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EXTENDED TO NOVEMBER 15, 2017
Return of Private Foundation

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

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

2016

Open to Public Inspection

For calendar year **2016** or tax year beginning _____, and ending _____

Name of foundation

LESLIE FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

738 WESTRIDGE DRIVE

A Employer identification number

68-0474709

B Telephone number
(650) 561-1227

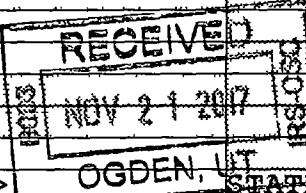
G Check all that apply Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year **J Accounting method** Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____
► \$ **33,072,917.** (Part I, column (d) must be on cash basis)

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

		(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	1,026,484.		N/A	
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	588,075.	588,075.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	2,025,840.			
	7 Capital gain net income (from Part IV, line 2)		2,025,840.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<139,001.	<139,001.		
	12 Total. Add lines 1 through 11	3,501,398.	2,474,914.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	37,002.	0.	37,002.
	c Other professional fees	STMT 4	83,179.	74,389.	8,790.
	17 Interest				
	18 Taxes	STMT 5	38,621.	0.	360.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6	32,867.	29,392.	3,475.
	24 Total operating and administrative expenses. Add lines 13 through 23		191,669.	103,781.	49,627.
	25 Contributions, gifts, grants paid		1,616,000.		1,616,000.
	26 Total expenses and disbursements. Add lines 24 and 25		1,807,669.	103,781.	1,665,627.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)			N/A	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		4.	4.
	2	Savings and temporary cash investments	1,960,570.	243,376.	243,376.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		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			
	b	Investments - corporate stock	STMT 7	14,444,098.	18,978,332.
	c	Investments - corporate bonds	STMT 8	3,695,950.	8,278,878.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 9	11,724,013.	4,848,507.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)	STATEMENT 10)	194,857.	723,820.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		32,019,488.	33,072,917.
Liabilities	17	Accounts payable and accrued expenses		820,000.	775,000.
	18	Grants payable		679,016.	2,349,406.
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		1,499,016.	3,124,406.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		0.	0.
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		30,520,472.	29,948,511.
	30	Total net assets or fund balances		30,520,472.	29,948,511.
	31	Total liabilities and net assets/fund balances		32,019,488.	33,072,917.

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	30,520,472.
2	Enter amount from Part I, line 27a	2	1,693,729.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	32,214,201.
5	Decreases not included in line 2 (itemize) ► NET BOOK/TAX DIFFERENCES	5	2,265,690.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,948,511.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a					
b	SEE ATTACHED STATEMENTS				
c					
d					
e	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	22,843,423.		20,817,583.	2,025,840.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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					
b					
c					
d					
e				2,025,840.	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	2,025,840.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,687,998.	33,685,653.	.050110
2014	1,685,288.	33,715,756.	.049985
2013	1,521,712.	30,459,401.	.049959
2012	1,330,997.	26,679,998.	.049887
2011	1,221,052.	24,482,872.	.049874

2 Total of line 1, column (d)

2 .249815

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 .049963

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5

4 32,745,753.

5 Multiply line 4 by line 3

5 1,636,076.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 23,711.

7 Add lines 5 and 6

7 1,659,787.

8 Enter qualifying distributions from Part XII, line 4

8 1,665,627.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments.

a 2016 estimated tax payments and 2015 overpayment credited to 2016

6a 27,315.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 8,000.

d Backup withholding erroneously withheld

6d

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2017 estimated tax ►

11,604. | Refunded ►

Part 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 in any political campaign?

Yes

No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1a

X

c Did the foundation file Form 1120-POL for this year?

1b

X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

1c

X

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, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3

X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

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

N/A

• By language in the governing instrument, or

6

X

• 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*

7

X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

WA, CA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*

8b

X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► DARRIN MARTIN Located at ► 770 WESTRIDGE DRIVE, PORTOLA VALLEY, CA	Telephone no ► (650) 561-1227	ZIP+4 ► 94028
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16 At any time during calendar year 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes No X

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

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

	Yes	No
a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	►
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?	1b	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	1c	
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? If "Yes," list the years ►	<input type="checkbox"/> Yes	X No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X 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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	X
	4b	X

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

5a During the year did the foundation pay or incur any amount to

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

N/A



5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes No

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

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

 Yes No

6b



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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

7b

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

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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



0

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

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

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

►

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	
3	
All other program-related investments. See instructions	
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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a Average monthly fair market value of securities	1a	33,244,419.
b Average of monthly cash balances	1b	
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	33,244,419.
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	33,244,419.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	498,666.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	32,745,753.
6 Minimum investment return. Enter 5% of line 5	6	1,637,288.

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	1,637,288.
2a Tax on investment income for 2016 from Part VI, line 5	2a	23,711.
b Income tax for 2016 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	23,711.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,613,577.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,613,577.
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	1,613,577.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	1,665,627.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	1,665,627.
b Cash distribution test (attach the required schedule)	5	23,711.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	1,641,916.
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		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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				1,613,577.
2 Undistributed income, if any, as of the end of 2016			0.	
a Enter amount for 2015 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2016				
a From 2011	6,662.			
b From 2012	25,326.			
c From 2013	19,954.			
d From 2014	38,047.			
e From 2015	18,070.			
f Total of lines 3a through e	108,059.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 1,665,627.			0.	
a Applied to 2015, but not more than line 2a				
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				1,613,577.
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.		
6 Enter the net total of each column as indicated below:	160,109.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	6,662.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	153,447.			
10 Analysis of line 9				
a Excess from 2012	25,326.			
b Excess from 2013	19,954.			
c Excess from 2014	38,047.			
d Excess from 2015	18,070.			
e Excess from 2016	52,050.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ►
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 12

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

NONE

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

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

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

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

6 Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT	NONE	PUBLIC CHARITIES	SEE ATTACHED STATEMENT	1,616,000.
Total			► 3a	1,616,000.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	
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	588,075.
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	900000			14	<139,001.>
8 Gain or (loss) from sales of assets other than inventory				18	2,025,840.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)			0.		2,474,914.
13 Total. Add line 12, columns (b), (d), and (e)				13	2,474,914.
(See worksheet in line 12 instructions to verify calculations.)					

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)
N/A	

Name of organization

Employer identification number

LESLIE FAMILY FOUNDATION

68-0474709

Part I **Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE LESLIE 2005 LEAD ANNUITY TRUST 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	\$ 1,026,484.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
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			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

LESLIE FAMILY FOUNDATION

68-0474709

Part II Noncash Property (See instructions). Use duplicate copies of Part II if additional space is needed.

(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
		\$ _____	_____
(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
		\$ _____	_____

Name of organization

Employer identification number

LESLIE FAMILY FOUNDATION

68-0474709

Part III *Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ► \$ _____*
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I				(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I				(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I				(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

LESLIE FAMILY FOUNDATION (EIN: 68-0474709)

2016 990-PF

PART XV, LINE 3

2016 GRANTS PAID

Recipient	Address	Purpose	Amount
ALearn	3777 Stevens Creek Boulevard Suite 330 Santa Clara, CA 95051	General Support	25,000
American Diabetes Association	111 West St John Street, Suite 1150 San Jose, CA 95113	General Support	1,000
American Jewish World Service	45 West 36th Street, 11th Floor New York, NY 10018	General Support	25,000
Bay Area Cancer Connections	2335 El Camino Real Palo Alto, CA 94306	General Support	1,000
Bay Area Jewish Healing Center	2530 Taraval Street, Suite 202 San Francisco, CA 94116	General Support	500
Bend The Arc	330 7th Avenue, 19th Floor New York, NY 10001	General Support	500
B'nai B'rith Hillel	2736 Bancroft Way Berkeley, CA 94704	General Support	500
Boys and Girls Club of America	401 Pierce Road Menlo Park, CA 94025	General Support	2,000
Brady Center to Prevent Gun Violence	840 First Street, NE, Suite 400 Washington, DC 20002	General Support	2,500
Breck School	123 Ottawa Avenue North Golden Valley, MN 55422	General Support	250
Camp Ramah in Wisconsin	65 E Wacker Place, Suite 1200 Chicago, IL 60601	General Support	500
Camp Tawonga	131 Steuart Street, Suite 460 San Francisco, CA 94105	General Support	9,500
Camp Tawonga	131 Steuart Street, Suite 460 San Francisco, CA 94105	General Support	25,000
Center for Learning and Leadership	440 Park Avenue South 4th Floor New York, NY 10016	General Support	1,000
Challenge Success	P O Box 20053 Stanford, CA 94308	General Support	5,000
Colorado China Council	4556 Apple Way Boulder, CO 80301	General Support	3,000
Columbia Business School	33 West 60th Street, 7th Floor New York, NY 10023	General Support	5,000
Community Services Agency	Development Department 204 Stierlin Road Mountain View, CA 94043	General Support	2,000
Computer History Museum	1401 N Shoreline Blvd Mountain View, CA 94043	General Support	1,000
CongoVoice	2805 St. James Drive Belmont, CA 94002	General Support	1,000
Congregation Beth Am	26790 Arastradero Rd Los Altos Hills, CA 94022	General Support	500
Congregation Beth Jacob	1550 Alameda de las Pulgas, Redwood City, CA 94061	General Support	50,000
Congregation Etz Chayim	4161 Alma Street Palo Alto, CA 94306	General Support	500
Ecumenical Hunger Program	2411 Pulgas Avenue East Palo Alto, CA 94303	General Support	1,250
Education Pioneers	360 22nd Street, Suite 220 Oakland, CA 94612	General Support	50,000
Educators for Fair Consideration	c/o Community Initiatives 354 Pine Street, Suite 700 San Francisco, CA 94104	General Support	40,000
Equal Justice Initiative	122 Commerce St. Montgomery, Alabama 36104	General Support	1,000
Exponent Philanthropy	P O Box 65607 Washington, DC 20035-5607	General Support	500
Fistula Foundation	1922 The Alameda, Suite 302 San Jose, CA 95126	General Support	3,000
Fools Fury Theater	901 Mission Street, Suite 306 San Francisco, CA 94103	General Support	500
Foundation for Jewish Camp	253 West 35th Street, 4th Floor New York, NY 10001	General Support	2,000
Friends of Reut	8383 Wilshire Boulevard Suite 400 Beverly Hills, CA 90211	General Support	1,000
Friendship Circle	3921 Fabian Way Palo Alto, CA 94303	General Support	500
Full Circle Farm	1055 Dunford Way Sunnyvale, CA 94087	General Support	500
Generations United	P O Box 5131 Redwood City, CA 94063	General Support	500
Gideon Hausner Jewish Day School	450 San Antonio Road Palo Alto, CA 94306	General Support	174,000
Girls Leadership Institute	111 Myrtle Street, Suite 101 Oakland, CA 94607	General Support	1,000
Give Directly	Church Street Station P O Box 3221 New York, NY 10008	General Support	1,875
Greene Scholars	P O Box 6393 Santa Clara, CA 95056	General Support	30,000
Harvard Business School	Development Operations Teele Hall 230 Western Ave	General Support	4,000
Hazon	125 Maiden Lane, Suite 8B New York, NY 10038	General Support	1,500
Hillel Foundation at Stanford	565 Mayfield Ave Stanford, CA 94305	General Support	500
Human Investment Project	800 S Claremont St., Suite 210 San Mateo, CA 94402	General Support	1,000
Jewish Coalition for Disaster Relief	P O Box 4124 New York, NY 10163	General Support	30,000
Jewish Community Federation	121 Steuart Street San Francisco, CA 94105	General Support	35,000
Jewish Community Federation Teen Center	S Peninsula Jewish Teen Foundation 121 Steuart Street San Francisco, CA 94105	General Support	500
Jewish Community Federation-WA	Women's Philanthropy 121 Steuart Street San Francisco, CA 94105	General Support	8,000
Jewish Family and Children's Services	The Miriam Schultz Grunfeld Building 2150 Post Street P O Box 159004	General Support	2,500
Jewish Study Network	3921 Fabian Way Palo Alto, CA 94303	General Support	1,000
JobTrain Incorporated	1200 O'Brien Drive Menlo Park, California 94025	General Support	25,000
John W. Gardner Center	for Youth and Their Communities Stanford University School of Education 365 Lasuen Street	General Support	500
Jose Valdes Math Institute Foundation	P O Box 26484 San Jose, CA 95159	General Support	20,000
Junior Achievement of Northern California	3003 Oak Road, Suite 109 Walnut Creek, CA 94597	General Support	10,000
Kara	457 Kingsley Avenue Palo Alto, CA 94301	General Support	500
Kidpower	P O Box 1212 Santa Cruz, CA 95061	General Support	500
KQED, 88.5 FM Radio	2601 Mariposa Street San Francisco, CA 94110	General Support	1,000
Lava Mae	3543 18th St #24 San Francisco, CA 94110	General Support	2,500
Level Playing Field Institute	2148 Broadway Oakland, CA 94612	General Support	30,000

LESLIE FAMILY FOUNDATION (EIN: 68-0474709)

2016 990-PF

PART XV, LINE 3

2016 GRANTS PAID

Recipient	Address	Purpose	Amount
LifeMoves	260 Commercial St. San Jose, CA 95112	General Support	2,500
Living Classroom	P O Box 3501 Los Altos, CA 94024	General Support	1,000
Magen David Adom in Israel	6505 Wilshire Blvd , Suite 450 Los Angeles, CA 90048	General Support	1,000
Mazon A Jewish Response to Hunger	10495 Santa Monica Boulevard, #100 Los Angeles, CA 90025	General Support	1,500
Menlo Park-Atherton Education Foundation	P O Box 584 Menlo Park, CA 94026	General Support	8,500
Michael's Mission	24 Johnson Place Rye, NY 10580	General Support	1,000
Mountain Play	1556 Fourth Street, Suite B San Rafael, CA 94901	General Support	1,000
NatureBridge	28 Geary Street, Suite 650 San Francisco, CA 94108	General Support	500
New York University	Office of Gift Administration P O Box 6706 Hagerstown, MD 21741	General Support	5,000
Okizu Foundation	16 Digital Drne, Suite 130 Novato, CA 94949	General Support	500
Opportunity Fund	111 West St. John Street, Suite 1150 San Jose, CA 95113	General Support	200,000
Oshman Family Jewish Community Center	3921 Fabian Way Palo Alto, CA 94303	General Support	520,000
Peninsula Humane Society	12 Airport Boulevard San Mateo, CA 94401	General Support	1,000
Pie Ranch	P O Box 363 Pescadero, CA 94060	General Support	1,000
Planned Parenthood	1691 The Alameda San Jose, CA 95126	General Support	1,500
Portola Valley School Foundation	4575 Alpine Road Portola Valley, CA 94028	General Support	1,000
Positive Resource Center	785 Market Street, 10th Floor San Francisco, CA 94103	General Support	1,000
POST	222 High Street, Palo Alto, CA 94301	General Support	100,000
Prader-Willi Syndrome Association	8588 Potter Park Drive, Suite 500 Sarasota, Florida, 34238	General Support	500
Ravenswood Education Foundation	P O Box 396 Menlo Park, CA 94026	General Support	5,500
Ravenswood Family Health Center	1885 Bay Road East Palo Alto, CA 94303	General Support	500
Reboot	44 West 28th Street, 8th Floor New York, NY 10001	General Support	1,250
Redwood City Education Foundation	P O Box 3046 Redwood City, CA 94064	General Support	1,500
Redwood City Girls Softball League	P O Box 717 Redwood City, CA 94064	General Support	500
Samaritan House	4031 Pacific Blvd. San Mateo, CA 94403	General Support	1,000
Samaritan House	4031 Pacific Blvd. San Mateo, CA 94403	General Support	1,875
San Francisco Symphony	Davies Symphony Hall 201 Van Ness Avenue San Francisco, CA 94102	General Support	750
Science is Elementary	650 Rosewood Court Los Altos, CA 94024	General Support	20,000
Second Harvest Food Bank	4001 North First Street San Jose, CA 95134	General Support	2,500
Sierra Club Foundation	2530 San Pablo Ave , Suite 1 Berkeley, CA 94702	General Support	250
Sojourn to the Past	10 Rollins Road, Room 101 Millbrae, CA 94030	General Support	500
Special Operations Warrior Foundation	P O Box 89367 Tampa, FL 33689	General Support	1,000
St. Francis Center	151 Buckingham Ave Redwood City, CA 94603	General Support	2,500
Stanford Graduate School of Business	Center for Entrepreneurial Studies 655 Knight Way Stanford, CA 94305	General Support	5,000
Stanford Graduate School of Education	Teacher Ed Program 485 Lasuen Mall Stanford, CA 94305-3009	General Support	500
Stanford Jazz Workshop	P O Box 20454 Stanford, CA 94309	General Support	1,500
Surmang Foundation	5963 Brandywine Court Boulder, CO 80301	General Support	1,000
The Life You Can Save	10540 NE Morning Lane Bainbridge Island, WA 98110	General Support	500
The OpEd Project	175 Varick Street New York, NY 10014	General Support	500
The Trust for Hidden Villa	26870 Moody Road Los Altos Hills, CA 94022-4209	General Support	1,500
Trust for Conservation Innovation	Kitchen Table Advisors 405 14th Street, Suite 164 Oakland, CA 94612	General Support	3,000
Trust for Conservation Innovation	Kitchen Table Advisors 405 14th Street, Suite 164 Oakland, CA 94612	General Support	25,000
UpStart Bay Area	560 Mission Street, Suite 1395 San Francisco, CA 94105	General Support	500
UpStart Bay Area	560 Mission Street, Suite 1395 San Francisco, CA 94105	General Support	25,000
Urban Adamah	1151 Sixth Street Berkely, CA 94710	General Support	5,000
VA Palo Alto Health Care System	Fisher House of Palo Alto 3801 Miranda Ave Palo Alto, CA 94304	General Support	2,000
V-Day	4104 24th Street #4515 San Francisco, CA 94114	General Support	500
Washington U Physical Therapy Program	Physical Therapy Program Campus Box 1082 One Brookings Drive	General Support	500
Wilderness Torah	2095 Rose Street, Suite 202 Berkeley, CA 94709	General Support	2,000
Wilderness Torah	2095 Rose Street, Suite 202 Berkeley, CA 94709	General Support	10,000
		Total Contributions	1,616,000

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	FROM K-1 - BURGUNDY FUNDS DST	P	VARIOUS	VARIOUS
b	FROM K-1 - THE COLCHESTER INTERNATIONAL BOND FUND	P	VARIOUS	VARIOUS
c	FROM K-1 - STANDARD GENERAL OFFSHORE	P	VARIOUS	VARIOUS
d	FROM K-1 - NV PARTNERS IV LP	P	VARIOUS	VARIOUS
e	FROM K-1 - RGI IW-CAYMAN LP	P	VARIOUS	VARIOUS
f	FROM K-1 - REDWOOD GROVE INTERNATIONAL LP	P	VARIOUS	VARIOUS
g	FROM K-1 - BURGUNDY FUNDS DST	P	VARIOUS	VARIOUS
h	FROM K-1 - RGI USRE INVESTMENTS, LP	P	VARIOUS	VARIOUS
i	VARDEN PACIFIC OPPORTUNITY OFFSHORE FUND I	P	VARIOUS	VARIOUS
j	FROM K-1 - RGI ALTERNATE	P	VARIOUS	VARIOUS
k	WHIPPOORWILL OFFSHORE DISTRESSED OPPORTUNITY FUND	P	VARIOUS	VARIOUS
l	FROM K-1 - TIGER VERDA	P	VARIOUS	VARIOUS
m	FROM K-1 - BURGUNDY FUNDS DST	P	VARIOUS	VARIOUS
n	FROM K-1 - INDUS SELECT FUND, LTD	P	VARIOUS	VARIOUS
o	FROM K-1 - MONEDA LATIN AMERICA SMALL FUND	P	VARIOUS	VARIOUS
	(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	7,392.			7,392.
b	<1,407.>			<1,407.>
c	52,417.			52,417.
d	<160,832.>			<160,832.>
e	<313.>			<313.>
f	4,194.			4,194.
g	386,388.			386,388.
h	27,086.			27,086.
i	34,784.			34,784.
j	22,245.			22,245.
k	76,442.	46,296.		30,146.
l	117,436.	116,301.		1,135.
m	1,209,378.	1,209,381.		<3.>
n	1,883,973.	2,000,000.		<116,027.>
o	784,583.	750,000.		34,583.
	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				7,392.
b				<1,407.>
c				52,417.
d				<160,832.>
e				<313.>
f				4,194.
g				386,388.
h				27,086.
i				34,784.
j				22,245.
k				30,146.
l				1,135.
m				<3.>
n				<116,027.>
o				34,583.
	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	
	3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 } 3			3

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 FROM K-1 - SPC CORE			P	VARIOUS	VARIOUS
b FROM K-1 - TRICADIA CREDIT STRATEGIES			P	VARIOUS	VARIOUS
c FROM K-1 - WHITEBOX			P	VARIOUS	VARIOUS
d FROM K-1 - CSFB PRIVATE EQUITY PARTNERS III			P	VARIOUS	VARIOUS
e FROM K-1 - THE COLCHESTER COMBINED GLOBAL AND LOC			P	VARIOUS	VARIOUS
f PUBLICLY TRADED SECURITIES			P	VARIOUS	VARIOUS
g PUBLICLY TRADED SECURITIES			P	VARIOUS	VARIOUS
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,674,560.		1,550,000.	124,560.		
b 1,556,668.		1,500,000.	56,668.		
c 1,861,128.		1,500,000.	361,128.		
d 117,879.		131,652.	<13,773.>		
e <7,834.>			<7,834.>		
f 847,202.		865,160.	<17,958.>		
g 12,350,054.		11,148,793.	1,201,261.		
h					
i					
j					
k					
l					
m					
n					
o					
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), but not less than "-0-")		
(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			124,560.		
b			56,668.		
c			361,128.		
d			<13,773.>		
e			<7,834.>		
f			<17,958.>		
g			1,201,261.		
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }			2	2,025,840.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8			3	N/A	

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT

1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 -					
BURGUNDY FUNDS DST	9,697.	0.	9,697.	9,697.	
FROM K-1 - NV					
PARTNERS IV LP	1,460.	0.	1,460.	1,460.	
FROM K-1 - REDWOOD GROVE					
INTERNATIONAL LP	250.	0.	250.	250.	
FROM K-1 - RGI					
ALTERNATE	1,796.	0.	1,796.	1,796.	
FROM K-1 - RGI					
USRE INVESTMENTS, LP	170.	0.	170.	170.	
FROM K-1 - THE COLCHESTER					
COMBINED GLOBAL PORTFOLIO	21,739.	0.	21,739.	21,739.	
DIVIDENDS & CAPITAL GAIN	549,726.	0.	549,726.	549,726.	
VARDEN PACIFIC OPPORTUNITY FUND I LTD	3,237.	0.	3,237.	3,237.	
TO PART I, LINE 4	588,075.	0.	588,075.	588,075.	

FORM 990-PF

OTHER INCOME

STATEMENT

2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM BURGUNDY FUND DST	978.	978.	
OTHER INCOME FROM REDWOOD GROVE			
INTERNATIONAL LP	15,353.	15,353.	
OTHER INCOME FROM RGI ALTERNATE-1, LP	<10.>	<10.>	
OTHER INCOME FROM THE COLCHESTER			
COMBINED GLOBAL AND LOCAL MARKETS			
BOND FUND	<155,325.>	<155,325.>	
OTHER INCOME FROM NV PARTNERS IV LP	3.	3.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<139,001.>	<139,001.>	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES/AUDIT FEES	37,002.	0.		37,002.
TO FORM 990-PF, PG 1, LN 16B	37,002.	0.		37,002.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	74,389.	74,389.		0.
CONSULTANT FEES	8,790.	0.		8,790.
TO FORM 990-PF, PG 1, LN 16C	83,179.	74,389.		8,790.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSES AND PERMITS	360.	0.		360.
EXCISE TAXES	28,939.	0.		0.
PORTFOLIO FOREIGN TAXES WITHHELD	186.	0.		0.
FOREIGN TAXES WITHHELD FROM BURGUNDY FUND	36.	0.		0.
FOREIGN TAXES WITHHELD FROM THE COLCHESTER				
COMBINED GLOBAL AND LOCAL FOREIGN TAXES WITHHELD	388.	0.		0.
FROM WHIPPOORWILL	8,712.	0.		0.
TO FORM 990-PF, PG 1, LN 18	38,621.	0.		360.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	2,750.	0.		2,750.
DEDUCTIONS FROM GCM				
GROSVENOR PRIVATE EQUITY				
PARTNERS III, LP	746.	746.		0.
DEDUCTIONS FROM NV PARTNERS				
IV LP	18,012.	18,012.		0.
DEDUCTIONS FROM RGI				
IW-CAYMAN, LP	174.	174.		0.
DEDUCTIONS FROM REDWOOD				
GROVE INTERNATIONAL LP	335.	335.		0.
DEDUCTIONS FROM RGI				
ALTERNATE-1, LP	365.	365.		0.
REIMBURSED EXPENSES	681.	681.		0.
D&O INSURANCE	725.	0.		725.
DEDUCTIONS FROM BURGUNDY				
FUNDS DST	5,325.	5,325.		0.
DEDUCTIONS FROM RGI USRE				
INVESTMENTS, LP	615.	615.		0.
DEDUCTIONS FROM THE				
COLCHESTER COMBINED GLOBAL				
AND LOCAL MARKETS BOND FUND	3,139.	3,139.		0.
TO FORM 990-PF, PG 1, LN 23	32,867.	29,392.		3,475.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY FUSVX	8,052,969.	8,052,969.
FIDELITY FCPEX	1,329,504.	1,329,504.
INTL DEVELOP - FSIVX	7,403,797.	7,403,797.
INTL EMERGING - FEMKX	2,192,062.	2,192,062.
TOTAL TO FORM 990-PF, PART II, LINE 10B	18,978,332.	18,978,332.

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WHIPPOORWILL	175,960.	175,960.
FIDELITY FSITX	5,062,005.	5,062,005.
DOUBLELINE	1,652,018.	1,652,018.
FIDELITY FSIYX	1,388,895.	1,388,895.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,278,878.	8,278,878.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GCM GROSVENOR PRIVATE EQUITY PARTNERS III	FMV	0.	0.
FINTAN	FMV	29,842.	29,842.
NV PARTNERS IV LP	FMV	535,186.	535,186.
REDWOOD GROVE LP	FMV	269,931.	269,931.
VARDEN PACIFIC OPPORTUNITY	FMV	842,885.	842,885.
STANDARD GENERAL	FMV	881,579.	881,579.
INSOLVE GLOBAL CREDIT	FMV	1,438,020.	1,438,020.
PIMCO FOREIGN - PFODX	FMV	851,064.	851,064.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,848,507.	4,848,507.

FORM 990-PF

OTHER ASSETS

STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
TAX RECEIVABLE	12,820.	9,881.	9,881.
REDEMPTIONS RECEIVABLE	182,037.	713,939.	713,939.
TO FORM 990-PF, PART II, LINE 15	194,857.	723,820.	723,820.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARK LESLIE 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	CHAIRMAN 0.00	0.	0.	0.
DEBRA A. LESLIE 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	DIRECTOR 0.00	0.	0.	0.
SETH P. LESLIE 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	SECRETARY 0.00	0.	0.	0.
JOSHUA M. LESLIE 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	TREASURER 0.00	0.	0.	0.
SHARON LESLIE 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	DIRECTOR 0.00	0.	0.	0.
SARA LESLIE 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	DIRECTOR 0.00	0.	0.	0.
DARRIN MARTIN 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	PRESIDENT 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

MARK LESLIE
DEBRA A. LESLIE