Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

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

OMB No 1545-0052

**2016**

**Open to Public Inspection**

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

Name of foundation
PENNEY FAMILY FUND CO LEVENTHAL
KLINE MANAGEMENT INC

**A Employer identification number**
94-3314431

Number and street (or P O box number if mail is not delivered to street address) Room/suite
127 UNIVERSITY AVENUE

**B** Telephone number (see instructions)
(510) 841-4016

City or town, state or province, country, and ZIP or foreign postal code
BERKELEY, CA 94710

**C** If exemption application is pending, check here ▶ ☐

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

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

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

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

**I** Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 6,633,561

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

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

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

| | | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|---|
| Revenue | 1 | Contributions, gifts, grants, etc , received (attach schedule) | | | | |
| | 2 | Check ▶ ☑ if the foundation is **not** required to attach Sch B | | | | |
| | 3 | Interest on savings and temporary cash investments | 10 | 10 | | |
| | 4 | Dividends and interest from securities | 109,836 | 109,836 | | |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | -8,854 | | | |
| | b | Gross sales price for all assets on line 6a 2,653,617 | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 0 | | |
| | 8 | Net short-term capital gain | | | | |
| | 9 | Income modifications | | | | |
| | 10a | Gross sales less returns and allowances | | | | |
| | b | Less Cost of goods sold | | | | |
| | c | Gross profit or (loss) (attach schedule) | | | | |
| | 11 | Other income (attach schedule) | -2,571 | 3,281 | | |
| | 12 | **Total.** Add lines 1 through 11 | 98,421 | 113,127 | | |
| 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 (attach schedule) | | | | |
| | b | Accounting fees (attach schedule) | 6,016 | 3,008 | | 3,008 |
| | c | Other professional fees (attach schedule) | 122,250 | 58,251 | | 63,999 |
| | 17 | Interest | 51 | 51 | | 0 |
| | 18 | Taxes (attach schedule) (see instructions) | 4,379 | 4,379 | | 0 |
| | 19 | Depreciation (attach schedule) and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | 10,842 | 0 | | 10,842 |
| | 22 | Printing and publications | 257 | 0 | | 257 |
| | 23 | Other expenses (attach schedule) | 27,759 | 21,523 | | 6,233 |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 171,554 | 87,212 | | 84,339 |
| | 25 | Contributions, gifts, grants paid | 250,000 | | | 250,000 |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 421,554 | 87,212 | | 334,339 |
| | 27 | Subtract line 26 from line 12 | | | | |
| | a | **Excess of revenue over expenses and disbursements** | -323,133 | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 25,915 | | |
| | c | **Adjusted net income**(if negative, enter -0-) | | | | |

| Part II | Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions ) | Beginning of year (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|
| Assets 1 | Cash—non-interest-bearing | | | |
| 2 | Savings and temporary cash investments | 241,759 | 247,349 | 247,349 |
| 3 | Accounts receivable ▶ ___ Less allowance for doubtful accounts ▶ ___ | | | |
| 4 | Pledges receivable ▶ ___ Less allowance for doubtful accounts ▶ ___ | | | |
| 5 | Grants receivable | | | |
| 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| 7 | Other notes and loans receivable (attach schedule) ▶ ___ Less allowance for doubtful accounts ▶ ___ | | | |
| 8 | Inventories for sale or use | | | |
| 9 | Prepaid expenses and deferred charges | | | |
| 10a | Investments—U S and state government obligations (attach schedule) | 142,135 | 147,677 | 147,677 |
| b | Investments—corporate stock (attach schedule) | 5,089,320 | 4,984,946 | 4,984,946 |
| c | Investments—corporate bonds (attach schedule) | 796,584 | 784,276 | 784,276 |
| 11 | Investments—land, buildings, and equipment basis ▶ ___ Less accumulated depreciation (attach schedule) ▶ ___ | | | |
| 12 | Investments—mortgage loans | | | |
| 13 | Investments—other (attach schedule) | 547,046 | 469,313 | 469,313 |
| 14 | Land, buildings, and equipment basis ▶ ___ Less accumulated depreciation (attach schedule) ▶ ___ | | | |
| 15 | Other assets (describe ▶ ___ ) | | | |
| 16 | **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I) | 6,816,844 | 6,633,561 | 6,633,561 |
| Liabilities 17 | Accounts payable and accrued expenses | | | |
| 18 | Grants payable | | | |
| 19 | Deferred revenue | | | |
| 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| 21 | Mortgages and other notes payable (attach schedule) | | | |
| 22 | Other liabilities (describe ▶ ___ ) | | | |
| 23 | **Total liabilities**(add lines 17 through 22) | 0 | 0 | |
| Net Assets or Fund Balances | **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| 24 | Unrestricted | | | |
| 25 | Temporarily restricted | | | |
| 26 | Permanently restricted | | | |
| | **Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.** | | | |
| 27 | Capital stock, trust principal, or current funds | 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 | 6,816,844 | 6,633,561 | |
| 30 | **Total net assets or fund balances** (see instructions) | 6,816,844 | 6,633,561 | |
| 31 | **Total liabilities and net assets/fund balances** (see instructions) | 6,816,844 | 6,633,561 | |

## 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 | 6,816,844 |
| 2 | Enter amount from Part I, line 27a | 2 | -323,133 |
| 3 | Other increases not included in line 2 (itemize) ▶ ___ | 3 | 169,189 |
| 4 | Add lines 1, 2, and 3 | 4 | 6,662,900 |
| 5 | Decreases not included in line 2 (itemize) ▶ ___ | 5 | 29,339 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 6,633,561 |

## 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 ) |
|---|---|---|---|---|
| 1 a | PUBLICLY TRADED SECURITIES (LONG) | | | |
| b | PUBLICLY TRADED SECURITIES (SHORT) | | | |
| c | NORTH SKY CLEANTECH VENTURES, L P | P | | |
| 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 | 2,249,199 | | 2,230,019 | 19,180 |
| b | 404,418 | | 407,867 | -3,449 |
| c | | | | -24,569 |
| d | | | | |
| e | | | | |

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

| | (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h)) |
|---|---|---|---|---|
| a | | | | 19,180 |
| b | | | | -3,449 |
| c | | | | -24,569 |
| d | | | | |
| e | | | | |

| | | | |
|---|---|---|---|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | -8,838 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . | 3 | |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|---|---|---|
| 2015 | 375,008 | 7,027,568 | 0 053362 |
| 2014 | 372,363 | 7,115,349 | 0 052332 |
| 2013 | 379,379 | 6,969,599 | 0 054433 |
| 2012 | 378,508 | 6,764,162 | 0 055958 |
| 2011 | 378,106 | 7,181,460 | 0 052650 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) . . . . . | 2 | 0 268735 |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . | 3 | 0 053747 |
| 4 | Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 . . . . | 4 | 6,579,392 |
| 5 | Multiply line 4 by line 3 . . . . . | 5 | 353,623 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) . . . . | 6 | 259 |
| 7 | Add lines 5 and 6 . . . . . | 7 | 353,882 |
| 8 | Enter qualifying distributions from Part XII, line 4 , . . . . . | 8 | 334,339 |

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<br>Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)** | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | | 1 | 518 |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 2 | 0 |
| 3 | Add lines 1 and 2. | | 3 | 518 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 4 | 0 |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- | | 5 | 518 |
| 6 | Credits/Payments | | | |
| a | 2016 estimated tax payments and 2015 overpayment credited to 2016 | 6a 8,895 | | |
| b | Exempt foreign organizations—tax withheld at source | 6b | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d | Backup withholding erroneously withheld | 6d | | |
| 7 | Total credits and payments Add lines 6a through 6d. | | 7 | 8,895 |
| 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 | 8,377 |
| 11 | Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 8,377 | **Refunded** ▶ | 11 | 0 |

## Part VII-A Statements Regarding Activities

| | | Line | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | No |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? | 1b | | No |
| | *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | No |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0 | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0 | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities* | 2 | | No |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | No |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | No |
| 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? *If "Yes," attach the statement required by General Instruction T* | 5 | | No |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | Yes | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | Yes | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions)<br>▶CA | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation* | 8b | Yes | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | No |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* | 10 | | No |

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

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

Website address ▶N/A

14 The books are in care of ▶LEVENTHAL KLINE MANAGEMENT INC Telephone no ▶(510) 841-4123

Located at ▶127 UNIVERSITY AVENUE BERKELEY CA ZIP+4 ▶94710

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

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

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

| | | | | Yes | No |
|---|---|---|---|---|---|
| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | | | |
| 1a | During the year did the foundation (either directly or indirectly) | | | | |
| | **(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? | ☐ Yes ☑ No | | | |
| | **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | ☐ Yes ☑ No | | | |
| | **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? | ☐ Yes ☑ No | | | |
| | **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | ☑ Yes ☐ No | | | |
| | **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | ☐ Yes ☑ No | | | |
| | **(6)** Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). | ☐ Yes ☑ No | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | | 1b | | No |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? | | 1c | | No |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | | |
| a | At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? | ☐ Yes ☑ No | | | |
| | If "Yes," list the years ▶ 20____, 20____, 20____, 20____ | | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions ) | | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____ | | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | ☐ Yes ☑ No | | | |
| b | If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016 ).* | | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a | | No |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? | | 4b | | No |

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

| | | | | |
|---|---|---|---|---|
| **5a** | During the year did the foundation pay or incur any amount to | | | |
| | **(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No** | | | |
| | **(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No** | | | |
| | **(3)** Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No** | | | |
| | **(4)** Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ **Yes** ☑ **No** | | | |
| | **(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No** | | | |
| **b** | If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? | **5b** | | |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| **c** | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No** | | | |
| | *If "Yes," attach the statement required by Regulations section 53 4945–5(d)* | | | |
| **6a** | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No** | | | |
| **b** | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | **6b** | | **No** |
| | *If "Yes" to 6b, file Form 8870* | | | |
| **7a** | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No** | | | |
| **b** | If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | **7b** | | |

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

| **(a)** Name and address | Title, and average hours per week **(b)** devoted to position | **(c)** Compensation **(If not paid, enter -0-)** | **(d)** Contributions to employee benefit plans and deferred compensation | **(e)** Expense account, other allowances |
|---|---|---|---|---|
| See Additional Data Table | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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

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

| **(a)** Name and address of each person paid more than $50,000 | **(b)** Type of service | **(c)** Compensation |
|---|---|---|
| COMMON COUNSEL FOUNDATION<br>1624 FRANKLIN STREET 1022<br>OAKLAND, CA 94612 | MANAGEMENT AND OPERATIONAL SERVICES | 63,999 |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services. . . . . . . . . . . . . . . ▶ | | 0 |

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

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

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|---|---|
| 1 | |
| 2 | |
| All other program-related investments See instructions<br>3 | |
| **Total.** Add lines 1 through 3 . . . . . . . . . . . . . . . . . . . . . . . . . ▶ | 0 |

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

| | | | | |
|---|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes | | | |
| a | Average monthly fair market value of securities. | | 1a | 6,148,148 |
| b | Average of monthly cash balances. | | 1b | 62,125 |
| c | Fair market value of all other assets (see instructions). | | 1c | 469,313 |
| d | **Total** (add lines 1a, b, and c). | | 1d | 6,679,586 |
| 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 | 6,679,586 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | | 4 | 100,194 |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | | 5 | 6,579,392 |
| 6 | **Minimum investment return.** Enter 5% of line 5. | | 6 | 328,970 |

**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 | 328,970 |
| 2a | Tax on investment income for 2016 from Part VI, line 5. | 2a 518 | | |
| b | Income tax for 2016 (This does not include the tax from Part VI ). | 2b | | |
| c | Add lines 2a and 2b. | | 2c | 518 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | | 3 | 328,452 |
| 4 | Recoveries of amounts treated as qualifying distributions. | | 4 | 0 |
| 5 | Add lines 3 and 4. | | 5 | 328,452 |
| 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 | 328,452 |

**Part XII** **Qualifying Distributions** (see instructions)

| | | | |
|---|---|---|---|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes | | |
| a | Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. | 1a | 334,339 |
| b | Program-related investments—total from Part IX-B. | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | |
| b | Cash distribution test (attach the required schedule). | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 334,339 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). | 5 | 0 |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4. | 6 | 334,339 |

**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 | | | | | 328,452 |
| 2 Undistributed income, if any, as of the end of 2016 | | | | | |
| a Enter amount for 2015 only. | | | | 0 | |
| b Total for prior years 20___ , 20___ , 20___ | | | 0 | | |
| 3 Excess distributions carryover, if any, to 2016 | | | | | |
| a From 2011. | 23,630 | | | | |
| b From 2012. | 42,501 | | | | |
| c From 2013. | 41,826 | | | | |
| d From 2014. | 28,496 | | | | |
| e From 2015. | 26,635 | | | | |
| f **Total** of lines 3a through e. | | 163,088 | | | |
| 4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 334,339 | | | | | |
| a Applied to 2015, but not more than line 2a | | | | 0 | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | | 0 | | |
| c Treated as distributions out of corpus (Election required—see instructions). | | 0 | | | |
| d Applied to 2016 distributable amount. | | | | | 328,452 |
| e Remaining amount distributed out of corpus | | 5,887 | | | |
| 5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a) )* | | 0 | | | 0 |
| 6 **Enter the net total of each column as indicated below:** | | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | 168,975 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | 0 | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | | 0 | | |
| d Subtract line 6c from line 6b Taxable amount —see instructions | | | 0 | | |
| e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions | | | | 0 | |
| f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 | | | | | 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 (see instructions) | | 23,630 | | | |
| 9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a | | 145,345 | | | |
| 10 Analysis of line 9 | | | | | |
| a Excess from 2012. | 42,501 | | | | |
| b Excess from 2013. | 41,826 | | | | |
| c Excess from 2014. | 28,496 | | | | |
| d Excess from 2015. | 26,635 | | | | |
| e Excess from 2016. | 5,887 | | | | |

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

**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

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

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

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

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

**c** Any submission deadlines

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

**Part XV** **Supplementary Information** (continued)

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

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year*<br>See Additional Data Table | | | | |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3a** | | | | 250,000 |
| **b** *Approved for future payment* | | | | |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3b** | | | | 0 |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions ) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments. | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 10 | |
| 4 Dividends and interest from securities. | | | 14 | 109,836 | |
| 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. | | | 01 | 3,281 | |
| 8 Gain or (loss) from sales of assets other than inventory | 900099 | -16 | 18 | -8,838 | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue | | | | | |
| a UNRELATED BUSINESS INCOME FROM PARTNERSHIP | 900099 | -5,852 | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e). | | -5,868 | | 104,289 | 0 |

**13 Total.** Add line 12, columns (b), (d), and (e). . . . . . . . . **13** 98,421

(See worksheet in line 13 instructions to verify calculations )

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

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

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

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

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

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

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

**b** If "Yes," complete the following schedule

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

**Sign Here**

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

| ****** | 2017-11-10 | ****** |
|---|---|---|
| Signature of officer or trustee | Date | Title |

May the IRS discuss this return with the preparer shown below (see instr )? ☑ **Yes** ☐ **No**

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's Signature | Date | Check if self-employed ▶ ☑ | PTIN |
|---|---|---|---|---|
| HYDEH GHAFFARI | | | | P01228587 |
| Firm's name ▶ DZH PHILLIPS LLP | | | | Firm's EIN ▶26-4677183 |
| Firm's address ▶ 135 MAIN STREET 9TH FLOOR<br>SAN FRANCISCO, CA 94520 | | | | Phone no (415) 781-2500 |

## Form 990PF Part VIII Line 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 |
| --- | --- | --- | --- | --- |
| SARAH MALACHOWSKY<br>127 UNIVERSITY AVENUE<br>BERKELEY, CA 94710 | PRESIDENT<br>2 00 | 0 | 0 | 0 |
| JORDAN KENY-GUYER<br>127 UNIVERSITY AVENUE<br>BERKELEY, CA 94710 | SECRETARY<br>2 00 | 0 | 0 | 0 |
| DIANA TRUMP<br>127 UNIVERSITY AVENUE<br>BERKELEY, CA 94710 | TREASURER<br>2 00 | 0 | 0 | 0 |
| ALISSA KENY-GUYER<br>127 UNIVERSITY AVENUE<br>BERKELEY, CA 94710 | TRUSTEE<br>1 00 | 0 | 0 | 0 |
| ALISSA HUNTINGTON<br>127 UNIVERSITY AVENUE<br>BERKELEY, CA 94710 | TRUSTEE<br>1 00 | 0 | 0 | 0 |
| LEIGH GUYER<br>127 UNIVERSITY AVENUE<br>BERKELEY, CA 94710 | TRUSTEE<br>1 00 | 0 | 0 | 0 |
| TOM HUNTINGTON<br>127 UNIVERSITY AVENUE<br>BERKELEY, CA 94710 | TRUSTEE<br>1 00 | 0 | 0 | 0 |
| JEFF MALACHOWSKY<br>127 UNIVERSITY AVENUE<br>BERKELEY, CA 94710 | TRUSTEE<br>1 00 | 0 | 0 | 0 |
| LUISA GUYER<br>127 UNIVERSITY AVENUE<br>BERKELEY, CA 94710 | TRUSTEE<br>1 00 | 0 | 0 | 0 |

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| ASIAN PACIFIC AMERICAN NETWORK OF OREGON<br>2788 SE 82ND AVENUE SUITE 203<br>PORTLAND, OR 97266 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000 |
| ASIAN PACIFIC ENVIRONMENTAL NETWORK<br>426 17TH STREET SUITE 500<br>OAKLAND, CA 94612 | NONE | PC | TO SUPPORT AYPAL | 22,500 |
| BEYOND TOXICS PO BOX 1106<br>EUGENE, OR 97440 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000 |
| BLACK ORGANIZING PROJECT<br>1035 W GRAND AVENUE<br>OAKLAND, CA 94607 | NONE | PC | GENERAL OPERATING SUPPORT | 15,000 |
| CALIFORNIANS FOR JUSTICE<br>520 3RD STREET 209<br>OAKLAND, CA 94607 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000 |
| **Total . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ 3a** | | | | 250,000 |

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| *a Paid during the year* | | | | |
| CAUSA JUSTA JUST CAUSE<br>PO BOX 3596<br>OAKLAND, CA 94609 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000 |
| CAUSE 2021 SPERRY AVENUE SUITE 9<br>VENTURA, CA 93003 | NONE | PC | GENERAL OPERATING SUPPORT | 12,500 |
| CHILDREN FIRST FOR OREGON<br>PO BOX 14914<br>PORTLAND, OR 97923 | NONE | PC | GENERAL OPERATING SUPPORT | 15,000 |
| COALITION OF COMMUNITIES OF COLOR<br>221 NW 2ND AVE 303<br>PORTLAND, OR 97209 | NONE | PC | GENERAL OPERATING SUPPORT | 15,000 |
| COMMUNITY WATER CENTER<br>311 W MURRAY AVENUE<br>VISALIA, CA 93291 | NONE | PC | GENERAL OPERATING SUPPORT | 15,000 |
| **Total . . . 3a** ▶ | | | | 250,000 |

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| ENVIRONMENTAL HEALTH COALITION<br>2727 HOOVER AVENUE SUITE 202<br>NATIONAL CITY, CA 91950 | NONE | PC | GENERAL OPERATING SUPPORT | 15,000 |
| ENVIRONMENTAL HEALTH COALITIONCEJA<br>1904 FRANKLIN STREET SUITE 600<br>OAKLAND, CA 94612 | NONE | PC | FOR CEJA | 15,000 |
| KHMER GIRLS IN ACTION<br>1355 REDONDO AVENUE SUITE 9<br>LONG BEACH, CA 90804 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000 |
| LOS ANGELES ALLIANCE FOR A NEW ECONOMY<br>464 LUCAS AVENUE<br>LOS ANGELES, CA 90017 | NONE | PC | GENERAL OPERATING SUPPORT | 5,000 |
| MEXICAN AMERICAN LEGAL DEFENSE & EDUCATION<br>634 S SPRING STREET SUITE 1206<br>LOS ANGELES, CA 90014 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000 |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3a** | | | | 250,000 |

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| MID KLAMATH WATERSHED COUNCIL<br>PO BOX 409<br>ORLEANS, CA 95556 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000 |
| MOMENTUM ALLIANCE<br>1631 NE BROADWAY 453<br>PORTLAND, OR 97232 | NONE | PC | GENERAL OPERATING SUPPORT | 15,000 |
| MULTNOMAH COUNTY MULTNOMAH YOUTH COMMISSION<br>10317 E BURNSIDE AVENUE<br>PORTLAND, OR 97216 | NONE | PC | GENERAL OPERATING SUPPORT FOR MULTNOMAH YOUTH COMMISSION | 5,000 |
| OREGON RURAL ACTION PO BOX 1231<br>LA GRANDE, OR 97850 | NONE | PC | GENERAL OPERATING SUPPORT | 15,000 |
| TIDES CENTER<br>PODER 474 VALENCIA STREET SUITE 125<br>SAN FRANCISCO, CA 94103 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000 |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3a** | | | | 250,000 |

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| VERDE<br>6899 NE COLUMBIA BVD SUITE A<br>PORTLAND, OR 97218 | NONE | PC | GENERAL OPERATING SUPPORT | 5,000 |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3a** | | | | 250,000 |

# TY 2016 Accounting Fees Schedule

**Name:** PENNEY FAMILY FUND CO LEVENTHAL KLINE MANAGEMENT INC

**EIN:** 94-3314431

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| ACCOUNTING SERVICES | 6,016 | 3,008 | | 3,008 |

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491314018517

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

# TY 2016 Gain/Loss from Sale of Other Assets Schedule

**Name:** PENNEY FAMILY FUND CO LEVENTHAL
KLINE MANAGEMENT INC

**EIN:** 94-3314431

| Name | Date Acquired | How Acquired | Date Sold | Purchaser Name | Gross Sales Price | Basis | Basis Method | Sales Expenses | Total (net) | Accumulated Depreciation |
|---|---|---|---|---|---|---|---|---|---|---|
| NORTHSKY CLEANTECH VENTURE (UBI) | | PURCHASED | | | | | | 0 | -16 | |

# TY 2016 Investments Corporate Bonds Schedule

**Name:** PENNEY FAMILY FUND CO LEVENTHAL
KLINE MANAGEMENT INC

**EIN:** 94-3314431

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| BURLINGTON NORTHN SANTA FE 3% - DUE 03/15/23 | 17,206 | 17,206 |
| CENTURYLINK INC 6.45% - DUE 06/15/21 | 21,050 | 21,050 |
| CITY NATL CORP 5.25% - DUE 09/15/20 | 20,896 | 20,896 |
| CVS CAREMARK CORP 4.125% - DUE 05/15/21 | 16,930 | 16,930 |
| DISCOVER BK NEW CASTLE 3.2% - DUE 08/09/21 | 23,135 | 23,135 |
| ERICSSON LM 4.125% - DUE 05/15/22 | 21,075 | 21,075 |
| EXPRESS SCRIPTS HLDG CO 4.75% - DUE 11/15/21 | 24,704 | 24,704 |
| FEDERAL FARM CREDIT BANK 1.1% - DUE 11/06/18 | 25,856 | 25,856 |
| FEDERAL NATIONAL MTG ASSN 1.625% - DUE 11/27/18 | 16,121 | 16,121 |
| INTERNATIONAL LEASE FIN CORP 3.875% - DUE 04/15/18 | 23,431 | 23,431 |
| JEFFERIES GROUP INC 6.875% - DUE 04/15/21 | 25,028 | 25,028 |
| KROGER CO 3.4% - DUE 04/15/22 | 16,310 | 16,310 |
| LAZARD GROUP LLC 4.25% - DUE 11/14/2020 | 20,935 | 20,935 |
| LEVEL 3 FINANCING INC 5.375% - DUE 08/15/2022 | 21,683 | 21,683 |
| MACY'S RETAIL HLDGS INC 3.875% - DUE 01/15/22 | 17,412 | 17,412 |
| NISOURCE FIN CORP 6.8% - DUE 01/15/19 | 25,106 | 25,106 |
| OWENS CORNING | 20,771 | 20,771 |
| PITNEY BOWES INC 4.75% - DUE 01/15/16 | 18,534 | 18,534 |
| THOMSON REUTERS CORP 4.7% - DUE 10/15/19 | 19,112 | 19,112 |
| VERIZON COMMUNICATIONS INC 4.5% - DUE 9/15/20 | 17,122 | 17,122 |

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| WELLPOINT INC 2.25% - DUE 08/15/19 | 20,958 | 20,958 |
| ZURICH REINS CENTRE HLDGS 7.125% - DUE 10/15/23 | 23,166 | 23,166 |
| FEDERAL FARM CREDIT BANK 1.18% - DUE 10/18/19 | 42,490 | 42,490 |
| FEDERAL NATIONAL MTG ASSN 1.55% - DUE 08/25/20 | 21,493 | 21,493 |
| FEDERAL FARM CREDIT BANK 1.375% - DUE 10/19/20 | 19,404 | 19,404 |
| MASCO CORP 3.5% - DUE 04/01/21 | 21,052 | 21,052 |
| MICRON TECHNOLOGY INC 5.875% - DUE 12/15/22 | 17,723 | 17,723 |
| FEDERAL FARM CREDIT BANK 1.92% - DUE 04/19/22 | 20,738 | 20,738 |
| AFLAC INC 3.625% - DUE 06/15/23 | 16,562 | 16,562 |
| NASDAQ OMX GROUP INC 4.25% - DUE 06/01/24 | 25,725 | 25,725 |
| RAYMOND JAMES FINL INC 3.625% - DUE 09/15/26 | 21,454 | 21,454 |
| CALVERT SOCIAL INVT FNDTN 1% - DUE 05/31/17 | 100,000 | 100,000 |
| INTEL CORP 2.7% - DUE 12/15/20 | 21,094 | 21,094 |

# TY 2016 Investments Corporate Stock Schedule

**Name:** PENNEY FAMILY FUND CO LEVENTHAL KLINE MANAGEMENT INC

**EIN:** 94-3314431

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| ACCENTURE PLC | 19,092 | 19,092 |
| ACUITY BRANDS INC | 13,621 | 13,621 |
| ADOBE SYSTEMS INC | 7,412 | 7,412 |
| ADVISORY BOARD | 6,384 | 6,384 |
| AEGON N V | 21,036 | 21,036 |
| ALLERGAN PLC | 24,361 | 24,361 |
| ALPHABET INC CLASS A | 75,857 | 75,857 |
| ALPHABET INC CLASS C | 35,000 | 35,000 |
| AMAZON.COM | 64,489 | 64,489 |
| AMERIPRISE FINL INC | 23,852 | 23,852 |
| ANSYS INC | 8,879 | 8,879 |
| ANTHEM INC | 11,070 | 11,070 |
| A O SMITH CORPORATION | 5,919 | 5,919 |
| AON PLC | 10,930 | 10,930 |
| APPLE INC | 62,080 | 62,080 |
| APTARGROUP INC | 25,854 | 25,854 |
| ASML HOLDING | 5,273 | 5,273 |
| ATHENA HEALTH INC | 10,307 | 10,307 |
| AUTODESK INC | 9,917 | 9,917 |
| BANCO BILBAO VIZCAYA | 18,401 | 18,401 |
| BEACON ROOFING SUPPLY INC | 10,320 | 10,320 |
| BERKSHIRE HATHAWAY INC | 51,339 | 51,339 |
| BEST BUY COMPANY INC | 5,931 | 5,931 |
| BIOGEN INC | 7,940 | 7,940 |
| BORG WARNER AUTOMOTIVE INC | 3,747 | 3,747 |
| BOSTON TR & WALDEN FDS | 347,794 | 347,794 |
| BRISTOL MYERS SQUIBB CO | 24,603 | 24,603 |
| CANADIAN NATIONAL RAILWAY | 22,309 | 22,309 |
| CARMAX INC | 40,501 | 40,501 |
| CERNER CORP | 10,753 | 10,753 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| CHANNELADVISOR CORPORATION | 2,296 | 2,296 |
| CHARLES SCHWAB CORP NEW | 64,178 | 64,178 |
| CHEMED CORPORATION | 12,352 | 12,352 |
| CHINA MOBILE LIMITED | 23,069 | 23,069 |
| CISCO SYSTEMS INC | 8,764 | 8,764 |
| CITRIX SYSTEMS INC | 6,073 | 6,073 |
| COSTAR GROUP INC | 9,613 | 9,613 |
| CREE INC | 4,856 | 4,856 |
| CROWN CASTLE INTL CORP | 16,486 | 16,486 |
| DEUTSCHE POST | 19,800 | 19,800 |
| DORMAN PRODUCTS LLC | 8,767 | 8,767 |
| EATON CORPORATION PLC | 6,306 | 6,306 |
| EBAY INC | 12,351 | 12,351 |
| ECOLAB INC | 40,793 | 40,793 |
| EDWARDS LIFESCIENCES CORP | 25,674 | 25,674 |
| ESTEE LAUDER COMPANIES INC | 18,434 | 18,434 |
| EXPRESS SCRIPTS HOLDING | 20,843 | 20,843 |
| FACEBOOK INC CL A | 67,534 | 67,534 |
| FASTENAL CO | 12,544 | 12,544 |
| FIRST REPUBLIC BANK | 38,883 | 38,883 |
| FISERV INC | 16,155 | 16,155 |
| GEMALTO NV | 15,264 | 15,264 |
| HANNON ARMSTRONG SUSTAINABLE INFRASTRUCTURE CAP INC | 5,355 | 5,355 |
| HASBRO INC | 9,802 | 9,802 |
| HEICO CORPORATION | 8,024 | 8,024 |
| HEXCEL CORP NEW | 6,430 | 6,430 |
| HOLOGIC INC | 9,870 | 9,870 |
| HSBC HOLDINGS PLC | 23,020 | 23,020 |
| HUBBELL INC | 22,406 | 22,406 |
| IHS INC | 11,933 | 11,933 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| INTERFACE INC | 4,007 | 4,007 |
| INTL FLAVORS & FRAGRANCES INC | 6,481 | 6,481 |
| JB HUNT TRANSPORT SERVICES INC | 4,271 | 4,271 |
| JOHNSON CONTROLS INC | 5,355 | 5,355 |
| JULIUS BAER GROUP | 19,680 | 19,680 |
| KONINKLIJKE PHILIPS | 20,585 | 20,585 |
| LKQ CORPORATION | 6,988 | 6,988 |
| LOWES COMPANIES INC | 29,444 | 29,444 |
| MARRIOTT INTERNATIONAL INC | 20,835 | 20,835 |
| MASTERCARD INC | 35,725 | 35,725 |
| MAXIMUS INC | 5,021 | 5,021 |
| MEDNAX INC | 10,066 | 10,066 |
| MEDTRONIC PLC | 29,276 | 29,276 |
| MERCK & CO INC | 14,894 | 14,894 |
| MICROSOFT CORP | 88,612 | 88,612 |
| MIDDLEBY CORP | 13,654 | 13,654 |
| MITSUBISHI ESTATE | 15,725 | 15,725 |
| NATIONAL INSTRUMENTS CORP | 15,287 | 15,287 |
| NEOGEN CORP | 8,976 | 8,976 |
| NEW ALTERNATIVES FUND INC | 355,072 | 355,072 |
| NIKE INC | 21,908 | 21,908 |
| NOVARTIS AG | 7,648 | 7,648 |
| NXP SEMICONDUCTORS | 5,195 | 5,195 |
| ORMAT TECHNOLOGIES INC | 7,239 | 7,239 |
| OTSUKA HOLDINGS CO LTD | 16,418 | 16,418 |
| PALO ALTO NETWORKS INC | 17,882 | 17,882 |
| PANERA BREAD CO | 7,588 | 7,588 |
| PAX WORLD GLOBAL ENVIRONMENTAL MRKT | 620,598 | 620,598 |
| PAYPAL HOLDINGS | 60,429 | 60,429 |
| PEPSICO INC | 12,765 | 12,765 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| POWER INTEGRATIONS INC | 9,160 | 9,160 |
| PRA GROUP INC | 7,546 | 7,546 |
| PRICE T ROWE GROUP INC | 13,171 | 13,171 |
| PRICELINE GROUP INC | 33,719 | 33,719 |
| PROLOGIS INC | 5,015 | 5,015 |
| PROTO LABS INC | 10,116 | 10,116 |
| QUALCOMM | 30,383 | 30,383 |
| RBC FDS TR | 455,540 | 455,540 |
| RED HAT INC | 22,862 | 22,862 |
| REGIONS FINANCIAL CORP | 15,107 | 15,107 |
| RITCHIE BROS AUCTIONEERS | 11,152 | 11,152 |
| ROCHE HOLDING LTD | 29,322 | 29,322 |
| ROYAL BANK OF CANADA | 5,823 | 5,823 |
| ROYAL DSM NV | 15,711 | 15,711 |
| ROYAL KPN NV | 17,784 | 17,784 |
| SALESFORCE.COM INC | 35,599 | 35,599 |
| SECOM CO LTD | 15,409 | 15,409 |
| SEIKO EPSON CORP | 21,814 | 21,814 |
| SHERWIN WILLIAMS CO | 18,543 | 18,543 |
| SMITH & NEPHEW P L C | 17,326 | 17,326 |
| SNAP-ON INC | 27,061 | 27,061 |
| SOCIETE GENERALE | 23,104 | 23,104 |
| SONOCO PRODUCTS CO | 3,953 | 3,953 |
| SPROUTS FARMERS MARKET INC | 18,579 | 18,579 |
| STARBUCKS CORP | 51,412 | 51,412 |
| STERICYCLE INC | 5,547 | 5,547 |
| STRATASYS LTD | 4,135 | 4,135 |
| SUNTORY BEVERAGE & FOOD LTD | 16,234 | 16,234 |
| SVB FINANCIAL GROUP | 10,815 | 10,815 |
| TESLA MOTORS INC | 3,419 | 3,419 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
| --- | --- | --- |
| TEVA PHARMACEUTICAL INDUSTRIES LIMITED | 22,185 | 22,185 |
| THERMO FISHER SCIENTIFIC INC | 30,619 | 30,619 |
| TIME WARNER INC | 43,052 | 43,052 |
| TJX COMPANIES INC NEW | 16,679 | 16,679 |
| ULTIMATE SOFTWARE GROUP INC | 12,216 | 12,216 |
| UMPQUA HLDGS CORP | 9,728 | 9,728 |
| UNILEVER | 9,115 | 9,115 |
| UNITED HEALTH GROUP INC | 59,855 | 59,855 |
| UNITED NATURAL FOOD INC | 15,175 | 15,175 |
| UNITED RENTALS INC | 12,881 | 12,881 |
| VERISK ANALYTICS INC | 12,257 | 12,257 |
| VISA INC | 90,191 | 90,191 |
| VIVENDI SA | 17,920 | 17,920 |
| VODAFONE GROUP PLC | 4,104 | 4,104 |
| WABCO HOLDINGS INC | 11,995 | 11,995 |
| WABTEC CORP | 7,140 | 7,140 |
| WALT DISNEY CO | 25,221 | 25,221 |
| WATERS CORP | 4,166 | 4,166 |
| WELLS FARGO & CO | 40,726 | 40,726 |
| WHITEWAVE FOODS COMPANY | 10,675 | 10,675 |
| WHOLE FOODS MARKET INC | 11,443 | 11,443 |
| XYLEM INC | 6,289 | 6,289 |
| YAHOO INC | 18,910 | 18,910 |
| 8POINT3 ENERGY PARTNERS LP | 4,971 | 4,971 |
| ACTIVISION BLIZZARD INC | 22,676 | 22,676 |
| OLD DOMINION FREIGHT LINES INC | 20,161 | 20,161 |
| MOBILEYE N V | 15,744 | 15,744 |
| AMERICAN WTR WKS CO INC | 5,861 | 5,861 |
| BECTON DICKINSON & CO | 3,145 | 3,145 |
| CHIPOTLE MEXICAN GRILL INC | 3,019 | 3,019 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| CHURCH & DWIGHT CO INC | 4,640 | 4,640 |
| MSCI INC | 6,144 | 6,144 |
| ALKERMES PLC | 3,891 | 3,891 |
| GLAXOSMITHKLINE PLC | 5,160 | 5,160 |
| SAP SE | 4,408 | 4,408 |
| FOREST CITY REALTY TRUST | 6,606 | 6,606 |
| HCP INC | 4,636 | 4,636 |
| HERCULES CAPITAL INC | 3,570 | 3,570 |
| INTEL CORP | 24,845 | 24,845 |
| EXPONENT INC | 6,935 | 6,935 |
| INOVALON HOLDINGS INC | 3,574 | 3,574 |
| VEEVA SYSTEMS INC | 4,965 | 4,965 |
| VERINT SYSTEMS INC | 6,486 | 6,486 |
| WALGREEN BOOTS ALLIANCE INC | 10,842 | 10,842 |
| OWENS ILLINOIS INC NEW | 5,484 | 5,484 |
| AETNA INC | 18,602 | 18,602 |
| ADECCO GROUP | 16,591 | 16,591 |
| AERCAP HOLDINGS NV | 16,061 | 16,061 |
| AMBEV S A | 14,426 | 14,426 |
| ASTELLAS PHARMA INC | 15,201 | 15,201 |
| AXA | 28,587 | 28,587 |
| CARLSBERG AS | 16,548 | 16,548 |
| CARREFOUR SA | 18,891 | 18,891 |
| CK HUTCHISON HOLDINGS LTD | 22,212 | 22,212 |
| DBS GROUP HOLDINGS LTD | 18,340 | 18,340 |
| DNB ASA | 18,348 | 18,348 |
| E ON SE | 19,349 | 19,349 |
| INTESA SANPAOLO SPA | 27,973 | 27,973 |
| KOMATSU | 21,133 | 21,133 |
| MAZDA MOTOR CORP | 17,353 | 17,353 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| MURATA MANUFACTURING CO LTD | 18,114 | 18,114 |
| ORANGE | 15,640 | 15,640 |
| PANASONIC CORPORATION | 15,441 | 15,441 |

# TY 2016 Investments Government Obligations Schedule

**Name:** PENNEY FAMILY FUND CO LEVENTHAL KLINE MANAGEMENT INC

**EIN:** 94-3314431

| | |
|---|---|
| **US Government Securities - End of Year Book Value:** | 147,677 |
| **US Government Securities - End of Year Fair Market Value:** | 147,677 |
| **State & Local Government Securities - End of Year Book Value:** | 0 |
| **State & Local Government Securities - End of Year Fair Market Value:** | 0 |

# TY 2016 Investments - Other Schedule

**Name:** PENNEY FAMILY FUND CO LEVENTHAL KLINE MANAGEMENT INC

**EIN:** 94-3314431

| Category/ Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|---|---|---|---|
| NORTH SKY CLEANTECH VENTURES, LP | FMV | 453,948 | 453,948 |
| URBAN INNOVATION FUND I, LP | FMV | 15,365 | 15,365 |

# TY 2016 Other Decreases Schedule

**Name:** PENNEY FAMILY FUND CO LEVENTHAL KLINE MANAGEMENT INC

**EIN:** 94-3314431

| Description | Amount |
|---|---|
| BOOK/TAX DIFFERENCE RELATED TO INVESTMENT IN PARTNERSHIPS | 29,339 |

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# TY 2016 Other Expenses Schedule

**Name:** PENNEY FAMILY FUND CO LEVENTHAL KLINE MANAGEMENT INC

**EIN:** 94-3314431

## Other Expenses Schedule

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| LICENSES AND FEES | 60 | 0 | | 60 |
| POSTAGE & DELIVERY | 23 | 0 | | 23 |
| INSURANCE | 3,115 | 0 | | 3,115 |
| BANK SERVICES FEES | 35 | 0 | | 35 |
| DUES & MEMBERSHIP | 3,000 | 0 | | 3,000 |
| PARTNERSHIP PORTFOLIO DEDUCTION | 21,526 | 21,523 | | 0 |

# TY 2016 Other Income Schedule

**Name:** PENNEY FAMILY FUND CO LEVENTHAL
KLINE MANAGEMENT INC

**EIN:** 94-3314431

## Other Income Schedule

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|---|---|---|---|
| OTHER INCOME | 3,281 | 3,281 | 3,281 |
| UNRELATED BUSINESS INCOME FROM PARTNERSHIP | -5,852 | | -5,852 |

# TY 2016 Other Increases Schedule

**Name:** PENNEY FAMILY FUND CO LEVENTHAL KLINE MANAGEMENT INC

**EIN:** 94-3314431

| Description | Amount |
|---|---|
| UNREALIZED LOSS FROM PUBLICLY TRADED SECURITIES | 169,189 |

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# TY 2016 Other Professional Fees Schedule

**Name:** PENNEY FAMILY FUND CO LEVENTHAL
KLINE MANAGEMENT INC

**EIN:** 94-3314431

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| MANAGEMENT AND OPERATIONAL SERVICES | 63,999 | 0 | | 63,999 |
| INVESTMENT MANAGEMENT | 58,251 | 58,251 | | 0 |

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|---|---|---|

# TY 2016 Taxes Schedule

**Name:** PENNEY FAMILY FUND CO LEVENTHAL
KLINE MANAGEMENT INC

**EIN:** 94-3314431

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| FOREIGN AND INVESTMENT TAXES | 4,379 | 4,379 | | 0 |