALLOCATION OVERLAY CASH ACCRUED DIVIDENDS	1,784,798. 1,130,362. 1,277,926. 18,803. 2,383.

TOTAL

4,214,272.

FORM 990-PF OTHER DECREASES	S IN NET ASSETS OR F	UND BALANCES	STATEMENT 10
DESCRIPTION			TNUOMA
UNREALIZED GAIN/LOSS UNREALIZED GAIN ON ASSETS RECI	EIVED FROM LLAGAS AN	ND LAKESIDE	428,356. 2,729,334.
TOTAL TO FORM 990-PF, PART III	I, LINE 5		3,157,690.
FORM 990-PF	CORPORATE STOCK		STATEMENT 11
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS - SEE STATEM	ENT	33,412,805.	36,937,552.
TOTAL TO FORM 990-PF, PART II,	, LINE 10B	33,412,805.	36,937,552.
FORM 990-PF	CORPORATE BONDS		STATEMENT 12
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE STATEMEN	NT	16,229,266.	16,320,422.
TOTAL TO FORM 990-PF, PART II,	, LINE 10C	16,229,266.	16,320,422.
FORM 990-PF	OTHER INVESTMENTS		STATEMENT 13
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BRCP REIT, LLC I BRCP REIT, LLC II	FMV FMV FMV	31. 488,879.	31. 488,879.
ROCKWOOD CAPITAL REAL ESTATE PARTNERS FUND V, L.P.		25,367.	25,367.
ROCKWOOD CAPITAL REAL ESTATE PARTNERS FUND VI, L.P. POCKWOOD CAPITAL REAL ESTATE	FMV	52,912.	52,912.
ROCKWOOD CAPITAL REAL ESTATE PARTNERS FUND VII, L.P. ROCKWOOD CAPITAL REAL ESTATE	FMV FMV	518,627.	518,627.
PARTNERS FUND VIII, L.P. RCP FUND XI	FMV	125,514. <413.>	125,514. <413.

BELLEVUE FOUNDATION			4	7-5614070
EMERGING MARKET FUND	FMV	1,969,05	1,969,055.	
TOTAL TO FORM 990-PF, PART II, LI	NE 13	3,179,97	3,	179,972.
FORM 990-PF PART VIII - LIST TRUSTEES AND	I OF OFFICERS, D FOUNDATION MANA		STATI	EMENT 14
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-	EMPLOYEE BEN PLAN CONTRIB	
PAUL L. DAVIES III 25 HIGHLAND PARK VILLAGE, SUITE 100-862 DALLAS, TX 75205	PRESIDENT & DI	RECTOR 0.	0.	0.
PILAR H. DAVIES 25 HIGHLAND PARK VILLAGE, SUITE 100-862 DALLAS, TX 75205	VP, SECRETARY 0.00	& DIRECTOR 0.	0.	0.
ROBERT H. DAVIES 25 HIGHLAND PARK VILLAGE, SUITE 100-862 DALLAS, TX 75205	DIRECTOR 0.00	0.	0.	0.
NATALIE L. DAVIES 25 HIGHLAND PARK VILLAGE, SUITE 100-862 DALLAS, TX 75205	DIRECTOR 0.00	0.	0.	0.
TYLER S. DAVIES 25 HIGHLAND PARK VILLAGE, SUITE 100-862 DALLAS, TX 75205	DIRECTOR 0.00	0.	0.	0.
ANDREW E. ZEISLER 3697 MT DIABLO BLVD, SUITE 205 LAFAYETTE, CA 94549	TREASURER 0.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.

0.

0.

15

FORM 990-PF

OFFICERS, DIRECTORS, TRUSTEES AND FOUNDATION MANAGERS COMPENSATION EXPLANATION PART VIII, LINE 1

STATEMENT

PERSON'S NAME

ALL FOUNDATION OFFICERS

COMPENSATION EXPLANATION

ALL FOUNDATION OFFICERS VOLUNTEER THEIR TIME ON AN AS NEEDED BASIS AS IT RELATES TO FOUNDATION MATTERS AND CHOOSE NOT TO BE COMPENSATED FOR THEIR SERVICES.