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 separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation: LAKESIDE FOUNDATION

A Employer identification number: 94-6066229

Number and street (or P O box number if mail is not delivered to street address): 3697 MT. DIABLO BLVD, SUITE 205 — Room/suite:

B Telephone number: (925) 284-8634

City or town, state or province, country, and ZIP or foreign postal code: LAFAYETTE, CA 94549

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: [X] 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) ▶$ 52,841,995.

J Accounting method: ☐ Cash ☐ Accrual [X] 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 ▶ ☐

SCANNED MAY 1 9 2017

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	114,549.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	27,840.	27,840.		STATEMENT 1
	4 Dividends and interest from securities	1,078,250.	1,078,250.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,052,919.			
	b Gross sales price for all assets on line 6a 10,107,490.				
	7 Capital gain net income (from Part IV, line 2)		1,052,919.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<14,788.>	<14,788.>		STATEMENT 3
	12 **Total.** Add lines 1 through 11	2,258,770.	2,144,221.		
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 STMT 4	9,166.	9,166.		0.
	b Accounting fees STMT 5	97,250.	48,625.		0.
	c Other professional fees STMT 6	36,464.	36,464.		0.
	17 Interest				
	18 Taxes STMT 7	35,673.	15,647.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	31,720.	31,720.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	210,273.	141,622.		0.
	25 Contributions, gifts, grants paid	54,063,247.			54,063,247.
	26 **Total expenses and disbursements.** Add lines 24 and 25	54,273,520.	141,622.		54,063,247.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<52,014,750.>			
	b **Net investment income** (if negative, enter -0-)		2,002,599.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	986,355.	825,111.	825,111.
	3	Accounts receivable ▶ 114,549.			
		Less allowance for doubtful accounts ▶	227,485.	114,549.	114,549.
	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	12,028.	34,602.	34,602.
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 11	62,539,652.	30,158,898.	33,889,179.
	c	Investments - corporate bonds STMT 12	28,245,428.	14,952,195.	14,922,043.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 13	6,188,520.	3,056,511.	3,056,511.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	98,199,468.	49,141,866.	52,841,995.
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			
	22	Other liabilities (describe ▶)	47,821,490.	0.	
	23	**Total liabilities** (add lines 17 through 22)	47,821,490.	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 ▶ [X] 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	50,377,978.	49,141,866.	
	30	**Total net assets or fund balances**	50,377,978.	49,141,866.	
	31	**Total liabilities and net assets/fund balances**	98,199,468.	49,141,866.	

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	50,377,978.
2	Enter amount from Part I, line 27a	2	<52,014,750.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	51,461,747.
4	Add lines 1, 2, and 3	4	49,824,975.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS	5	683,109.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	49,141,866.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	10,107,490.		9,054,571.	1,052,919.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				1,052,919.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 1,052,919.

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	2,735,264.	54,577,425.	.050117
2014	2,712,649.	54,047,062.	.050190
2013	2,344,559.	50,847,437.	.046110
2012	2,306,114.	48,467,297.	.047581
2011	2,401,883.	49,741,923.	.048287

2	Total of line 1, column (d)	2	.242285
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	.048457
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	52,397,975.
5	Multiply line 4 by line 3	5	2,539,049.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	20,026.
7	Add lines 5 and 6	7	2,559,075.
8	Enter qualifying distributions from Part XII, line 4	8	2,601,500.

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 ▶ [X] and enter 1% of Part I, line 27b		1	20,026.
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	20,026.
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	20,026.
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 54,628.		
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	54,628.
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	34,602.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶	34,602. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	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? N/A	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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ TREASURER Telephone no ▶ (925) 284-8634

Located at ▶ 3697 MT. DIABLO BOULEVARD, SUITE 205, LAFAYETTE, ZIP+4 ▶ 94549

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

			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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ ____ , ____ , ____ , ____			
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	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 ▶ ____ , ____ , ____ , ____			
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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	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)? **5b** Yes: X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? SEE STATEMENT 16 ☒ 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: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors SEE STATEMENT 15

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 14		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
LAKESIDE CORPORATION - 3697 MT. DIABLO BLVD, SUITE 205, LAFAYETTE, CA 94549	ACCOUNTING/TAX PREPARATION	90,000.
BERNSTEIN GLOBAL WEALTH MANAGEMENT - 1345 AVENUE OF THE AMERICAS, NEW YORK, NY 10105	INVESTMENT MANAGEMENT	20,840.
BESSEMER TRUST - 101 CALIFORNIA STREET, SAN FRANCISCO, CA 94111-5828	INVESTMENT MANAGEMENT	15,623.
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	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	50,248,237.
b	Average of monthly cash balances	1b	1,133,642.
c	Fair market value of all other assets	1c	1,814,035.
d	**Total** (add lines 1a, b, and c)	1d	53,195,914.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	53,195,914.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	797,939.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	52,397,975.
6	**Minimum investment return.** Enter 5% of line 5	6	2,619,899.

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	2,619,899.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 20,026.		
b	Income tax for 2016 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	20,026.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,599,873.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,599,873.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,599,873.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,601,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,601,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	20,026.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	2,581,474.

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				2,599,873.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			873,721.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 2,601,500.				
a Applied to 2015, but not more than line 2a			873,721.	
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				1,727,779.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				872,094.
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	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) 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			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
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)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets 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))

NONE

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

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.

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT	N/A	PUBLIC CHARITY	SEE ATTACHED STATEMENT	2,601,500.
BELLEVUE FOUNDATION 25 HIGHLAND PARK VILLAGE, STE 100-862 DALLAS, TX 75205		PRIVATE FOUNDATION	CAPITAL ENDOWMENT GRANT	51,461,747.
Total			▶ 3a	54,063,247.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	27,840.	
4 Dividends and interest from securities			14	1,078,250.	
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			14	<14,788.>	
8 Gain or (loss) from sales of assets other than inventory			14	1,052,919.	
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.		2,144,221.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,144,221.

(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)

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

Signature of officer or trustee: [signature] Date: 5/12/17 Title: TREASURER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ANNE F. MACDONALD	[signature]	05/11/17		P00359548
Firm's name ▶ FRANK, RIMERMAN & CO. LLP			Firm's EIN ▶ 94-0922040	
Firm's address ▶ 1801 PAGE MILL ROAD PALO ALTO, CA 94304			Phone no (650) 845-8100	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2016

Name of the organization

LAKESIDE FOUNDATION

Employer identification number

94-6066229

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year ▶ $ ____________

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
LAKESIDE FOUNDATION	94-6066229

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	LAURA P BECHTEL CHARITABLE UNITRUST I 3697 MT DIABLO BOULEVARD, SUITE 205 LAFAYETTE, CA 94549	$ 114,549.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
LAKESIDE FOUNDATION	94-6066229

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
		$	

Name of organization	Employer identification number
LAKESIDE FOUNDATION	94-6066229

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

(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

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	ROCKWOOD FUND VI	P		
b	ROCKWOOD FUND VIII	P		
c	ROCKWOOD FUND VIII	P		
d	BERNSTEIN EMERGING MARKETS	P		
e	BERNSTEIN - SEE ATTACHED	P		
f	BERNSTEIN - CAP GAIN DISTRIBUTIONS	P		
g	BESSEMER - SEE ATTACHED	P		
h	BESSEMER - SEE ATTACHED	P		
i	BESSEMER - CAP GAIN DISTRIBUTIONS	P		
j	BRCP REIT II LLC	P		
k	B OF A COUNTRYWIDE SETTLEMENT	P		
l	SPRINT/NEXTEL SETTLEMENT	P		
m	LEHMAN SETTLEMENT	P		
n	FANNIE MAE SETTLEMENT	P		
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	78,920.			78,920.
b	54,118.			54,118.
c	193,857.			193,857.
d	<247,965.>			<247,965.>
e	7,136,807.		6,566,969.	569,838.
f	116,294.			116,294.
g	995,733.		1,012,928.	<17,195.>
h	1,464,750.		1,474,674.	<9,924.>
i	39,872.			39,872.
j	273,025.			273,025.
k	1,370.			1,370.
l	133.			133.
m	37.			37.
n	539.			539.
o				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				78,920.
b				54,118.
c				193,857.
d				<247,965.>
e				569,838.
f				116,294.
g				<17,195.>
h				<9,924.>
i				39,872.
j				273,025.
k				1,370.
l				133.
m				37.
n				539.
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	1,052,919.
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

LAKESIDE FOUNDATION **STATEMENT A**

Contributions Summary **94-96066229**

For the Year Ended December 31, 2016

Organization Name	Public Charity	Purpose	Location		Amount
4-H Fallbrook, CA	Yes	General Fund	Fallbrook, CA	$	2,500
4-H Valley Center, CA	Yes	General Fund	Valley Center, CA		2,500
A Place to Be	Yes	General Fund	Middleburg, VA		12,500
American Enterprise Institute	Yes	General Fund	Washington, D C.		10,000
American University of Beirut	Yes	School of Engineering	New York, NY		2,500
Aquarium of the Pacific	Yes	General Fund & Exhibits	Long Beach, CA		30,000
ARCS Foundation of Northern California	Yes	General Fund	San Francisco, CA		10,000
ARCS Foundation, San Diego	Yes	General Fund	Rancho Santa Fe, CA		5,000
ASYMCA, Camp Pendleton	Yes	General Fund	Camp Pendleton, CA		7,500
ASYMCA, San Diego	Yes	General Fund	San Diego, CA		25,000
ASYMCA, Twentynine Palms	Yes	General Fund	Twentynine Palms, CA		7,500
Better Health East Bay	Yes	General Fund	Oakland, CA		10,000
Big Brothers Big Sisters, San Diego	Yes	General Fund	San Diego, CA		2,500
Boy Scouts - Knox Trail Council	Yes	General Fund	Framingham, MA		5,000
Boy Scouts - Old Colony Council	Yes	General Fund	Canton, MA		1,000
Boy Scouts - Piedmont Council	Yes	General Fund	Piedmont, CA		5,000
Boy Scouts of S F Bay Area Council	Yes	General Fund	San Leandro, CA		10,000
Buffalo Area Therapeutic Riding	Yes	General Fund	Buffalo, NY		5,000
California Academy of Sciences	Yes	Lakeside Fellows Prgm	San Francisco, CA		175,000
Canine Companions for Independence	Yes	General Fund & Vet Initiative	Santa Rosa, CA		60,000
Center for Strategic & International Studies	Yes	General Fund	Washington, D C		25,000
Charleston Area Therapueutic Riding	Yes	General Fund & Roof Campaign	Johns Island, SC		55,000
Children's Fairyland	Yes	General Fund & capital Improvements	Oakland, CA		6,000
Clausen House	Yes	General Fund	Oakland, CA		5,000
Cleveland Clinic Foundation	Yes	General Fund	Cleveland, OH		5,000
Colonial Williamsburg Foundation	Yes	General Fund	Williamsburg, VA		10,000
Dana-Farber Cancer Institute	Yes	General Fund	Boston, MA		2,500
Daughters of Charity	Yes	General Fund	Los Angeles, CA		50,000
East Bay Zoological Society	Yes	General Fund	Oakland, CA		25,000
Eastside College Preparatory	Yes	General Fund	Palo Alto, CA		29,000
George Mark Children's House	Yes	General Fund	Oakland, CA		2,500
Guide Dogs for the Blind	Yes	General Fund	San Rafael, CA		2,500
Habitat For Humanity International	Yes	General Fund	Americus, GA		2,500
Head-Royce School	Yes	General Fund	Oakland, CA		5,000
Hire Heroes USA	Yes	General Fund	Alpharetta, GA		1,000
Homes for Our Troops	Yes	General Fund	Taunton, MA		5,000
Hoover Institution	Yes	General Fund	Stanford, CA		50,000
Hope Services	Yes	General Fund	San Jose, CA		5,000
Jackson Laboratory	Yes	General Fund	Bar Harbor, ME		5,000
Jackson Orthopaedic Foundation	Yes	General Fund & Intern Program	Oakland, CA		50,000
John Muir Health Foundation	Yes	General Fund	Walnut Creek, CA		10,000
Joyful Horse Project	Yes	General Fund	The Hills, TX		5,000
Junior Achievement of Northern California	Yes	General Fund	Walnut Creek, CA		25,000
Liberty's Kitchen	Yes	General Fund	New Orleans, LA		5,000
Lindsay Wildlife Museum	Yes	General Fund	Walnut Creek, CA		1,000
Marine Corps Heritage Foundation	Yes	General Fund	Dumfries, VA		10,000
Memorial Sloan Kettering Cancer Center	Yes	General Fund	New York, NY		25,000
Monterey Bay Aquarium	Yes	General Fund	Montery, CA		10,000
Museum of Science (Boston)	Yes	General Fund	Boston, MA		10,000
Navy-Marine Corps Relief Society	Yes	General Fund	Arlington, VA		25,000
NEADS Foundation	Yes	General Fund	West Boylston, MA		5,000
NC Veterinary Medical Foundation	Yes	General Fund	Raleigh, NC		2,500
St. Sebastian's School	Yes	General Fund	Needham, MA		35,000
St. Sebastian's School	Yes	Spirit & People Campaign	Needham, MA		1,000,000
St. Vincent de Paul Free Dining Room Facility	Yes	General Fund	Oakland, CA		2,500
Salvation Army - San Diego	Yes	General Fund	San Diego, CA		5,000
Samuel Merritt University	Yes	General Fund	Oakland, CA		50,000
San Francisco Ballet	Yes	General Fund	San Francisco, CA		2,500
Santa Clara County Sheriff's Advisory Board	Yes	General Fund	San Jose, CA		2,500
Scripps Medical Foundation	Yes	General Fund	La Jolla, CA		25,000
Search Dog Foundation	Yes	General Fund & Disaster Training	Santa Paula, CA		60,000
Semper Fi Fund Injured Marine	Yes	General Fund	Oceanside, CA		75,000
Spirit of America	Yes	General Fund & Iraq Projects	Los Angeles, CA		35,000
Strive for Change Foundation	Yes	General Fund	Oakland, CA		1,000
Swords to Plowshares	Yes	General Fund	San Francisco, CA		2,500
TERI Campus of Life	Yes	Therapeutic Riding Program	Oceanside, CA		5,000

LAKESIDE FOUNDATION

STATEMENT A

Contributions Summary

94-96066229

For the Year Ended December 31, 2016

Organization Name	Public Charity	Purpose	Location	Amount
TERI Campus of Life	Yes	San Marcos Campus Development	Oceanside, CA	100,000
Theriogenology Foundation	Yes	Veterinary Student Scholarships	Pike Road, AL	10,000
United Service Organization	Yes	General Fund	Washington, D C.	5,000
United States Naval Academy Foundation	Yes	General Fund & Drama Program	Annapolis, MD	20,000
University Hospitals of Cleveland	Yes	General Fund	Cleveland, OH	5,000
University of California - San Diego Medical Center	Yes	General Fund	La Jolla, CA	25,000
Windy Hill Foundation	Yes	General Fund	Middleburg, VA	12,500
Zoological Society of San Diego	Yes	General Fund	San Diego, CA	10,000
Zoological Society of San Diego	Yes	Australian Walkabout	San Diego, CA	250,000
				2,601,500

Capital Gains Report

LAKESIDE FOUNDATION (Account: 888-28402) January 1, 2016 - December 31, 2016

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM COVERED								
01/28/2015	01/25/2016	279	***MOBILEYE NV	29.30	39 46	8,174.78	11,009.93	(2,835.15)
02/11/2015	01/25/2016	936	***MOBILEYE NV	29.30	36.36	27,425.08	34,033.14	(6,608.06)
08/31/2015	01/25/2016	506	VOYA FINANCIAL INC	30.06	42.97	15,208.54	21,741 61	(6,533.07)
09/09/2015	01/25/2016	750	VOYA FINANCIAL INC	30.06	42.18	22,542.30	31,631 32	(9,089.02)
09/14/2015	01/25/2016	1,497	VOYA FINANCIAL INC	30.06	42.58	44,994.43	63,742.26	(18,747.83)
06/08/2015	01/27/2016	200	APPLE INC	95 10	128.66	19,019.38	25,731.14	(6,711.76)
10/02/2015	02/01/2016	379	EDISON INTERNATIONAL	61 81	62.54	23,425 27	23,702.85	(277.58)
01/04/2016	02/02/2016	4,160	MOSAIC CO/THE	22 44	27.65	93,347 07	115,037.31	(21,690.24)
10/14/2015	02/11/2016	1,287	MURPHY OIL CORP	15 76	28.50	20,282 99	36,683.23	(16,400.24)
10/26/2015	02/11/2016	540	MURPHY OIL CORP	15.76	28.21	8,510.35	15,235.94	(6,725.59)
11/16/2015	02/11/2016	1,423	MURPHY OIL CORP	15.76	29.61	22,426.34	42,136.31	(19,709.97)
07/23/2015	02/17/2016	304	DANAHER CORP	87.04	89.28	26,460.77	27,141.76	(680.99)
02/24/2015	02/19/2016	633	ALLSTATE CORP	64 11	71.73	40,583.02	45,407.81	(4,824.79)
06/08/2015	02/24/2016	894	APPLIED MATERIALS INC	18.23	20.07	16,301.20	17,938.29	(1,637.09)
04/06/2015	02/24/2016	221	L BRANDS INC	82.46	94.86	18,223 31	20,963.48	(2,740.17)
03/23/2015	02/25/2016	204	DOLLAR GENERAL CORP	75.81	76.03	15,465.51	15,510.12	(44.61)
08/20/2015	02/26/2016	604	EBAY INC	24.19	26.97	14,607.92	16,290 66	(1,682.74)
01/27/2016	04/25/2016	71	COMPUTER SCIENCES CORP	32.97	30 68	2,341 11	2,177.94	163.17
01/27/2016	04/25/2016	979	COMPUTER SCIENCES CORP	32 97	30.68	32,280 96	30,031.02	2,249 94
10/21/2015	05/03/2016	146	***LYONDELLBASELL INDU-CL A	83.00	92.56	12,118 34	13,513.54	(1,395.20)
06/08/2015	05/04/2016	1,502	APPLIED MATERIALS INC	19 90	20.07	29,889 80	30,137.93	(248.13)
01/07/2016	05/10/2016	3	***LYONDELLBASELL INDU-CL A	81.91	80.55	245.73	241.65	4 08
01/07/2016	05/10/2016	164	***LYONDELLBASELL INDU-CL A	81.91	80.55	13,433 19	13,209.98	223.21
06/08/2015	05/12/2016	1,208	APPLIED MATERIALS INC	19.85	20.07	23,978.92	24,238.76	(259 84)
07/16/2015	05/17/2016	738	JETBLUE AIRWAYS	18.39	22.58	13,575 44	16,663.23	(3,087.79)
07/16/2015	05/19/2016	750	JETBLUE AIRWAYS	17.94	22.58	13,453.13	16,934.17	(3,481 04)
07/16/2015	05/23/2016	1,267	JETBLUE AIRWAYS	17.92	22.58	22,710.21	28,607.47	(5,897.26)
10/21/2015	06/10/2016	473	CF INDUSTRIES HOLDINGS INC	29.23	52.51	13,824.47	24,838.69	(11,014 22)
11/18/2015	06/10/2016	448	CF INDUSTRIES HOLDINGS INC	29.23	49.79	13,093.79	22,304.89	(9,211.10)
07/22/2015	06/13/2016	304	SEALED AIR CORP	47.53	52.30	14,450 49	15,898.01	(1,447.52)
07/27/2015	06/28/2016	473	ROCKWELL COLLINS INC.	81.71	83.94	38,646.84	39,704.10	(1,057.26)
07/27/2015	06/30/2016	546	***MAGNA INTERNATIONAL INC	35.05	52.96	19,138.94	28,914.03	(9,775.09)

Capital Gains Report

LAKESIDE FOUNDATION (Account: 888-28402) January 1, 2016 - December 31, 2016

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
10/20/2015	07/01/2016	558	PPL CORPORATION	37.57	34 31	20,964 79	19,145.82	1,818.97
07/27/2015	07/05/2016	893	***MAGNA INTERNATIONAL INC	34.10	52 96	30,450 05	47,289.80	(16,839.75)
12/01/2015	07/18/2016	952	CITIZENS FINANCIAL GROUP	20.94	26.65	19,936.21	25,369.47	(5,433.26)
05/18/2016	07/20/2016	277	AMPHENOL CORP-CL A	59.36	55.57	16,442 11	15,392.64	1,049.47
12/01/2015	07/20/2016	1,163	CITIZENS FINANCIAL GROUP	21.19	26.65	24,640.36	30,992 32	(6,351.96)
12/01/2015	07/21/2016	313	CITIZENS FINANCIAL GROUP	21.79	26.65	6,819 08	8,341.01	(1,521.93)
12/17/2015	07/21/2016	852	CITIZENS FINANCIAL GROUP	21.79	26.61	18,561.85	22,667.54	(4,105.69)
01/07/2016	07/21/2016	10	CITIZENS FINANCIAL GROUP	21.79	24.74	217.86	247 40	(29.54)
01/07/2016	07/22/2016	1,382	CITIZENS FINANCIAL GROUP	21.81	24.74	30,135.20	34,190 26	(4,055.06)
07/06/2016	08/05/2016	133	LEAR CORP	113.78	99.87	15,132.57	13,282.58	1,849.99
06/23/2016	08/22/2016	153	UNITED PARCEL SERVICE-CL B	109.93	107.17	16,818.57	16,396.65	421.92
08/22/2016	09/07/2016	2,050 189	AB SMALL CAP CORE PORTFOLIO ADV CL	10.56	10.40	21,650 00	21,321.97	328.03
07/22/2016	09/07/2016	277	DELTA AIR LINES INC	38 97	38.94	10,794.80	10,786.13	8.67
06/17/2016	09/07/2016	247	EXXON MOBIL CORP	88.24	90.71	21,795 18	22,406.11	(610 93)
11/18/2015	09/12/2016	86	CF INDUSTRIES HOLDINGS INC	25.30	49.79	2,175.98	4,281.74	(2,105.76)
11/27/2015	09/12/2016	579	CF INDUSTRIES HOLDINGS INC	25.30	45.18	14,649.92	26,157.54	(11,507.62)
02/02/2016	09/12/2016	33	CF INDUSTRIES HOLDINGS INC	25.30	29.57	834.97	975.87	(140 90)
02/02/2016	09/13/2016	1,251	CF INDUSTRIES HOLDINGS INC	24.18	29.57	30,247.18	36,994.45	(6,747 27)
05/20/2016	09/14/2016	51	UNITED PARCEL SERVICE-CL B	106.94	102 05	5,453 90	5,204 73	249.17
05/20/2016	09/14/2016	123	UNITED PARCEL SERVICE-CL B	106 94	102.05	13,153 53	12,552.59	600.94
05/20/2016	09/14/2016	159	UNITED PARCEL SERVICE-CL B	106.94	102.05	17,003 35	16,226 53	776.82
06/07/2016	09/14/2016	123	UNITED PARCEL SERVICE-CL B	106.94	104.10	13,153 53	12,804 85	348.68
06/23/2016	09/14/2016	11	UNITED PARCEL SERVICE-CL B	106.94	107.17	1,176 33	1,178 84	(2.51)
05/20/2016	09/15/2016	152	UNITED PARCEL SERVICE-CL B	106.94	102.05	16,254 41	15,512.15	742 26
05/20/2016	09/15/2016	297	UNITED PARCEL SERVICE-CL B	106.94	102.05	31,760 26	30,309 92	1,450.34
06/07/2016	09/15/2016	155	UNITED PARCEL SERVICE-CL B	106.94	104.10	16,575 22	16,136 20	439.02
10/05/2015	09/19/2016	145	PUBLIC STORAGE	215 76	218.95	31,285 44	31,747 81	(462.37)
10/14/2015	09/19/2016	21	PUBLIC STORAGE	215.76	217.30	4,531 00	4,563 33	(32 33)
10/14/2015	09/20/2016	56	PUBLIC STORAGE	215.37	217.30	12,060.73	12,168 87	(108.14)
06/17/2016	09/20/2016	96	PUBLIC STORAGE	215.37	241.97	20,675.53	23,228 96	(2,553.43)
04/26/2016	10/05/2016	24	ADVANSIX INC - W/I	14.38	16.65	345 09	399 63	(54.54)
04/29/2016	10/05/2016	7	ADVANSIX INC - W/I	14.38	15.71	100.65	109 99	(9.34)
10/20/2015	10/12/2016	1,791	PPL CORPORATION	32.52	34.31	58,244 22	61,451 89	(3,207.67)

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
07/22/2016	10/13/2016	269	XILINX INC	49.95	48.24	13,437 41	12,975.86	461.55
05/19/2016	10/14/2016	216	GENERAL MILLS INC	61.94	62.44	13,378 59	13,487.69	(109.10)
05/20/2016	10/14/2016	89	GENERAL MILLS INC	61.94	62.50	5,512.47	5,562.14	(49.67)
03/09/2016	10/17/2016	488	VERIZON COMMUNICATIONS INC	50.33	52.52	24,560.21	25,631.76	(1,071 55)
05/20/2016	10/19/2016	126	GENERAL MILLS INC	61.59	62.50	7,759.80	7,874.48	(114.68)
05/25/2016	10/19/2016	249	GENERAL MILLS INC	61.59	62.53	15,334 84	15,570.84	(236 00)
05/26/2016	10/19/2016	745	GENERAL MILLS INC	61.59	62.97	45,881.35	46,912.28	(1,030 93)
06/02/2016	10/19/2016	617	GENERAL MILLS INC	61.59	63.06	37,998.37	38,905.55	(907 18)
06/20/2016	10/19/2016	331	GENERAL MILLS INC	61.59	66.22	20,384.87	21,917.69	(1,532 82)
06/13/2016	10/31/2016	123	KIMBERLY-CLARK CORP	114 43	130.74	14,074.40	16,080.71	(2,006.31)
08/05/2016	11/01/2016	7	PROGRESSIVE CORP	31.29	33.96	219.03	237.72	(18.69)
08/05/2016	11/01/2016	217	PROGRESSIVE CORP	31.29	33 96	6,789.80	7,369.45	(579 65)
08/08/2016	11/01/2016	612	PROGRESSIVE CORP	31.29	34 09	19,149.11	20,865.53	(1,716 42)
08/10/2016	11/01/2016	762	PROGRESSIVE CORP	31.29	34.06	23,842.52	25,955.24	(2,112.72)
05/02/2016	11/07/2016	11	HELMERICH & PAYNE	62.56	63.19	688.13	695 08	(6.95)
05/02/2016	11/07/2016	591	HELMERICH & PAYNE	62 56	63.19	36,971.13	37,344 88	(373.75)
04/29/2016	11/07/2016	588	HESS CORP	47 32	59.35	27,824.69	34,897 62	(7,072.93)
08/08/2016	11/07/2016	275	HESS CORP	47.32	55.92	13,013.25	15,378 14	(2,364.89)
			SUBTOTAL FOR SHORT-TERM COVERED			1,571,039.46	1,818,850.82	(247,811 36)

LONG-TERM COVERED

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/20/2013	01/06/2016	668	***AON PLC	90 22	75 48	60,269.43	50,420.30	9,849.13
12/16/2014	01/06/2016	7	***AON PLC	90.22	95.36	631.57	667.51	(35 94)
10/02/2014	01/06/2016	101	ANTHEM INC	138.73	117 32	14,011.58	11,849.03	2,162.55
03/18/2014	01/06/2016	132	MONSTER BEVERAGE CORP	145.38	71.28	19,190.23	9,409.05	9,781.18
12/16/2014	01/06/2016	19	PRICELINE GROUP INC/THE	1,196.71	1061.12	22,737.43	20,161.26	2,576.17
08/02/2012	01/06/2016	900	TIME WARNER INC	65.93	38.86	59,333.94	34,971.39	24,362.55
10/21/2014	01/06/2016	675	VALERO ENERGY CORP	70 55	47.74	47,622.13	32,223 15	15,398 98
10/02/2014	01/08/2016	4	ANTHEM INC	134.61	117.32	538.44	469.27	69.17
03/18/2014	01/08/2016	1	MONSTER BEVERAGE CORP	145.13	71.28	145.13	71.28	73.85
10/21/2014	01/08/2016	6	VALERO ENERGY CORP	69.07	47 74	414.42	286.43	127 99
10/02/2014	01/20/2016	3	STARBUCKS CORP	56.51	37.20	169.53	111.61	57.92
10/03/2014	01/20/2016	271	STARBUCKS CORP	56.51	37.97	15,313.80	10,290.46	5,023 34
02/26/2014	01/21/2016	15	F5 NETWORKS INC	90.17	113.15	1,352.59	1,697.28	(344.69)

Capital Gains Report

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/08/2014	01/21/2016	200	F5 NETWORKS INC	90.17	106.73	18,034.58	21,346.96	(3,312.38)
07/02/2012	01/22/2016	1	UNION PACIFIC CORP	70.88	59.24	70.88	59.24	11.64
07/02/2012	01/22/2016	329	UNION PACIFIC CORP	70.88	59.24	23,319.06	19,490.04	3,829.02
07/02/2012	02/02/2016	1	UNION PACIFIC CORP	72.39	59.24	72.39	59.24	13.15
07/02/2012	02/02/2016	400	UNION PACIFIC CORP	72.39	59.24	28,956.20	23,696.10	5,260.10
12/16/2014	02/02/2016	145	WALT DISNEY CO/THE	93.11	90.91	13,500.62	13,182.53	318.09
07/02/2012	02/03/2016	420	UNION PACIFIC CORP	71.45	59.24	30,007.78	24,880.90	5,126.88
10/21/2014	02/04/2016	195	VALERO ENERGY CORP	61.70	47.74	12,031.73	9,308.91	2,722.82
12/16/2014	02/04/2016	2	WALT DISNEY CO/THE	94.77	90.92	189.53	181.83	7.70
10/02/2014	02/05/2016	8	ALTRIA GROUP INC	59.24	45.35	473.90	362.78	111.12
10/02/2014	02/05/2016	8	ALTRIA GROUP INC	59 24	45.35	473.90	362.78	111.12
10/02/2014	02/05/2016	556	ALTRIA GROUP INC	59.24	45.35	32,936.05	25,213.55	7,722.50
09/09/2014	02/05/2016	185	PEPSICO INC	97.38	91.63	18,015.78	16,951.88	1,063.90
03/31/2014	02/17/2016	28	INTUITIVE SURGICAL INC	537.11	436.61	15,039.06	12,225.06	2,814.00
02/09/2015	02/17/2016	16	INTUITIVE SURGICAL INC	537.11	505.37	8,593.75	8,085.98	507.77
03/18/2014	02/18/2016	327	GILEAD SCIENCES INC	89.77	77.69	29,356.07	25,404.40	3,951.67
04/24/2014	02/18/2016	2	GILEAD SCIENCES INC	89.77	73.52	179.55	147.04	32.51
04/24/2014	02/18/2016	122	GILEAD SCIENCES INC	89 77	73.52	10,952.42	8,969.19	1,983.23
10/20/2014	02/18/2016	50	GILEAD SCIENCES INC	89 77	102.16	4,488.70	5,108.19	(619 49)
01/13/2015	02/19/2016	2	ALLSTATE CORP	64 11	70.13	128.22	140.26	(12.04)
01/13/2015	02/19/2016	3	ALLSTATE CORP	64.11	70.13	192.34	210.39	(18 05)
01/13/2015	02/19/2016	311	ALLSTATE CORP	64 11	70.13	19,938.89	21,810.68	(1,871.79)
01/22/2015	03/01/2016	231	FACEBOOK INC-A	109 37	77 13	25,264.22	17,818.11	7,446.11
02/06/2015	03/01/2016	20	FACEBOOK INC-A	109 37	74 99	2,187.38	1,499.77	687.61
03/25/2011	03/02/2016	28	ALPHABET INC-CL A	735.54	291.28	20,595.16	8,155.88	12,439.28
10/27/2011	03/02/2016	13	ALPHABET INC-CL A	735.54	299.94	9,562.04	3,899.19	5,662.85
03/25/2011	03/09/2016	22	ALPHABET INC-CL A	718.06	291.28	15,797 27	6,408.19	9,389.08
02/14/2014	03/09/2016	501	BALL CORP	67.49	54 61	33,814.59	27,359.71	6,454.88
01/05/2015	03/09/2016	56	BALL CORP	67.49	66.72	3,779.68	3,736.25	43.43
01/21/2014	03/09/2016	317	GAMESTOP CORP-CLASS A	31.01	38 91	9,831 00	12,335.07	(2,504.07)
02/06/2014	03/09/2016	1	GAMESTOP CORP-CLASS A	31 01	35.24	31 01	35.24	(4.23)
02/06/2014	03/09/2016	789	GAMESTOP CORP-CLASS A	31 01	35 24	24,468.94	27,802.54	(3,333.60)
10/21/2013	03/09/2016	120	SHERWIN-WILLIAMS CO/THE	275 94	183.44	33,113 10	22,012.96	11,100.14

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
12/03/2014	03/17/2016	58	L-3 COMMUNICATIONS HOLDINGS	118 02	123.15	6,845 04	7,142.43	(297 39)
03/05/2015	03/17/2016	96	L-3 COMMUNICATIONS HOLDINGS	118.02	127.35	11,329.73	12,225.70	(895 97)
02/14/2014	03/18/2016	343	BALL CORP	70.91	54.61	24,321.55	18,731.30	5,590 25
02/06/2014	03/24/2016	909	GAMESTOP CORP-CLASS A	30.00	35.24	27,268.18	32,031.07	(4,762 89)
01/29/2014	04/14/2016	50	CVS HEALTH CORP	101.19	67.58	5,059.30	3,379.24	1,680.06
02/20/2014	04/14/2016	100	CVS HEALTH CORP	101.19	70 69	10,118.60	7,068.72	3,049.88
03/20/2015	04/14/2016	73	CVS HEALTH CORP	101.19	103.62	7,386.58	7,564 04	(177 46)
08/29/2014	04/15/2016	211	ALTRIA GROUP INC	61.29	42 99	12,932.40	9,070 07	3,862 33
10/02/2014	04/15/2016	328	ALTRIA GROUP INC	61.29	45.35	20,103.45	14,874.18	5,229.27
03/25/2015	04/15/2016	317	L BRANDS INC	81.65	94.55	25,883.84	29,973 46	(4,089.62)
04/06/2015	04/15/2016	58	L BRANDS INC	81.65	94.86	4,735.85	5,501.73	(765.88)
03/18/2014	04/25/2016	280	MONSTER BEVERAGE CORP	123.53	71.28	34,588.29	19,958 60	14,629 69
05/08/2014	04/25/2016	1	MONSTER BEVERAGE CORP	123.53	66 38	123.53	66 38	57.15
05/08/2014	04/25/2016	14	MONSTER BEVERAGE CORP	123.53	66.38	1,729.41	929.28	800.13
02/06/2014	04/28/2016	1,000	BALL CORP	73.25	51.91	73,250.40	51,914.10	21,336.30
02/14/2014	04/28/2016	156	BALL CORP	73.25	54.61	11,427.06	8,519.19	2,907.87
08/20/2013	04/28/2016	155	PEPSICO INC	102.66	80.69	15,911.94	12,506.50	3,405.44
09/09/2014	04/28/2016	15	PEPSICO INC	102.66	91.63	1,539.87	1,374.48	165.39
10/03/2014	04/29/2016	159	DR PEPPER SNAPPLE GROUP INC	90.22	64.61	14,345.71	10,272 80	4,072 91
02/25/2015	05/03/2016	293	***LYONDELLBASELL INDU-CL A	83.00	91.26	24,319.67	26,738 06	(2,418.39)
05/07/2015	05/09/2016	830	ROSS STORES INC	58.22	50.53	48,319.61	41,943 71	6,375.90
02/25/2015	05/10/2016	424	***LYONDELLBASELL INDU-CL A	81.91	91.26	34,729.71	38,692 63	(3,962.92)
04/14/2015	05/10/2016	1	CF INDUSTRIES HOLDINGS INC	30.02	56.15	30.02	56.15	(26.13)
04/14/2015	05/10/2016	7	CF INDUSTRIES HOLDINGS INC	30.02	56.15	210 14	393.05	(182.91)
04/14/2015	05/10/2016	1,162	CF INDUSTRIES HOLDINGS INC	30 02	56.15	34,883.94	65,246.41	(30,362.47)
03/23/2015	05/10/2016	1	DOLLAR GENERAL CORP	84 39	76 03	84 39	76.03	8.36
03/23/2015	05/10/2016	389	DOLLAR GENERAL CORP	84.39	76.03	32,829 15	29,575.67	3,253.48
05/07/2015	05/10/2016	54	ROSS STORES INC	57.81	50.53	3,121.80	2,728.87	392.93
01/29/2014	05/18/2016	240	CVS HEALTH CORP	101.34	67.58	24,322.30	16,220.35	8,101.95
05/08/2014	05/18/2016	127	MONSTER BEVERAGE CORP	148 84	66.38	18,902.10	8,429.88	10,472.22
05/20/2011	05/19/2016	250	***LYONDELLBASELL INDU-CL A	80.60	28.92	20,149.98	7,229.30	12,920.68
10/03/2011	05/19/2016	209	***LYONDELLBASELL INDU-CL A	80.60	24.50	16,845.38	5,121.19	11,724.19
07/11/2014	05/19/2016	485	ITT INC	33.23	47.14	16,118 93	22,864.06	(6,745.13)

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/10/2014	05/19/2016	10	ITT INC	33.23	48 55	332.35	485.55	(153 20)
05/08/2014	05/19/2016	108	MONSTER BEVERAGE CORP	148.52	66.38	16,040.66	7,168.71	8,871 95
05/07/2015	05/23/2016	662	MICROSOFT CORP	50.44	46.70	33,394.06	30,912.22	2,481.84
02/14/2013	05/25/2016	1	***AMDOCS LTD	57.11	35.97	57.11	35.97	21 14
02/14/2013	05/25/2016	1	***AMDOCS LTD	57.11	35.97	57.11	35.97	21.14
02/14/2013	05/25/2016	24	***AMDOCS LTD	57.11	35.97	1,370.53	863.24	507.29
02/14/2013	05/25/2016	526	***AMDOCS LTD	57.11	35.97	30,037.39	18,919.38	11,118.01
06/07/2013	05/25/2016	163	***AMDOCS LTD	57.11	35.99	9,308.16	5,865.63	3,442.53
03/31/2014	05/27/2016	38	INTUITIVE SURGICAL INC	636.56	436.61	24,189.33	16,591.14	7,598.19
06/03/2014	05/31/2016	280	ESTEE LAUDER COMPANIES-CL A	91.82	76.44	25,709.83	21,403.23	4,306.60
06/26/2014	05/31/2016	65	ESTEE LAUDER COMPANIES-CL A	91.82	74.49	5,968.35	4,841.67	1,126.68
03/31/2014	05/31/2016	59	INTUITIVE SURGICAL INC	633.63	436.61	37,384.04	25,759 94	11,624.10
06/26/2014	06/01/2016	1	ESTEE LAUDER COMPANIES-CL A	92 22	74.49	92.22	74.49	17.73
06/26/2014	06/01/2016	309	ESTEE LAUDER COMPANIES-CL A	92 22	74.49	28,495.05	23,016.54	5,478 51
09/30/2011	06/02/2016	339	***LYONDELLBASELL INDU-CL A	80 37	7.29	27,246.92	2,472.02	24,774.90
01/27/2015	06/02/2016	141	***MEDTRONIC PLC	82 89	73.00	11,687.96	10,293.61	1,394 35
02/25/2015	06/02/2016	45	***MEDTRONIC PLC	82 89	78 98	3,730.20	3,554.26	175 94
06/01/2015	06/02/2016	470	NORTHROP GRUMMAN CORP	212 94	159.83	100,079.45	75,118.17	24,961.28
09/04/2014	06/02/2016	211	UNITEDHEALTH GROUP INC	135 56	88 04	28,603.16	18,575.40	10,027.76
01/13/2015	06/02/2016	536	UNITEDHEALTH GROUP INC	135.56	104.72	72,660 16	56,131.31	16,528.85
09/30/2011	06/03/2016	61	***LYONDELLBASELL INDU-CL A	79.44	7.29	4,845.54	444 82	4,400 72
10/03/2011	06/03/2016	241	***LYONDELLBASELL INDU-CL A	79 44	24.50	19,143.86	5,905.29	13,238.57
10/03/2014	06/08/2016	307	DR PEPPER SNAPPLE GROUP INC	91.63	64.61	28,129.30	19,834.90	8,294.40
10/03/2014	06/09/2016	166	DR PEPPER SNAPPLE GROUP INC	91.90	64.61	15,255.86	10,725.06	4,530.80
05/07/2015	06/09/2016	466	MICROSOFT CORP	51 69	46 70	24,087.82	21,759.96	2,327 86
04/14/2015	06/10/2016	77	CF INDUSTRIES HOLDINGS INC	29.23	56.15	2,250.49	4,323.56	(2,073.07)
06/08/2015	06/13/2016	347	APPLIED MATERIALS INC	24.02	20.07	8,334.70	6,962.63	1,372.07
06/10/2015	06/13/2016	965	APPLIED MATERIALS INC	24.02	20.04	23,178.62	19,341.21	3,837.41
05/07/2014	06/17/2016	175	SERVICENOW INC	72.16	47.25	12,627.81	8,268.92	4,358.89
05/08/2014	06/17/2016	91	SERVICENOW INC	72.16	46.68	6,566.46	4,248.09	2,318.37
05/08/2014	06/21/2016	284	SERVICENOW INC	72 48	46.68	20,585.17	13,257.77	7,327 40
07/11/2014	06/30/2016	728	ITT INC	31.84	47.14	23,180.90	34,319.67	(11,138 77)
07/11/2014	07/01/2016	686	ITT INC	32.09	47.14	22,010.86	32,339.69	(10,328 83)

Capital Gains Report

LAKESIDE FOUNDATION (Account: 888-28402) January 1, 2016 - December 31, 2016

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/06/2013	07/18/2016	107	COSTCO WHOLESALE CORP	167 10	110.25	17,879 90	11,796.50	6,083.40
10/17/2014	07/18/2016	200	COSTCO WHOLESALE CORP	167.10	124.20	33,420.38	24,840.84	8,579.54
07/09/2012	07/19/2016	597	ANSYS INC	90.77	58.52	54,190.11	34,934.83	19,255.28
10/02/2014	07/19/2016	189	ANSYS INC	90.77	76.07	17,155.66	14,377.53	2,778.13
10/22/2014	07/19/2016	400	ANSYS INC	90.77	74.91	36,308.28	29,963.28	6,345.00
11/13/2013	07/20/2016	1,793	AMPHENOL CORP-CL A	59.36	40.48	106,428.54	72,580.64	33,847.90
10/02/2014	07/25/2016	601	STARBUCKS CORP	57.83	37.20	34,755.77	22,360.00	12,395.77
07/22/2014	08/02/2016	10	ANTHEM INC	126.29	115.65	1,262.86	1,156.48	106 38
07/22/2014	08/02/2016	164	ANTHEM INC	126.29	115.65	20,710.84	18,966 27	1,744.57
10/02/2014	08/02/2016	250	ANTHEM INC	126.29	117 32	31,571.40	29,329.27	2,242.13
10/21/2014	08/04/2016	484	VALERO ENERGY CORP	53 78	47 74	26,030.54	23,105 19	2,925.35
12/16/2014	08/04/2016	268	VALERO ENERGY CORP	53 78	47 10	14,413.60	12,622.80	1,790.80
07/02/2012	08/05/2016	2	SHERWIN-WILLIAMS CO/THE	299.64	131.35	599.27	262.70	336.57
07/02/2012	08/05/2016	59	SHERWIN-WILLIAMS CO/THE	299.64	131.35	17,678.60	7,749 78	9,928.82
10/21/2013	08/05/2016	11	SHERWIN-WILLIAMS CO/THE	299.64	183.44	3,296.01	2,017.86	1,278.15
12/16/2014	08/05/2016	292	VALERO ENERGY CORP	53.60	47 10	15,652.31	13,753 20	1,899.11
01/13/2015	08/05/2016	402	VALERO ENERGY CORP	53 60	46.67	21,548.73	18,763.11	2,785.62
07/02/2012	08/09/2016	64	SHERWIN-WILLIAMS CO/THE	296.43	131.35	18,971.39	8,406 55	10,564.84
07/02/2012	08/10/2016	95	SHERWIN-WILLIAMS CO/THE	296.11	131.35	28,130.68	12,478.47	15,652.21
07/02/2012	08/11/2016	105	SHERWIN-WILLIAMS CO/THE	296.82	131.35	31,165.83	13,791 99	17,373 84
07/22/2014	08/18/2016	265	ANTHEM INC	129.87	115.65	34,416.74	30,646.72	3,770.02
08/01/2014	08/18/2016	171	ANTHEM INC	129.87	110.58	22,208.54	18,908 63	3,299.91
08/01/2014	08/19/2016	279	ANTHEM INC	129.15	110.58	36,031.57	30,850 93	5,180.64
05/15/2015	08/22/2016	14	DISCOVER FINANCIAL SERVICES	57 62	59.98	806.72	839 79	(33.07)
05/15/2015	08/22/2016	383	DISCOVER FINANCIAL SERVICES	57 62	59.98	22,069.42	22,974.25	(904.83)
06/10/2015	08/30/2016	1,135	APPLIED MATERIALS INC	29.85	20.04	33,885 20	22,748.46	11,136.74
09/02/2015	09/06/2016	330	MCDONALD'S CORP	117.80	95.84	38,872 85	31,628.85	7,244.00
05/07/2015	09/06/2016	80	ROSS STORES INC	62.43	50.53	4,994 66	4,042.77	951.89
09/04/2015	09/06/2016	344	ROSS STORES INC	62 43	48.47	21,477.06	16,673.03	4,804.03
03/26/2015	09/07/2016	1,050.975	AB DISCOVERY GRWTH FUND- ADV	9.25	9.78	9,721.52	10,278.54	(557.02)
05/04/2015	09/07/2016	4,036.052	AB DISCOVERY GRWTH FUND- ADV	9.25	10.03	37,333.48	40,481.60	(3,148.12)
06/03/2014	09/07/2016	149.250	AB DISCOVERY VALUE FUND- ADV	20.81	22.65	3,105.89	3,380.51	(274.62)
04/02/2015	09/07/2016	3,391.084	AB DISCOVERY VALUE FUND- ADV	20.81	21.37	70,568.46	72,467.47	(1,899.01)

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
05/04/2015	09/07/2016	879.656	AB DISCOVERY VALUE FUND- ADV	20.81	21.28	18,305.65	18,719.08	(413.43)
01/13/2015	09/07/2016	337	ALLSTATE CORP	69.39	70.13	23,383.72	23,634 08	(250.36)
07/27/2015	09/07/2016	110	ALLSTATE CORP	69.39	68.34	7,632.67	7,517.16	115 51
08/29/2014	09/07/2016	250	ALTRIA GROUP INC	66.79	42.99	16,698.53	10,746.52	5,952 01
06/08/2015	09/07/2016	399	APPLE INC	107.38	128.66	42,844.30	51,333.62	(8,489 32)
06/10/2015	09/07/2016	774	APPLIED MATERIALS INC	29.98	20.04	23,204.75	15,513.05	7,691 70
07/22/2015	09/07/2016	1,038	BANK OF AMERICA CORP	15.74	18.15	16,338.12	18,835.86	(2,497 74)
08/20/2012	09/07/2016	60	BIOGEN INC	310 67	144.50	18,640.38	8,669.78	9,970.60
12/24/2014	09/07/2016	173	DELTA AIR LINES INC	38 97	48.06	6,741 88	8,315.09	(1,573.21)
05/15/2015	09/07/2016	254	DISCOVER FINANCIAL SERVICES	59 43	59.98	15,095.98	15,236.19	(140.21)
02/06/2015	09/07/2016	174	FACEBOOK INC-A	130.59	74 99	22,723.30	13,048.02	9,675.28
07/02/2012	09/07/2016	17	HOME DEPOT INC	132.66	52.85	2,255 27	898.49	1,356 78
08/17/2012	09/07/2016	124	HOME DEPOT INC	132 66	56 92	16,450.22	7,057.48	9,392.74
12/16/2014	09/07/2016	1,218	ITT INC	35.92	38 69	43,755.55	47,121.38	(3,365 83)
01/14/2015	09/07/2016	392	ITT INC	35.92	36 96	14,082.25	14,489.81	(407.56)
03/28/2011	09/07/2016	104	JOHNSON & JOHNSON	119.56	59.17	12,434.43	6,153.44	6,280 99
01/13/2015	09/07/2016	73	MCKESSON CORP	184.74	217.32	13,486.02	15,864 59	(2,378.57)
05/07/2015	09/07/2016	377	MICROSOFT CORP	57.57	46.70	21,704.57	17,604.09	4,100 48
05/15/2015	09/07/2016	281	PEPSICO INC	107.17	98.22	30,113.81	27,599.15	2,514 66
12/16/2014	09/07/2016	10	PRICELINE GROUP INC/THE	1,440.23	1061.12	14,402.30	10,611.19	3,791 11
09/04/2015	09/07/2016	230	ROSS STORES INC	62.93	48.47	14,474.73	11,147.66	3,327 07
09/04/2014	09/07/2016	125	UNITEDHEALTH GROUP INC	134 73	88.04	16,840.74	11,004.39	5,836.35
01/07/2015	09/07/2016	422	US BANCORP	43.63	43.43	18,413.51	18,328.09	85 42
05/24/2012	09/07/2016	168	VISA INC - CLASS A SHARES	83 16	29.79	13,971.69	5,005.15	8,966.54
03/07/2012	09/07/2016	97	VISA INC - CLASS A SHRS	83.16	28.84	8,066.99	2,797.06	5,269 93
06/03/2014	09/07/2016	48	VISA INC - CLASS A SHRS	83 16	52.99	3,991.91	2,543.68	1,448.23
12/16/2014	09/07/2016	218	WALT DISNEY CO/THE	93.66	90.91	20,417.18	19,819.25	597.93
09/03/2015	09/07/2016	278	WELLS FARGO & COMPANY	49.69	52.76	13,813.13	14,668.00	(854 87)
01/31/2014	09/07/2016	906	XEROX CORP	9.81	10 95	8,891.39	9,919.25	(1,027 86)
02/28/2014	09/07/2016	661	XEROX CORP	9 81	11.01	6,486 99	7,279.66	(792.67)
12/16/2014	09/15/2016	3	ALLSTATE CORP	67 68	67 90	203.04	203.71	(0 67)
12/16/2014	09/15/2016	13	ALLSTATE CORP	67 68	67 90	879.85	882.72	(2.87)
12/16/2014	09/15/2016	148	ALLSTATE CORP	67.68	67 90	10,016.71	10,049.48	(32.77)

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
07/27/2015	09/15/2016	123	ALLSTATE CORP	67.68	68.34	8,324.70	8,405 55	(80.85)
02/14/2013	09/20/2016	1,047	***AMDOCS LTD	59.12	35.97	61,901.15	37,658 91	24,242.24
09/22/2015	09/23/2016	668	MCDONALD'S CORP	117.29	97.10	78,349 79	64,860.73	13,489 06
06/10/2015	10/10/2016	793	APPLIED MATERIALS INC	29.60	20.04	23,472 64	15,893.86	7,578.78
10/07/2015	10/10/2016	747	APPLIED MATERIALS INC	29.60	15 40	22,111 05	11,505.07	10,605.98
10/08/2015	10/10/2016	6	APPLIED MATERIALS INC	29.60	15.52	177 60	93.11	84 49
07/15/2014	10/12/2016	337	DR PEPPER SNAPPLE GROUP INC	87.27	59.30	29,409 69	19,983.09	9,426.60
10/03/2014	10/12/2016	68	DR PEPPER SNAPPLE GROUP INC	87.27	64 61	5,934.30	4,393.40	1,540 90
05/15/2015	10/12/2016	127	PEPSICO INC	105.95	98.22	13,455.47	12,473.63	981 84
10/02/2015	10/12/2016	1,684	PPL CORPORATION	32.52	32 88	54,764.52	55,370.25	(605 73)
07/15/2014	10/13/2016	335	DR PEPPER SNAPPLE GROUP INC	87 31	59 30	29,248.65	19,864.49	9,384 16
12/10/2013	10/17/2016	3,657 864	BERNSTEIN INTERNATIONAL	15.24	15 87	55,745.85	58,050.30	(2,304 45)
11/22/2011	10/17/2016	273	HEWLETT PACKARD ENTERPRIS	21.38	14 45	5,837.15	3,944.95	1,892.20
12/20/2011	10/17/2016	350	HEWLETT PACKARD ENTERPRIS	21.38	14.19	7,483.53	4,966.40	2,517.13
03/02/2012	10/17/2016	500	HEWLETT PACKARD ENTERPRIS	21.38	13 88	10,690.75	6,938.38	3,752.37
03/09/2012	10/17/2016	366	HEWLETT PACKARD ENTERPRIS	21.38	13 33	7,825.63	4,877.20	2,948.43
12/17/2013	10/17/2016	10,312.099	OVERLAY A PORTFOLIO	11.40	12.05	117,557.93	124,260.79	(6,702.86)
12/16/2014	10/17/2016	17,529.129	OVERLAY A PORTFOLIO	11.40	11 80	199,832.07	206,843.72	(7,011.65)
09/04/2015	10/20/2016	329	ROSS STORES INC	63 69	48.47	20,955.42	15,946.01	5,009.41
08/20/2012	10/21/2016	86	BIOGEN INC	293.81	144.50	25,267.79	12,426.68	12,841.11
10/21/2014	10/21/2016	145	WALT DISNEY CO/THE	91.12	87 49	13,212.69	12,685.52	527 17
12/16/2014	10/21/2016	54	WALT DISNEY CO/THE	91.12	90.91	4,920.59	4,909.35	11.24
12/03/2014	10/26/2016	262	L-3 COMMUNICATIONS HOLDINGS	148.61	123.15	38,936.97	32,264.07	6,672 90
12/16/2014	10/28/2016	452	ALLSTATE CORP	67.69	67.90	30,595.34	30,691.66	(96.32)
02/13/2015	10/31/2016	1	KIMBERLY-CLARK CORP	114.43	110.64	114.43	110.64	3 79
02/13/2015	10/31/2016	83	KIMBERLY-CLARK CORP	114.43	110.64	9,497.36	9,182.96	314 40
09/04/2015	10/31/2016	6	ROSS STORES INC	62.26	48.47	373 53	290 81	82.72
09/04/2015	10/31/2016	465	ROSS STORES INC	62.26	48.47	28,948.62	22,537.67	6,410.95
12/03/2014	11/02/2016	161	L-3 COMMUNICATIONS HOLDINGS	135.03	123.15	21,739.81	19,826.39	1,913.42
10/07/2015	11/04/2016	1,252	APPLIED MATERIALS INC	28.31	15.40	35,440.86	19,282.93	16,157.93
01/31/2014	11/04/2016	2,811	XEROX CORP	9 26	10.95	26,023.39	30,775 95	(4,752 56)
12/16/2014	11/07/2016	8	ALLSTATE CORP	67.03	67 90	536.22	543 22	(7 00)
12/16/2014	11/07/2016	9	ALLSTATE CORP	67.03	67 90	603.25	611.12	(7 87)

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
12/16/2014	11/07/2016	470	ALLSTATE CORP	67 03	67 90	31,502.93	31,913.89	(410.96)
07/22/2015	11/10/2016	1,049	BANK OF AMERICA CORP	18.41	18 15	19,308.52	19,035.47	273.05
07/27/2015	11/10/2016	740	BANK OF AMERICA CORP	18 41	17.72	13,620 88	13,109.62	511.26
02/27/2014	11/11/2016	172	CAPITAL ONE FINANCIAL CORP	80.63	72 31	13,867 74	12,437 03	1,430.71
01/05/2015	11/23/2016	157	MCKESSON CORP	141 16	208.61	22,161 38	32,751 34	(10,589.96)
01/13/2015	11/23/2016	175	MCKESSON CORP	141 16	217.32	24,702 18	38,031.54	(13,329.36)
01/13/2015	11/25/2016	120	MCKESSON CORP	142 35	217 32	17,081.58	26,078.77	(8,997.19)
09/09/2014	11/29/2016	377	DOLLAR GENERAL CORP	78 15	63.84	29,461 08	24,067 41	5,393 67
03/23/2015	11/29/2016	105	DOLLAR GENERAL CORP	78.15	76 03	8,205 34	7,983 15	222 19
09/09/2014	11/30/2016	273	DOLLAR GENERAL CORP	77.95	63.84	21,281.39	17,428 13	3,853.26
01/27/2015	12/08/2016	928	***MEDTRONIC PLC	71.82	71.83	66,647 01	66,653 87	(6.86)
09/09/2015	12/08/2016	231	***MEDTRONIC PLC	71.82	70 60	16,589 94	16,307.90	282 04
06/26/2014	12/12/2016	225	ESTEE LAUDER COMPANIES-CL A	78 64	74 49	17,693.17	16,759 62	933 55
08/06/2014	12/12/2016	22	ESTEE LAUDER COMPANIES-CL A	78.64	74.19	1,730 00	1,632.14	97.86
02/13/2015	12/12/2016	247	KIMBERLY-CLARK CORP	114.88	110.64	28,376.10	27,327.61	1,048.49
08/06/2014	12/13/2016	216	ESTEE LAUDER COMPANIES-CL A	78.85	74 19	17,031 82	16,024.67	1,007 15
02/13/2015	12/13/2016	107	KIMBERLY-CLARK CORP	115.10	110.64	12,315.68	11,838 28	477 40
03/09/2015	12/13/2016	143	KIMBERLY-CLARK CORP	115.10	106.99	16,459.27	15,300.21	1,159 06
08/06/2014	12/14/2016	212	ESTEE LAUDER COMPANIES-CL A	78.56	74.19	16,654.59	15,727.92	926 67
			SUBTOTAL FOR LONG-TERM COVERED			4,704,939 00	3,977,829.90	727,109.10

LONG-TERM NON-COVERED

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/30/2010	01/08/2016	1	JOHNSON & JOHNSON	98.84	59.22	98 84	59 22	39.62
06/30/2010	01/08/2016	140	JOHNSON & JOHNSON	98 84	59 22	13,838.27	8,290 59	5,547.68
02/12/2010	03/09/2016	41	ALPHABET INC-CL A	718 06	267.60	29,440.37	10,971.57	18,468 80
12/29/2009	05/16/2016	403	DANAHER CORP	98 01	37 98	39,496.38	15,305.94	24,190 44
12/29/2009	08/03/2016	398	FORTIVE CORP	48.53	18 39	19,315 18	7,318.70	11,996 48
02/08/2010	08/03/2016	350	FORTIVE CORP	48.53	17 09	16,985 71	5,981 66	11,004.05
06/28/2006	08/30/2016	87 224	BERNSTEIN INTERNATIONAL	15 48	24.97	1,350 23	2,177.98	(827.75)
08/02/2011	08/30/2016	1,848 807	OVERLAY A PORTFOLIO	11 64	11 55	21,520 11	21,353 72	166 39
08/02/2011	09/06/2016	14,750 638	OVERLAY A PORTFOLIO	11.75	11.55	173,320.00	170,369.87	2,950.13
02/12/2010	09/07/2016	9	ALPHABET INC-CL A	806 76	267 60	7,260 82	2,408 39	4,852 43
03/01/2010	09/07/2016	30	ALPHABET INC-CL A	806.76	265.78	24,202.75	7,973.45	16,229.30
06/30/2010	09/07/2016	59	JOHNSON & JOHNSON	119.56	59.22	7,054.15	3,493.89	3,560 26

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12/29/2009	09/13/2016	444	DANAHER CORP	77.18	28.79	34,267 83	12,780 83	21,487.00
12/29/2009	09/14/2016	352	DANAHER CORP	76.49	28.79	26,926 20	10,132.55	16,793.65
02/08/2010	09/14/2016	144	DANAHER CORP	76.49	26.75	11,015 27	3,852 49	7,162.78
02/08/2010	09/15/2016	556	DANAHER CORP	76.80	26.75	42,699 97	14,874.87	27,825.10
06/28/2006	10/17/2016	7,479.884	BERNSTEIN INTERNATIONAL	15.24	24.97	113,993.43	186,772.70	(72,779.27)
11/10/2009	10/17/2016	2,474 103	BERNSTEIN INTERNATIONAL	15.24	15 48	37,705.33	38,299.11	(593 78)
12/02/2009	10/17/2016	1 207	BERNSTEIN INTERNATIONAL	15.24	15.67	18 39	18.91	(0 52)
01/03/2011	10/17/2016	0 057	BERNSTEIN INTERNATIONAL	15.24	15.61	0.87	0.89	(0 02)
04/04/2011	10/17/2016	0 074	BERNSTEIN INTERNATIONAL	15.24	15.81	1 13	1.17	(0 04)
08/03/2011	10/17/2016	22,283.286	OVERLAY B PORTFOLIO	10 59	10.90	235,980.00	242,887.82	(6,907.82)
		SUBTOTAL FOR LONG-TERM NON-COVERED				856,491.23	765,326.32	91,164.91
CIL - COVERED[1]								
	10/27/2016		ADVANSIX INC			5.22	0.00	5 22
		SUBTOTAL FOR CIL - COVERED				5.22	0 00	5.22
TOTAL						$7,132,474 91	$6,562,007.04	$570,467.87

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L	$570,467.87
SHORT-TERM COVERED	($247,811.36)
LONG-TERM COVERED	$727,109.10
LONG-TERM NON-COVERED	$91,164.91
CIL - COVERED	$5.22

[1] CIL represents cash in lieu of fractional shares

Capital Gains Report

LAKESIDE FOUNDATION (Account: 038-33323) — January 1, 2016 - December 31, 2016

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM COVERED								
04/22/2015	01/20/2016	5,000	BARRICK GOLD CORP DUE 05/01/2023 4.100%	86 65	99 24	4,332.45	4,961.90	(629.45)
		SUBTOTAL FOR SHORT-TERM COVERED				4,332.45	4,961.90	(629.45)
FORWARDS								
12/02/2015	01/08/2016	260,314 450	JPY FWD VS USD DUE 01/08/2016	1 00	1 05		0.00	(12,342.95)
12/28/2015	01/08/2016	32,100,000	JPY FWD VS USD DUE 01/08/2016	0.01	0.01		0.00	5,824 48
11/17/2015	01/14/2016	10,523.840	CAD FWD VS USD DUE 01/14/2016	1.00	0.93		0.00	763.67
12/28/2015	01/14/2016	14,012	CAD FWD VS USD DUE 01/14/2016	0.70	0.72		0.00	(320.88)
11/12/2015	01/19/2016	348,943.270	JPY FWD VS USD DUE 01/19/2016	1.00	1.04		0.00	(14,428.73)
12/28/2015	01/19/2016	42,800,000	JPY FWD VS USD DUE 01/19/2016	0.01	0.01		0.00	7,476 44
11/18/2015	02/19/2016	260,352.880	JPY FWD VS USD DUE 02/19/2016	1.00	1 09		0 00	(24,277.82)
12/28/2015	02/19/2016	32,100,000	JPY FWD VS USD DUE 02/19/2016	0.01	0.01		0 00	17,509 12
09/18/2015	03/25/2016	385,727.090	JPY FWD VS USD DUE 03/25/2016	1.00	1 05		0.00	(20,452.91)
12/28/2015	03/25/2016	46,000,000	JPY FWD VS USD DUE 03/25/2016	0 01	0 01		0.00	23,197.73
		SUBTOTAL FOR FORWARDS				0.00	0.00	(17,051.85)
TOTAL						$4,332 45	$4,961.90	($17,681.30)

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L	($17,681.30)
SHORT-TERM COVERED	($629.45)
FORWARDS	($17,051.85)

LAKESIDE FOUNDATION
ESTIMATED AVERAGE ASSETS-MARKET VALUE
FOR THE YEAR ENDED DECEMBER 31, 2016

03/26/17

		Wells Fargo Cash	Bernstein Custodial Cash & Short Term Invest	Bessemer Custodial Cash & Short Term Invest	Total	Bernstein Public Securities & Emerg. Mkt. DBT	Bessemer Public Securities & Emerg. Mkt. DBT	Bernstein Govt & Debt Securities	Bessemer Govt & Debt Securities	Other Assets	Other Receivable	Total
Jan	Beginning	279,463	427,704	23,785	730,952	32,408,699	3,509,425	12,501,731	1,607,838	2,117,963	113,743	52,259,399
Jan	Ending	137,985	441,126	77,432	656,543	31,179,364	2,786,481	12,630,667	1,605,140	2,117,963	0	50,319,615
Feb	Beginning	137,985	441,126	77,432	656,543	31,179,364	2,786,481	12,630,667	1,605,140	2,117,963	0	50,319,615
Feb	Ending	113,436	315,116	68,217	496,768	30,870,479	2,776,216	12,801,373	1,603,346	2,117,963	0	50,169,378
Mar	Beginning	113,436	315,116	68,217	496,768	30,870,479	2,776,216	12,801,373	1,603,346	2,117,963	0	50,169,378
Mar	Ending	184,333	162,173	72,928	419,434	32,712,352	2,944,489	12,974,031	1,608,504	2,029,271	0	52,268,647
Apr	Beginning	184,333	162,173	72,928	419,434	32,712,352	2,944,489	12,974,031	1,608,504	2,029,271	0	52,268,647
Apr	Ending	222,463	261,948	68,386	552,797	32,596,105	2,970,284	13,065,526	1,620,004	1,990,834	0	52,242,752
May	Beginning	222,463	261,948	68,386	552,797	32,596,105	2,970,284	13,065,526	1,620,004	1,990,834	0	52,242,752
May	Ending	402,095	250,544	242,898	895,537	32,860,244	2,843,754	13,064,977	1,602,028	1,785,392	0	52,156,395
June	Beginning	402,095	250,544	242,898	895,537	32,860,244	2,843,754	13,064,977	1,602,028	1,785,392	0	52,156,395
June	Ending	354,597	249,119	53,538	657,254	32,798,475	2,684,210	13,344,458	1,955,260	1,880,411	0	52,662,814
July	Beginning	354,597	249,118	53,538	657,253	32,798,475	2,684,210	13,344,458	1,955,260	1,880,411	0	52,662,814
July	Ending	501,093	205,621	114,472	821,186	33,893,320	2,829,665	13,470,391	1,851,128	1,733,918	0	53,778,422
Aug	Beginning	501,093	205,621	114,472	821,186	33,893,320	2,829,665	13,470,391	1,851,128	1,733,918	0	53,778,422
Aug	Ending	558,814	241,399	30,248	830,461	33,902,710	2,956,821	13,491,612	1,841,680	1,649,296	0	53,842,119
Sept	Beginning	558,814	241,399	30,248	830,461	33,902,710	2,956,821	13,491,612	1,841,680	1,649,296	0	53,842,119
Sept	Ending	424,324	1,171,458	37,524	1,633,306	33,089,856	2,934,273	13,496,000	1,842,846	1,591,609	0	52,954,584
Oct	Beginning	424,324	1,171,458	37,524	1,633,306	33,089,856	2,934,273	13,496,000	1,842,846	1,591,609	0	52,954,584
Oct	Ending	381,248	2,166,358	27,976	2,575,582	31,470,243	2,882,851	13,415,190	1,841,269	1,572,188	0	51,181,741
Nov	Beginning	381,248	2,166,358	27,976	2,575,582	31,470,243	2,882,851	13,415,190	1,841,269	1,572,188	0	51,181,741
Nov	Ending	340,807	2,169,858	41,145	2,551,811	31,988,069	2,895,579	13,096,398	1,805,680	1,520,780	0	51,306,507
Dec	Beginning	340,807	2,169,858	41,145	2,551,811	31,988,069	2,895,579	13,096,398	1,805,680	1,520,780	0	51,306,507
Dec	Ending	1,862,185	369,674	63,246	2,295,105	32,540,797	2,680,461	13,149,023	1,773,020	1,211,330	114,549	51,469,180
Total		9,384,038	16,066,816	1,756,559	27,207,413	779,671,928	69,199,132	315,352,002	41,734,628	43,308,543	228,292	1,249,494,524
# of Periods		24	24	24		24	24	24	24	24	24	
Monthly Average		391,002	669,451	73,190	1,133,642	32,486,330	2,883,297	13,139,667	1,738,943	1,804,523	9,512	52,062,272
Grand Total												53,195,914

27410229.08

LAKESIDE FOUNDATION
AVERAGE MARKET VALUE - OTHER ASSETS
FOR THE YEAR ENDED DECEMBER 31, 2016

	1-Jan	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Broadreach A1-107		67,014	67,014	67,014	66,775	66,775	66,775	66,481	66,481	66,481	66,246	66,246	66,246
Cap Contributions		0	0	0	0	0	0	0	0	0	0	0	0
Distributions		0	0	0	0	0	0	0	0	0	0	0	(64,719)
Share of Income		0		(239)			(294)			(235)	0	0	(1,496)
Total	67,014	67,014	67,014	66,775	66,775	66,775	66,481	66,481	66,481	66,246	66,246	66,246	31
Brdreach II A2-12		772,706	772,706	772,706	722,297	722,297	588,368	680,088	680,088	680,088	683,641	683,641	683,641
Cap Contributions		0	0	0	0	0	0	0	0	0	0	0	0
Distributions			0	(57,143)	0	(133,929)	0	0	0	0	0	0	(214,286)
Share of Income		0	0	6,734	0	0	91,720	0	0	3,553	0	0	19,524
Total	772,706	772,706	772,706	722,297	722,297	588,368	680,088	680,088	680,088	683,641	683,641	683,641	488,879
Rockwood V	25,763	25,763	25,763	24,899	24,899	24,899	24,347	24,347	24,347	24,470	24,470	24,470	25,367
Rockwood VI	313,286	313,286	313,286	299,222	299,222	243,195	227,901	149,103	64,481	54,012	54,012	54,012	52,912
Rockwood VII	656,994	656,994	656,994	642,821	604,384	604,384	627,851	610,926	610,926	620,533	601,112	549,704	518,627
Rockwood VIII	282,200	282,200	282,200	273,257	273,257	257,771	253,743	202,973	202,973	142,707	142,707	142,707	125,514
	1,278,243	1,278,243	1,278,243	1,240,199	1,201,762	1,130,249	1,133,842	987,349	902,727	841,722	822,301	770,893	722,420
TOTAL	2,117,963	2,117,963	2,117,963	2,029,271	1,990,834	1,785,392	1,880,411	1,733,918	1,649,296	1,591,609	1,572,188	1,520,780	1,211,330

Reporting Currency: US Dollars

16203

Quantity	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio
PORTFOLIO TOTALS							
TOTAL EQUITIES			**$10,470,162.84**	**$13,850,807.29**	**$229,019**	**1.65%**	**100.0%**
NET CASH			**$4,565.96**	**$4,565.96**	**$26**	**0.56%**	—
PORTFOLIO VALUE			**$10,474,728.80**	**$13,855,373.25**	**$229,044**	**1.65%**	**100.0%**
TOTAL ACCRUED DIVIDENDS				**$15,100.44**			
TOTAL PORTFOLIO WITH ACCRUED DIVIDENDS				**$13,870,473.69**			
EQUITIES							
TOTAL EQUITIES			**$10,470,162.84**	**$13,850,807.29**	**$229,019**	**1.65%**	**100.0%**
CASH							
4,566 CASH - US	$1.00	$1.00	$4,565.96	$4,565.96	$26	0.56%	—
FINANCIAL							
PROPERTY - CASUALTY INSURANCE							
1,691 ALLSTATE CORP	$63.77	$74.12	$107,827.38	$125,336.92	$2,232	1.78%	0.9%
2,760 PROGRESSIVE CORP	$33.02	$35.50	$91,126.13	$97,980.00	—	—	0.7%
Total			$198,953.51	$223,316.92	$2,232	1.00%	1.6%
MISC. FINANCIAL							
2,361 ONEMAIN HOLDINGS INC	$24.64	$22.14	$58,182.44	$52,272.54	—	—	0.4%
4,489 SYNCHRONY FINANCIAL	$29.06	$36.27	$130,443.09	$162,816.03	$2,334	1.43%	1.2%
3,182 VISA INC - CLASS A SHARES	$32.62	$78.02	$103,811.56	$248,259.64	$2,100	0.85%	1.8%
Total			$292,437.09	$463,348.21	$4,434	0.96%	3.3%
FINANCE - PERSONAL LOANS							
1,649 CAPITAL ONE FINANCIAL CORP	$55.86	$87.24	$92,118.58	$143,858.76	$2,638	1.83%	1.0%
1,782 DISCOVER FINANCIAL SERVICES	$59.99	$72.09	$106,893.27	$128,464.38	$2,138	1.66%	0.9%
Total			$199,011.85	$272,323.14	$4,777	1.75%	2.0%
MULTI-LINE INSURANCE							
1,591 AETNA INC	$86.17	$124.01	$137,098.10	$197,299.91	$1,591	0.81%	1.4%
2,741 AMERICAN INTERNATIONAL GROUP	$53.96	$65.31	$147,901.16	$179,014.71	$3,508	1.96%	1.3%
788 CIGNA CORP	$131.62	$133.39	$103,714.74	$105,111.32	$32	0.03%	0.8%
1,130 UNITEDHEALTH GROUP INC	$117.60	$160.04	$132,889.85	$180,845.20	$2,825	1.56%	1.3%

Reporting Currency: US Dollars

Quantity		Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio
PORTFOLIO TOTALS		16203						
PORTFOLIO VALUE				**$3,137,198.47**	**$3,109,917.18**	**$56,354**	**1.81%**	**100.0%**
EQUITIES								
210,985	BERNSTEIN INTERNATIONAL PORTFOLIO	$14.87	$14.74	$3,137,198.47	$3,109,917.18	$56,354	1.81% [1]	100.0%

The above quantity rounds your fund shares to the nearest whole share. For the fractional shares held, see your monthly brokerage statement.

[1]International and Emerging Market fund yields are estimates based on stock dividends and interest income generated from cash and securities held directly in the fund, net of estimated fund expenses. These dividends are distributed annually. Additionally, the funds may make annual distributions of short and long-term capital gains.

Quantity		Average Unit Cost†	Market Price	Total Cost†	Market Value	Estimated Annual Income	Yield	% of Portfolio
PORTFOLIO TOTALS								
		16204		2,090,602.12				
PORTFOLIO VALUE				—	**$1,845,181.22**	—	—	**100.0%**
EQUITIES								
14,960	EMERGING MARKETS VALUE DELAWARE BUSINESS TRUST	—	$123.34	—	$1,845,181.22	—	—	100.0%

The above quantity rounds your fund shares to the nearest whole share. For the fractional shares held, see your monthly brokerage statement.

[1]Yields are estimated based on the current dividends of the foreign stocks in the series net of estimated expenses.

† Please see your Year-End Tax Report for your official tax record for accounts that hold Alternative Investments, Hedge Funds, Private Equity Funds, DBTs or any other investment that issues a K-1.

Reporting Currency: US Dollars

Quantity		Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio
PORTFOLIO TOTALS		16283						
PORTFOLIO VALUE				**$13,766,868.66**	**$13,734,891.15**	**$214,174**	**1.56%**	**100.0%**
DYNAMIC ASSET ALLOCATION OVERLAY								
646,611	OVERLAY A PORTFOLIO CLASS 2	$11.33	$11.68	$7,324,726.64	$7,552,421.14	$55,932	0.74% [1]	55.0%
598,497	OVERLAY B PORTFOLIO CLASS 2	$10.76	$10.33	$6,442,142.02	$6,182,470.01	$158,243	2.56% [1]	45.0%

The above quantity rounds your fund shares to the nearest whole share. For the fractional shares held, see your monthly brokerage statement.

[1] Dynamic Asset Allocation Overlay Portfolio yields are estimates based on stock dividends and income from cash and directly held fixed income securities in the fund, net of estimated fund expenses. Actual dividends, which are distributed annually, can vary significantly due to tax treatment of foreign currency and various instruments. In addition to these dividends the funds may also make annual distributions of short and long-term capital gains.

Reporting Currency: US Dollars

Quantity	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio
PORTFOLIO TOTALS							
PORTFOLIO VALUE			$365,107.96	$365,107.96	$986	0.27%	100.0%
TOTAL ACCRUED DIVIDENDS				$237.84			
TOTAL PORTFOLIO WITH ACCRUED DIVIDENDS				$365,345.80			
CASH EQUIVALENTS							
365,108 AB GOVERNMENT RESERVES PORT	$1.00	$1.00	$365,107.96	$365,107.96	$986	0.27%	100.0%

The above quantity rounds your fund shares to the nearest whole share. For the fractional shares held, see your monthly brokerage statement.

Reporting Currency: US Dollars

Quantity	Average Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio
PORTFOLIO TOTALS							
	16300						
PORTFOLIO VALUE			**$13,158,768.20**	**$13,149,023.45**	**$300,846**	**2.15%**	**100.0%**
TOTAL ACCRUED DIVIDENDS				**$11,075.59**			
TOTAL PORTFOLIO WITH ACCRUED DIVIDENDS				**$13,160,099.04**			
FIXED INCOME							
883,671 BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO	$14.89	$14.88	$13,158,768.20	$13,149,023.45	$300,846	2.15% [1]	100.0%

The above quantity rounds your fund shares to the nearest whole share. For the fractional shares held, see your monthly brokerage statement.

[1] Fixed income fund yields are calculated using the 30 day S.E.C. yield. Municipal yields may include a portion of taxable income. Estimated annual income for the fixed income portfolios is based on the monthly income dividends and does not include capital gains distributions. Therefore yield will differ from estimated annual income.

Account Holdings Summary

Trade date basis

	Tax cost	Market value	Percent of account	Unrealized amount	Gain/(loss) percent	Estimated annual income	Current yield
Cash and Short Term	$17,162	$17,162	0.3%			$18	
Fixed Income	1,837,444	1,852,083	35.2	14,639	0.8%	35,282	1.90
Large Cap Core	500,656	563,644	10.7	62,988	12.6%	10,781	1.91
Large Cap Strategies	1,107,686	1,308,077	24.8	200,391	18.1%	10,201	0.78
Small & Mid Cap	416,645	475,502	9.0	58,857	14.1%	3,729	0.78
Strategic Opportunities	506,390	535,628	10.2	29,238	5.8%	8,457	1.58
Total value of account without alternative investments	**$4,385,983**	**$4,752,096**	**90.2%**	**$366,113**	**8.3%**	**$68,468**	**1.44%**
Alternative Investments (estimated fair value)		$516,336	9.8%				
Total value of account		**$5,268,432**	**100.0%**				

2,582,851

33,168

BRCP REIT, LLC I
Schedule of Changes in Consolidated Fair Value of Individual Members' Equity and Remaining Capital Commitment (continued)
As of and for the Year Ended December 31, 2016

	FAIR VALUE					
Investor # (1)	Members' Equity at Jan. 1, 2016	Contributions (3)	Distributions	Allocable Share of Net Income (Loss)	Members' Equity at Dec. 31, 2016	Remaining Capital Commitment at Dec. 31, 2016
A1-99	26,698	0	(25,784)	(902)	12	0
A1-100	50,502	0	(48,773)	(1,706)	23	0
A1-101	1,072,220	0	(1,035,519)	(36,219)	482	0
A1-102	160,833	0	(155,328)	(5,433)	72	0
A1-103	643,332	0	(621,310)	(21,731)	291	0
A1-104	53,611	0	(51,775)	(1,811)	25	0
A1-105	53,611	0	(51,775)	(1,811)	25	0
A1-106	268,055	0	(258,880)	(9,055)	120	0
A1-107	67,014	0	(64,719)	(2,264)	31	0
A1-108	67,014	0	(64,719)	(2,264)	31	0
A1-109	53,611	0	(51,775)	(1,811)	25	0
Class A	16,029,696	0	(15,480,979)	(541,475)	7,242	0
Class B	13,200	0	(14,124)	924	0	0
Total BRCP REIT, LLC I	*16,042,896*	*0*	*(15,495,103)*	*(540,551)*	*7,242*	*0*
F1-GP (2)	(1,875,842)	5,288,079	(3,519,021)	108,942	2,158	0
						$ 0

1) Any gap in sequence reflects a Class A membership units transfer.
2) Represents Gen-Par noncontrolling interest only.
3) Represents return of excess distribution from GP Reserve Account during liquidation of the Fund

BRCP REIT II, LLC
Schedule of Changes in Fair Value of Individual Members' Equity and Remaining Capital Commitment (continued)
As of and for the Year Ended December 31, 2016

	FAIR VALUE					
Investor # (1)	Members' Equity at Jan 1, 2016 (2)	Contributions	Distributions	Allocable Share of Net Income (3)	Members' Equity at Dec 31, 2016 (2)	Remaining Capital Commitment at Dec 31, 2016 (4)
A2-47	18,544,933	-	(9,728,572)	2,916,735	11,733,096	1,060,714
A2-51	618,164	-	(324,286)	97,225	391,103	35,357
A2-52	6,181,644	-	(3,242,857)	972,245	3,911,032	353,571
A2-53	3,090,822	-	(1,621,429)	486,123	1,955,516	176,786
A2-58	12,363,289	-	(6,485,715)	1,944,490	7,822,064	707,143
A2-59	618,164	-	(324,286)	97,225	391,103	35,357
A2-60	5,563,480	-	(2,918,572)	875,021	3,519,929	318,214
A2-63	1,854,493	-	(972,857)	291,674	1,173,310	106,071
A2-65	18,078,769	-	(9,484,025)	2,843,417	11,438,161	1,034,051
A2-66	466,164	-	(244,547)	73,318	294,935	26,663
A2-69	927,247	-	(486,428)	145,837	586,656	53,036
A2-70	24,726,577	-	(12,971,428)	3,888,980	15,644,129	1,414,286
A2-72	4,759,866	-	(2,497,000)	748,629	3,011,495	272,250
A2-74	3,090,822	-	(1,621,429)	486,123	1,955,516	176,786
A2-75	618,164	-	(324,286)	97,225	391,103	35,357
A2-76	3,090,822	-	(1,621,429)	486,123	1,955,516	176,786
A2-77	705,326	-	(370,010)	110,933	446,249	40,342
A2-78	1,334,617	-	(700,134)	209,908	844,391	76,336
A2-79	15,454,111	-	(8,107,142)	2,430,613	9,777,582	883,929
A2-80	3,554,446	-	(1,864,642)	559,041	2,248,845	203,304
A2-81	154,541	-	(81,071)	24,306	97,776	8,839
A2-82	154,541	-	(81,071)	24,306	97,776	8,839
A2-83	6,181,644	-	(3,242,857)	972,245	3,911,032	353,571
A2-84	6,181,644	-	(3,242,857)	972,245	3,911,032	353,571
A2-86	4,945,315	-	(2,594,287)	777,796	3,128,824	282,857
A2-87	772,706	-	(405,358)	121,531	488,879	44,196
A2-88	772,705	-	(405,358)	121,531	488,878	44,197
A2-89	38,635,278	-	(20,267,858)	6,076,531	24,443,951	2,209,821
A2-90	38,635,277	-	(20,267,858)	6,076,531	24,443,950	2,209,822
A2-91	4,945,315	-	(2,594,287)	777,796	3,128,824	282,857
Class A	424,988,050	-	(222,946,430)	66,841,854	268,883,474	24,308,035
Class B	17,600	-	(1,232)	1,232	17,600	-
Total BRCP REIT II, LLC	*$ 425,005,650*	*$ -*	*$ (222,947,662)*	*$ 66,843,086*	*$ 268,901,074*	*$ 24,308,035*

1) Any gap in sequence reflects a Class A membership units transfer
2) Current period beginning and ending balances are impacted by prior years' and/or current period's affect of note 3 below.
3) Allocable share of net income (loss) may include unrealized appreciation (depreciation) in fair valued investments. Actual gains or losses from the disposition of these investments may result in significant adjustments to the allocable share of net income (loss) reflected herein. See Note 3 of the accompanying financial statements of the Fund and LLC for additional relevant information.
4) Remaining Capital Commitment reflects a 50% reduction in accordance with obtaining consent to extend the Fund's life to March 31, 2017. See Note 1 of the accompanying financial statements of the Fund and LLC for additional relevant information

Analyzed Business Checking Plus

Account number: **2297370575** ■ December 1, 2016 - December 31, 2016 ■ Page 1 of 2
Image count: 44

WELLS FARGO

EOENSTDTK8 004070

LAKESIDE FOUNDATION
3697 MT DIABLO BLVD STE 205
LAFAYETTE CA 94549-3754

Questions?

Available by phone 24 hours a day, 7 days a week:
1-800-CALL-WELLS (1-800-225-5935)

Online: *wellsfargo.com*

Write: Wells Fargo Bank, N.A. (114)
P.O. Box 6995
Portland, OR 97228-6995

Account summary

Analyzed Business Checking Plus

Account number	*Beginning balance*	*Total credits*	*Total debits*	*Ending balance*
2297370575	$340,807.42	$2,329,877.38	-$808,500.00	$1,862,184.80

Interest summary

Annual percentage yield earned this period	0.01%
Interest earned during this period	$8.27
Year to date interest and bonuses paid	$34.33

Credits

Electronic deposits/bank credits

Effective date	*Posted date*	*Amount*	*Transaction detail*
	12/13	64,719.00	WT Fed#00336 Mufg Union Bank, N /Org=Brcp Realty Lp I Srf# 2016121300000762 Trn#161213005642 Rfb# Uboc Ub310653N
	12/16	214,286.00	WT Fed#04409 Mufg Union Bank, N /Org=Brcp Realty II, Lp Srf# 2016121600027497 Trn#161216186009 Rfb# Brcp Reit II LLC
	12/19	1,739,350.00	WT Fed#06926 Jpmorgan Chase Ban /Org=Lakeside Foundation Srf# 5162800354Jo Trn#161219099402 Rfb# Cap of 16/12/19
	12/19	260,650.00	WT Fed#01434 Bessemer Trust Com /Org=Lakeside Foundation - IM #2 Srf# 57 5096475 Trn#161219114124 Rfb#
	12/23	15,528.93	WT Fed#01298 Bank of America, N /Org=Rockwood Capital Rep Fund VIII Lp Srf# 2016122300331777 Trn#161223124846 Rfb# F8 to Lakeside
	12/28	1,808.25	Deposit Made In A Branch/Store
	12/28	33,489.63	WT Fed#02223 Bank of America, N /Org=Rockwood Capital R.E.P Fund VII Lp Srf# 2016122800365912 Trn#161228161143 Rfb# F7 to Lakeside
	12/29	37.30	Deposit Made In A Branch/Store
12/31	12/30	8.27	Interest Payment
		$2,329,877.38	**Total electronic deposits/bank credits**
		$2,329,877.38	**Total credits**

EOENSTDTK8 004070 NNNNNNNN NNN NNN 001 006 114 029371 20288491.1

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BERNSTEIN #038-33323	135.	135.	
BERNSTEIN #888-28402	366.	366.	
BERNSTEIN EMERGING MARKETS	31.	31.	
BESSEMER #8M3447	3.	3.	
BESSEMER #8M3611	8.	8.	
BESSEMER #8M9103	19.	19.	
BESSEMER #8M9104	30,368.	30,368.	
BESSEMER - BOND AMORTIZATION	<3,124.>	<3,124.>	
WELLS FARGO BANK	34.	34.	
TOTAL TO PART I, LINE 3	27,840.	27,840.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BERNSTEIN - DIVIDEND #038-33323	7,380.	0.	7,380.	7,380.	
BERNSTEIN - DIVIDEND #039-96816	927.	0.	927.	927.	
BERNSTEIN - DIVIDEND #888-28402	956,739.	0.	956,739.	956,739.	
BERNSTEIN EMERGING MARKETS	51,243.	0.	51,243.	51,243.	
BESSEMER #8M3447	1,810.	0.	1,810.	1,810.	
BESSEMER #8M9103	36,018.	0.	36,018.	36,018.	
ROCKWOOD FUND VI	3,617.	0.	3,617.	3,617.	
ROCKWOOD FUND VII	906.	0.	906.	906.	
ROCKWOOD FUND VIII	19,610.	0.	19,610.	19,610.	
TO PART I, LINE 4	1,078,250.	0.	1,078,250.	1,078,250.	

FORM 990-PF | OTHER INCOME | STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROCKWOOD FUND VIII	3,984.	3,984.	
ROCKWOOD FUND V RENTAL REAL ESATE LOSS	<1,721.>	<1,721.>	
GAIN/LOSS ON FOREIGN CURRENCY	<17,051.>	<17,051.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<14,788.>	<14,788.>	

FORM 990-PF | LEGAL FEES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	9,166.	9,166.		0.
TO FM 990-PF, PG 1, LN 16A	9,166.	9,166.		0.

FORM 990-PF | ACCOUNTING FEES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION/ACCOUNTING FEES	97,250.	48,625.		0.
TO FORM 990-PF, PG 1, LN 16B	97,250.	48,625.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	36,464.	36,464.		0.
TO FORM 990-PF, PG 1, LN 16C	36,464.	36,464.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	20,026.	0.		0.
FOREIGN TAXES - BERNSTEIN	7,736.	7,736.		0.
FOREIGN TAXES - BESSEMER	672.	672.		0.
FOREIGN TAXES - FROM K-1S	7,239.	7,239.		0.
TO FORM 990-PF, PG 1, LN 18	35,673.	15,647.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC EXPENSES	160.	160.		0.
PORTFOLIO DEDUCTIONS FROM FLOW THROUGH INVESTMENTS	31,560.	31,560.		0.
TO FORM 990-PF, PG 1, LN 23	31,720.	31,720.		0.

FOOTNOTES STATEMENT 9

LAKESIDE FOUNDATION TRANSFERRED THE FOLLOWING ASSETS
TO BELLEVUE FOUNDATION (47-5614070) IN JAN.- FEB. 2016:

CASH	611,807.
BERNSTEIN/BESSEMER EQUITIES & FUNDS	35,236,177.
BESSEMER HEDGE FUND	524,215.
BERNSTEIN/BESSEMER BONDS	14,249,829.
BRCP REIT I LLC	67,014.
BRCP REIT II LLC	772,705.
TOTAL	51,461,747.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
BELLEVUE FOUNDATION CAPITAL ENDOWMENT GRANT ACCRUED IN PRIOR YEAR	47,821,490.
BELLEVUE FOUNDATION ENDOWMENT GRANT	3,640,257.
TOTAL TO FORM 990-PF, PART III, LINE 3	51,461,747.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS - SEE STATEMENT	30,158,898.	33,889,179.
TOTAL TO FORM 990-PF, PART II, LINE 10B	30,158,898.	33,889,179.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE STATEMENT	14,952,195.	14,922,043.
TOTAL TO FORM 990-PF, PART II, LINE 10C	14,952,195.	14,922,043.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BCRP REIT, LLC I	COST	31.	31.
ROCKWOOD CAPITAL REAL ESTATE FUND V, LLC	COST	25,367.	25,367.
ROCKWOOD CAPITAL REAL ESTATE FUND VI, LLC	COST	52,912.	52,912.
BCRP REIT, LLC II	COST	488,879.	488,879.
ROCKWOOD CAPITAL REAL ESTATE FUND VII, LLC	COST	518,627.	518,627.
ROCKWOOD CAPITAL REAL ESTATE FUND VIII, LLC	COST	125,514.	125,514.

BERNSTEIN EMERGING MARKETS VALUE TRUST	COST	1,845,181.	1,845,181.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,056,511.	3,056,511.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LAURA D. MATEO 3697 MT DIABLO BLVD, SUITE 205 LAFAYETTE, CA 94549	PRESIDENT & DIRECTOR 0.00	0.	0.	0.
WESLEY D. MATEO 3697 MT DIABLO BLVD, SUITE 205 LAFAYETTE, CA 94549	VP & DIRECTOR 0.00	0.	0.	0.
KENNETH P. MATEO 3697 MT DIABLO BLVD, SUITE 205 LAFAYETTE, CA 94549	DIRECTOR 0.00	0.	0.	0.
ANDREW E. ZEISLER 3697 MT DIABLO BLVD, SUITE 205 LAFAYETTE, CA 94549	TREASURER/SECRETARY 0.00	0.	0.	0.
GREGORY W. MATEO 3697 MT DIABLO BLVD, SUITE 205 LAFAYETTE, CA 94549	DIRECTOR 0.00	0.	0.	0.
MEREDITH MATEO 3697 MT DIABLO BLVD, SUITE 205 LAFAYETTE, CA 94549	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF OFFICERS, DIRECTORS, TRUSTEES AND FOUNDATION MANAGERS COMPENSATION EXPLANATION PART VIII, LINE 1 STATEMENT 15

PERSON'S NAME

ALL FOUNDATION OFFICERS

COMPENSATION EXPLANATION

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

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 16
PART VII-B, LINE 5C

GRANTEE'S NAME

BELLEVUE FOUNDATION

GRANTEE'S ADDRESS

25 HIGHLAND PARK VILLAGE, STE 100-862
DALLAS, TX 75205

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
1,278,244.	12/31/15	1,278,244.

PURPOSE OF GRANT

CAPITAL ENDOWMENT GRANT

DATES OF REPORTS BY GRANTEE

ANNUAL

ANY DIVERSION BY GRANTEE

NO KNOWLEDGE OF DIVERSION OF FUNDS

RESULTS OF VERIFICATION

THE GRANTEE WILL PROVIDE THE GRANTOR FOUNDATION WITH AN ANNUAL FINANCIAL STATEMENT (INCLUDING BALANCE SHEET AND INCOME STATEMENT). THE GRANTEE ORGANIZATION WILL ALSO PROVIDE REPORTING OF ITS ONGOING CHARITABLE EFFORTS TO THE MANAGEMENT TEAM OF THE GRANTOR FOUNDATION.

GRANTEE'S NAME

BELLEVUE FOUNDATION

GRANTEE'S ADDRESS

25 HIGHLAND PARK VILLAGE, STE 100-862
DALLAS, TX 75205

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
51,461,747.	01/01/16	1,581,256.

PURPOSE OF GRANT

CAPITAL ENDOWMENT GRANT

DATES OF REPORTS BY GRANTEE

ANNUAL

ANY DIVERSION BY GRANTEE

NO KNOWLEDGE OF DIVERSION OF FUNDS

RESULTS OF VERIFICATION

THE GRANTEE WILL PROVIDE THE GRANTOR FOUNDATION WITH AN ANNUAL FINANCIAL STATEMENT (INCLUDING BALANCE SHEET AND INCOME STATEMENT). THE GRANTEE ORGANIZATION WILL ALSO PROVIDE REPORTING OF ITS ONGOING CHARITABLE EFFORTS TO THE MANAGEMENT TEAM OF THE GRANTOR FOUNDATION.