



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

OMB No. 1515-0052

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation THOMAS & DOROTHY LEAVEY FOUNDATION		A Employer identification number 95-6060162
Number and street (or P.O. box number if mail is not delivered to street address) 10100 SANTA MONICA BLVD., STE 610	Room/suite	B Telephone number 310-551-9936
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90067		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II col (c), line 16) \$ 259,505,554.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60 month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B interest on savings and temporary cash investments		66,157.	938.		
3 Dividends and interest from securities		4,233,711.	3,227,828.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,173,185.			STATEMENT 1
b Gross sales price for all assets on line 6a		68,216,383.			
7 Capital gain net income (from Part IV, line 2)			3,568,407.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross gains less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		28,473.	176,743.		STATEMENT 2
12 Total. Add lines 1 through 11		8,501,526.	6,973,916.		
13 Compensation of officers, directors, trustees, etc.		7,855.	3,928.		3,927.
14 Other employee salaries and wages		87,250.	8,725.		78,525.
15 Pension plans, employee benefits		5,850.	585.		5,265.
16a Legal fees STMT 3		165,732.	110,488.		60,239.
b Accounting fees STMT 4		230,310.	176,377.		47,751.
c Other professional fees STMT 5		2,319,940.	776,059.		8,000.
17 Interest					
18 Taxes STMT 6		346,836.	70,946.		9,387.
19 Depreciation and depletion					
20 Occupancy		94,581.	47,290.		47,291.
21 Travel, conference, and meetings		6,879.	0.		6,879.
22 Printing and publications					
23 Other expenses STMT 7		59,710.	29,856.		29,854.
24 Total operating and administrative expenses. Add lines 13 through 23		3,324,943.	1,224,254.		297,118.
25 Contributions, gifts, grants paid		10,042,146.			11,136,098.
26 Total expenses and disbursements. Add lines 24 and 25		13,367,089.	1,224,254.		11,433,216.
27 Subtract line 26 from line 12		-4,865,563.			
a Excess of revenue over expenses and disbursements			5,749,662.		
b Net investment income (if negative, enter 0)					
c Adjusted net income (if negative, enter 0)				N/A	

9-44

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	11,752,355.	3,225,976.	3,225,976.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 84,793.			
	Less: allowance for doubtful accounts ▶ 0.	67,648.	84,793.	84,793.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	102,000.	89,000.	89,000.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	132,115,451.	135,790,499.	135,790,499.
	c Investments - corporate bonds STMT 10	41,615,667.	44,460,526.	44,460,526.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	70,563,402.	75,841,929.	75,841,929.	
14 Land, buildings, and equipment: basis ▶ 326,400.				
Less: accumulated depreciation STMT 12 ▶ 326,400.				
15 Other assets (describe ▶ STATEMENT 13)	11,834.	12,831.	12,831.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	256,228,357.	259,505,554.	259,505,554.	
Liabilities	17 Accounts payable and accrued expenses	118,880.	95,351.	
	18 Grants payable	26,062,267.	24,968,315.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 14)	494,865.	641,023.	
	23 Total liabilities (add lines 17 through 22)	26,676,012.	25,704,689.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	229,552,342.	233,800,865.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	229,552,342.	233,800,865.		
31 Total liabilities and net assets/fund balances	256,228,354.	259,505,554.		

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	229,552,342.
2 Enter amount from Part I, line 27a	2	-4,865,563.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	9,114,082.
4 Add lines 1, 2, and 3	4	233,800,861.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	233,800,861.

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 68,216,383.		64,647,976.	3,568,407.	
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			3,568,407.	
2 Capital gain net income or (net capital loss)		<div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2 3,568,407.
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		<div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> { </div>		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	13,445,880.	270,481,467.	.049711
2014	13,986,257.	281,159,728.	.049745
2013	13,668,703.	259,639,053.	.052645
2012	11,308,967.	239,536,243.	.047212
2011	12,342,576.	247,675,265.	.049834

2 Total of line 1, column (d)	2 .249147
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 .049829
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4 252,842,035.
5 Multiply line 4 by line 3	5 12,598,866.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 57,497.
7 Add lines 5 and 6	7 12,656,363.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8 11,433,216.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	114,993.
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	114,993.
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	114,993.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	204,781.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	50,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	254,781.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	139,788.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>CA</u>		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► ANDERSEN TAX LLC Telephone no. ► 213-593-2300 Located at ► 400 S. HOPE STREET, SUITE 1000, LOS ANGELES, CA ZIP+4 ► 90071		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)	3b	X
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

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?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		7,800.	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
RITA DENLEA - 10100 SANTA MONICA BLVD., STE 610, LOS ANGELES, CA	40.00	87,250.	5,850.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
EDGEWOOD MANAGEMENT CO. 350 PARK AVENUE, 18TH FL, NEW YORK, NY 10022	INVESTMENT COUNSEL	446,522.
BEL AIR INVESTMENT - 1999 AVENUE OF THE STARS, LOS ANGELES, CA 90067	ADVISORY FEES	257,142.
IRELL & MANELLA, LLP - 1800 AVE OF THE STARS, #900, LOS ANGELES, CA 90067	LEGAL COUNSEL	180,736.
ANDERSEN TAX LLC 400 S. HOPE ST. #1000, LOS ANGELES, CA 90071	ACCOUNTING SERVICES	173,356.
NORTHERN TRUST COMPANY 50 S LASALLE STREET, CHICAGO, IL 60675	CUSTODIAL BANKING	98,496.
Total number of others receiving over \$50,000 for professional services		1

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	
SEE STATEMENT 16	387,000.
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 NONE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
	0.

Total. Add lines 1 through 3

Form 990-PF (2016)

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	228,887,799.
b	Average of monthly cash balances	1b	11,501,174.
c	Fair market value of all other assets	1c	16,303,448.
d	Total (add lines 1a, b, and c)	1d	256,692,421.
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	256,692,421.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,850,386.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	252,842,035.
6	Minimum investment return Enter 5% of line 5	6	12,642,102.

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	12,642,102.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	114,993.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	114,993.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,527,109.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	12,527,109.
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	12,527,109.

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	11,433,216.
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	11,433,216.
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	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	11,433,216.

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				12,527,109.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	254,545.			
b From 2012				
c From 2013	961,266.			
d From 2014	366,557.			
e From 2015	324,669.			
f Total of lines 3a through e	1,907,037.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 11,433,216.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				11,433,216.
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).)	1,093,893.			1,093,893.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	813,144.			
b Prior years' undistributed income: Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	813,144.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013	121,918.			
c Excess from 2014	366,557.			
d Excess from 2015	324,669.			
e Excess from 2016				

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 SCHEDULE A ATTACHED		501(C)(3)	GENERAL/EDUCATIONAL	10,749,098.
SEE SCHEDULE B ATTACHED		501(C)(3)	EDUCATIONAL	387,000.
Total			3a	11,136,098.
b Approved for future payment				
CATHOLIC EDUCATION FOUNDATION		501(C)(3)	GENERAL/EDUCATIONAL	600,000.
UNIVERSITY OF PUGET SOUND		501(C)(3)	GENERAL/EDUCATIONAL	1,000,000.
UNIVERSITY OF PUGET SOUND		501(C)(3)	GENERAL/EDUCATIONAL	1,000,000.
Total			3b	4,588,750.

SEE CONTINUATION SHEET(S)

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE EQUIPMENT	01/01/01	SL	5.00		16	33,992.				33,992.	33,992.		0.	33,992.
2	FURNITURE AND FIXTURES	01/01/01	SL	7.00		16	54,991.				54,991.	54,991.		0.	54,991.
3	LEASEHOLD IMPROVEMENTS	01/01/01	SL	10.00		16	207,952.				207,952.	207,952.		0.	207,952.
4	LEASEHOLD IMPROVEMENTS	04/01/02	SL	10.00		16	2,022.				2,022.	2,022.		0.	2,022.
5	COPIER/PRINTER	02/09/06	SL	5.00		16	4,641.				4,641.	4,641.		0.	4,641.
7	COMPUTER SOFTWARE	02/29/08	SL	5.00		16	974.				974.	974.		0.	974.
8	COMPUTER SOFTWARE	03/11/08	SL	5.00		16	16,540.				16,540.	16,540.		0.	16,540.
9	PRINTERS	03/11/08	SL	5.00		16	1,656.				1,656.	1,656.		0.	1,656.
20	OFFICE FURNITURE	11/15/91	SL	7.00		16	3,632.				3,632.	3,632.		0.	3,632.
	* TOTAL 990-PF PG 1 DEPR						326,400.				326,400.	326,400.		0.	326,400.

828111 04-01-16

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

THOMAS & DOROTHY LEAVEY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
b	SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
c	FROM WILTON K-1	P	VARIOUS	VARIOUS
d	FROM WILTON K-1	P	VARIOUS	VARIOUS
e	FROM ENERGY CAPITAL PARTNERS II-B	P	VARIOUS	VARIOUS
f	FROM SALIENT K-1	P	VARIOUS	VARIOUS
g	FROM SALIENT K-1	P	VARIOUS	VARIOUS
h	FROM JCR COMMERCIAL REAL ESTATE K-1	P	VARIOUS	VARIOUS
i	FROM JCR COMMERCIAL REAL ESTATE K-1	P	VARIOUS	VARIOUS
j	CRESTVIEW PARTNERS III	P	VARIOUS	VARIOUS
k	BOOK/TAX ADJUSTMENT (EXCLUDING K-1S AND MLP)	P	VARIOUS	VARIOUS
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 14,531,003.		14,078,165.	452,838.
b 51,717,963.		50,699,325.	1,018,638.
c		556.	-556.
d		15,455.	-15,455.
e		-45,676.	45,676.
f		8,545.	-8,545.
g		95,307.	-95,307.
h		-3,418.	3,418.
i		-200,116.	200,116.
j		-167.	167.
k			0.
l 1,967,417.			1,967,417.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			452,838.
b			1,018,638.
c			-556.
d			-15,455.
e			45,676.
f			-8,545.
g			-95,307.
h			3,418.
i			200,116.
j			167.
k			0.
l 1,967,417.			1,967,417.
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	3,568,407.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SEE STATEMENT ATTACHED	14,531,003.	14,078,165.	0.	0.	452,838.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SEE STATEMENT ATTACHED	51,717,963.	50,699,325.	0.	0.	1,018,638.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM WILTON K-1	0.	556.	0.	0.	-556.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM WILTON K-1	0.	15,455.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
	0.	15,455.	0.	0.		-15,455.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM ENERGY CAPITAL PARTNERS II-B	0.	-45,676.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
	0.	-45,676.	0.	0.		45,676.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM SALIENT K-1	0.	8,545.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
	0.	8,545.	0.	0.		-8,545.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM SALIENT K-1	0.	95,307.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
	0.	95,307.	0.	0.		-95,307.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM JCR COMMERCIAL REAL ESTATE K-1	0.	-3,418.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
	0.	-3,418.	0.	0.		3,418.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM JCR COMMERCIAL REAL ESTATE K-1	0.	-200,116.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
	0.	-200,116.	0.	0.		200,116.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
CRESTVIEW PARTNERS III	0.	-167.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
	0.	-167.	0.	0.		167.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
BOOK/TAX ADJUSTMENT (EXCLUDING K-1S AND MLP)	0.	-604,778.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
	0.	-604,778.	0.	0.		604,778.

CAPITAL GAINS DIVIDENDS FROM PART IV

1,967,417.

TOTAL TO FORM 990-PF, PART I, LINE 6A

4,173,185.

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER INCOME	28,473.	0.		
FROM NORTHERN TRUST	0.	17,844.		
FROM K-1 - WILTON PRIVATE EQUITY FUND LLC	0.	-8,153.		
FROM K-1 - SALIENT MLP TOTAL RETURN	0.	246,436.		
FROM K-1 - CRESTVIEW PARTNERS III, LP	0.	10.		
FROM K-1 - JCR COMMERCIAL REAL ESTATE	0.	-79,631.		
FROM K-1 ENERGY CAPITAL PARTNERS II-B	0.	234.		
FROM K-1 APOLLO NATURAL RESOURCES FUND II	0.	3.		
TOTAL TO FORM 990-PF, PART I, LINE 11	28,473.	176,743.		

FORM 990-PF	LEGAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IRELL & MANELLA LLP	165,732.	110,488.		60,239.
TO FM 990-PF, PG 1, LN 16A	165,732.	110,488.		60,239.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANDERSEN TAX LLC	173,356.	130,814.		43,703.
DELOITTE & TOUCHE, LLP	56,954.	45,563.		4,048.
TO FORM 990-PF, PG 1, LN 16B	230,310.	176,377.		47,751.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	1,908,590.	40,385.		0.
CUSTODIAN FEES	99,397.	99,397.		0.
INVESTMENT ADVISORY FEES	303,953.	303,953.		0.
SCHOLARSHIP EVALUATION COMMITTEE	8,000.	0.		8,000.
K-1 DEDUCTIONS - WILTON	0.	5,492.		0.
K-1 DEDUCTIONS - ENERGY				
CAPITAL II-B	0.	14,612.		0.
K-1 DEDUCTIONS - ENERGY				
CAPITAL III-B	0.	54,934.		0.
K-1 DEDUCTIONS - CRESTVIEW PARTNERS III	0.	43,833.		0.
K-1 DEDUCTIONS - JCR				
COMMERCIAL REAL ESTATE	0.	73,475.		0.
K-1 DEDUCTIONS - OFFSHORE				
MEZZANINE PARTNERS III	0.	0.		0.
1099 DEDUCTION - EDGEWOOD MANAGEMENT	0.	-2,359.		0.
K-1 DEDUCTIONS - APOLLO				
NATURAL RESOURCES FUND II	0.	142,337.		0.
TO FORM 990-PF, PG 1, LN 16C	2,319,940.	776,059.		8,000.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	0.	70,120.		0.
FEDERAL EXCISE TAXES	113,000.	0.		0.
DEFERRED TAX PROVISION	164,000.	0.		0.
PAYROLL TAXES	6,821.	683.		6,138.
PROPERTY TAXES	286.	143.		143.
FEES AND DUES	3,106.	0.		3,106.
OTHER TAXES	59,623.	0.		0.
TO FORM 990-PF, PG 1, LN 18	346,836.	70,946.		9,387.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MEALS & ENTERTAINMENT	2,942.	1,471.		1,471.	
INSURANCE	43,331.	21,666.		21,665.	
STATIONARY & SUPPLIES	1,146.	573.		573.	
OFFICE EXPENSES	5,936.	2,968.		2,968.	
TELEPHONE	4,317.	2,159.		2,158.	
TRUSTEE EXPENSE	2,038.	1,019.		1,019.	
TO FORM 990-PF, PG 1, LN 23	59,710.	29,856.		29,854.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
2016 CHANGE IN UNREALIZED GAIN - SECURITIES		9,114,082.	
TOTAL TO FORM 990-PF, PART III, LINE 3		9,114,082.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE STMT ATTACHED FOR "STOCKS"	135,790,499.	135,790,499.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	135,790,499.	135,790,499.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE STMT ATTACHED FOR "BONDS"	44,460,526.	44,460,526.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	44,460,526.	44,460,526.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOREIGN SECURITIES	FMV	50,975,946.	50,975,946.
ALTERNATIVE INVESTMENTS	FMV	24,865,983.	24,865,983.
TOTAL TO FORM 990-PF, PART II, LINE 13		75,841,929.	75,841,929.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 12	
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT	33,992.	33,992.	0.
FURNITURE AND FIXTURES	54,991.	54,991.	0.
LEASEHOLD IMPROVEMENTS	207,952.	207,952.	0.
LEASEHOLD IMPROVEMENTS	2,022.	2,022.	0.
COPIER/PRINTER	4,641.	4,641.	0.
COMPUTER SOFTWARE	974.	974.	0.
COMPUTER SOFTWARE	16,540.	16,540.	0.
PRINTERS	1,656.	1,656.	0.
OFFICE FURNITURE	3,632.	3,632.	0.
TOTAL TO FM 990-PF, PART II, LN 14	326,400.	326,400.	0.

FORM 990-PF	OTHER ASSETS	STATEMENT 13	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	10,639.	10,639.	10,639.
PREPAID EXCISE TAXES	1,195.	2,192.	2,192.
TO FORM 990-PF, PART II, LINE 15	11,834.	12,831.	12,831.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITY	386,000.	550,000.
DEFERRED RENT	108,865.	91,023.
TOTAL TO FORM 990-PF, PART II, LINE 22	494,865.	641,023.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 15
-------------	---	--------------

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KATHLEEN L. MCCARTHY 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	CHAIRMAN, AS NEEDED 5.00	0.	0.	0.
MICHAEL ENRIGHT 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	2,400.	0.	0.
JACQUELINE POWERS DOUD 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	2,400.	0.	0.
LOUIS CASTRUCCIO 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	2,400.	0.	0.
LEO E. DENLEA, JR. 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	600.	0.	0.
KATHLEEN DUNCAN 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 1.00	0.	0.	0.

JOHN MCCARTHY	TRUSTEE, AS NEEDED			
10100 SANTA MONICA BLVD., SUITE				
610	1.00	0.	0.	0.
LOS ANGELES, CA 90067				
KAREN HOLLIS	TRUSTEE, AS NEEDED			
10100 SANTA MONICA BLVD., SUITE				
610	1.00	0.	0.	0.
LOS ANGELES, CA 90067				
TOM LEMONS	TRUSTEE, AS NEEDED			
10100 SANTA MONICA BLVD., SUITE				
610	1.00	0.	0.	0.
LOS ANGELES, CA 90067				
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		7,800.	0.	0.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	16
-------------	---	-----------	----

ACTIVITY ONE

SCHOLARSHIP PROGRAM, APPROVED BY THE IRS, BASED ON MERIT AND NEED FOR THE CHILDREN OF ABOUT 40,000 EMPLOYEES AND AGENTS OF FARMERS INSURANCE GROUP (FARMERS). ALL CHILDREN OF EMPLOYEES AND AGENTS OF FARMERS ARE ELIGIBLE. SCHOLARSHIP RECIPIENTS ARE SELECTED BY AN INDEPENDENT SELECTION COMMITTEE.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

387,000.

**STATEMENT ATTACHED TO AND MADE PART OF FORM 990-PF
U.S. RETURN OF PRIVATE FOUNDATION
FOR YEAR ENDED DECEMBER 31, 2016**

Part VII-B, Question 1a(3)

The Leavey Foundation, a trustee of the Leavey Foundation, and another private foundation share office expenses and equipment based upon usage.

Part VII-B, Question 1a(4)

All outside trustees are paid \$600 per board meeting. See Form 990-PF, Part VIII (1).

A law firm, of which a trustee of the Foundation is a partner emeritus, performed legal advisory services at fair market value which qualify under the exceptions described in Reg. Sec. 53.4941(d)-3(c). The legal fees paid in 2016 were \$165,732.

An employee of the Foundation is also related to a trustee of the Foundation. The employee received wages of \$87,250 in 2016, which qualify under the exceptions described in Reg. Sec. 53.4941(d)-3(c).

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2016

Form 990-PF, Part XV, Section (a) - Schedule A:
Grant Payments

Check#	Name	Amount
CK# 9026	GOOD SHEPHERD CENTE	\$10,000.00
CK# 9028	SUPPORT OUR AGING R	\$3,000.00
CK# 9030	JUNIOR ACHIEVEMENT	\$5,000.00
CK# 8989	9 DOTS COMMUNITY	\$10,000.00
CK# 8990	AMERICAN RED CROSS	\$25,000.00
CK# 8991	ARCHDIOCESE OF LA	\$100,000.00
CK# 8992	BAGS4KIDS	\$25,000.00
CK# 8993	CAL 4-H FOUNDATION	\$100,000.00
CK# 8994	CAL 4-H FOUNDATION	\$135,000.00
CK# 8995	CASA DE LAS AMIGAS	\$10,000.00
CK# 8996	CATHOLIC BIG BROTHE	\$25,000.00
CK# 8997	CHILDHELP USA	\$100,000.00
CK# 8998	COVENANT HOUSE	\$25,000.00
CK# 8999	GOOD SHEPHERD CENTE	\$100,000.00
CK# 9000	GUIDING EYES	\$10,000.00
CK# 9001	HAPPY TRAILS FOR KI	\$15,000.00
CK# 9002	CATHOLIC BIG BROTHE	\$25,000.00
CK# 9003	CHILDHELP USA	\$100,000.00
CK# 9004	COVENANT HOUSE	\$25,000.00
CK# 9005	GOOD SHEPHERD CENTE	\$100,000.00
CK# 9006	GUIDING EYES	\$10,000.00
CK# 9007	HAPPY TRAILS FOR KI	\$15,000.00
CK# 9008	LA MUSEUM OF ART	\$25,000.00
CK# 9009	MAKING THE RIGHT CO	\$10,000.00
CK# 9010	NEW MOUNT CARMEL	\$100,000.00
CK# 9011	RAD CAMP	\$25,000.00
CK# 9012	SANTA CLARA UNIV	\$70,021.30
CK# 9013	STUDENTS RUN LA	\$10,000.00
CK# 9014	THE HEART TOUCH PRO	\$25,000.00
CK# 9015	UNITED FRIENDS	\$25,000.00
CK# 9016	VENICE FAMILY CLINI	\$10,000.00
VOID CK#	8996 CATHOLIC BIG	(\$25,000.00)
VOID CK#	8997 CHILDHELP USA	(\$100,000.00)
VOID CK#	8998 COVENANT HOUSE	(\$25,000.00)
VOID CK#	8999 GOOD SHEPHERD	(\$100,000.00)
VOID CK#	9000 GUIDING EYES	(\$10,000.00)
VOID CK#	9001 HAPPY TRAILS F	(\$15,000.00)
CK# 9100	BROWNSON HOUSE	\$20,000.00
CK# 9101	SANTA MARIA CC	\$10,000.00
CK# 9102	LOMPOC COMM CENTER	\$10,000.00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2016

Form 990-PF, Part XV, Section (a) - Schedule A:
Grant Payments

Check#	Name	Amount
CK# 9103	ST. ROBERT'S CENTER	\$20,000.00
CK# 9104	ST. VINCENT MEALS	\$20,000.00
CK# 9105	CATHEDRAL OUR LADY	\$20,000.00
CK# 9077	ASPEN COUNTY SCHOOL	\$200,000.00
CK# 9078	CATHOLIC ED FDTN	\$200,000.00
CK# 9079	CATHOLIC EXTENSION	\$25,000.00
CK# 9080	CHILDRENS BUREAU FD	\$100,000.00
CK# 9081	CITY OF HOPE	\$25,000.00
CK# 9082	FELICITY HOUSE	\$10,000.00
CK# 9083	FORDHAM PREP SCHOOL	\$500,000.00
CK# 9084	FOSTERING A CHANGE	\$100,000.00
CK# 9085	GOOD SHEPHERD SHEL	\$20,000.00
CK# 9086	HATHAWAY SYCAMORES	\$25,000.00
CK# 9087	JOURNEY HOUSE	\$10,000.00
CK# 9088	LIBRARY FOUNDATION	\$25,000.00
CK# 9089	LITTLE SISTERS	\$25,000.00
CK# 9090	LOYOLA HIGH SCHOOL	\$11,250.00
CK# 9091	MIRACLE FLIGHTS	\$10,000.00
CK# 9092	MOUNT ST MARY'S UNI	\$500,000.00
CK# 9093	SPECIAL OLYMPICS	\$25,000.00
CK# 9094	UNITED NEGRO FUND	\$50,000.00
CK# 9095	CATHEDRAL OF OUR LA	\$10,000.00
CK# 9096	MAKING THE RIGHT CO	\$10,000.00
CK# 9106	ASPEN COUNTY SCHOOL	\$200,000.00
CK# 9077	ASPEN DAY SCHOOL	(\$200,000.00)
CK# 9009	MAKING THE RIGHT CO	(\$10,000.00)
CK# 9183	ABILITY FIRST	\$20,000.00
CK# 9184	BISHOP CONATTY	\$12,000.00
CK# 9185	BOYS & GIRLS CLUB	\$25,000.00
CK# 9186	CHILDREN OF THE NIG	\$10,000.00
CK# 9187	FADICA	\$15,000.00
CK# 9188	GIRL SCOUTS	\$35,000.00
CK# 9189	GREATER LA ZOO ASSO	\$25,000.00
CK# 9190	SISTER ELIZABETH O'	\$10,000.00
CK# 9191	JOURNEY OUT	\$15,000.00
CK# 9192	JUNIOUR BLIND OF AM	\$25,000.00
CK# 9193	LEARNING ALLY, INC	\$10,000.00
CK# 9194	LEARNING ALLY, INC	\$20,000.00
CK# 9195	MISS HALL'S SCHOOL	\$200,000.00
CK# 9196	SCHOOL ON WHEELS	\$25,000.00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2016

Form 990-PF, Part XV, Section (a) - Schedule A:

Grant Payments

Check#	Name	Amount
CK# 9197	SHOES THAT FIT	\$10,000.00
CK# 9198	SUPPORT OUR AGING R	\$25,000.00
CK# 9199	ST. IGNATIUS LOYOLA	\$50,000.00
CK# 9200	HOSPITALER FOUNDAT	\$50,000.00
CK# 9201	STRIVE	\$25,000.00
CK# 9202	THE RIGHT OF LIFE	\$25,000.00
CK# 9250	ST. JOHN'S HEALTH	\$10,000.00
CK# 9279	ARCHDIOCESE OF LA	\$500,000.00
CK# 9280	BRAILLE INSTITUTE	\$25,000.00
CK# 9281	CAMP RONALD MCDONAL	\$25,000.00
CK# 9282	COURT APPT SPECIAL	\$25,000.00
CK# 9283	COALITION FOR ENGAG	\$20,000.00
CK# 9284	LA FAMILY HOUSING	\$15,000.00
CK# 9285	L.A.GOAL	\$20,000.00
CK# 9286	LAY MISSION HELPERS	\$25,000.00
CK# 9287	SOCIETY OF ST. VINC	\$20,000.00
CK# 9288	ST. JAMES INN	\$20,000.00
CK# 9289	STONE SOUP	\$15,000.00
CK# 9290	THE HUNGER PROJECT	\$200,000.00
CK# 9291	THE THACHER SCHOOL	\$500,000.00
CK# 9292	THE UNUSUAL SUSPECT	\$10,000.00
CK# 9293	USC CENTER ON PHILA	\$10,000.00
CK# 9294	NATIONAL PHILANTHRO	\$1,500.00
CK# 9295	SOCIAL SERVICE AUXI	\$25,000.00
CK# 9296	REGIS UNIVERSITY	\$25,000.00
CK# 9305	MOUNT ST. MARY'S UN	\$1,456,326.96
CK# 9306	MOUNT ST. MARY'S UN	\$1,000,000.00
CK# 9307	LOYOLA MARYMOUNT UN	\$1,000,000.00
CK# 9308	CATHOLIC COMMUNITY	\$2,000,000.00
CK# 9309	CATHOLIC EDU FD	\$200,000.00

Total Grants Paid During The Year

\$10,749,098.26

Thomas and Dorothy Leavey Foundation

EIN: 95-6060162

**A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2016**

Form 990-PF, Part XV, Section (a) - Schedule B

Scholarship Payments

Check #	Name	Amount
CK# 8912	EMORY UNIVERSITY	\$3,000 00
CK# 8913	BOSTON UNIVERSITY	\$3,000 00
CK# 8914	INDIANA WESLEYAN	\$3,000 00
CK# 8915	GONZAGA UNIVERSITY	\$3,000 00
CK# 8916	UNIV OF DAYTON	\$3,000 00
CK# 8917	ABILENE CHRISTIAN	\$3,000 00
CK# 8918	BELLARMINE UNIVERSI	\$3,000 00
CK# 8926	COLORADO CHRISTIAN	\$3,000 00
CK# 8927	UNIV OF NOTRE DAME	\$3,000 00
CK# 8928	WESTMINSTER COLLEGE	\$3,000 00
CK# 8929	BAYLOR UNIVERSITY	\$3,000 00
CK# 8930	BAYLOR UNIVERSITY	\$3,000 00
CK# 8931	POINT LOMA NAZARENE	\$3,000 00
CK# 8932	UNIV OF NOTRE DAME	\$3,000 00
CK# 8933	BRIGHAM YOUNG UNIV	\$3,000 00
CK# 8934	PACIFIC LUTHERAN UN	\$3,000 00
CK# 8935	JOHNS HOPKINS UNIV	\$3,000 00
CK# 8936	WHITWORTH UNIV	\$3,000 00
CK# 8937	BRIGHAM YOUNG UNIV	\$3,000 00
CK# 8938	DEPAUL UNIVERSITY	\$3,000 00
CK# 8939	UNIV OF NOTRE DAME	\$3,000 00
CK# 8940	JOHN CARROLL UNIV	\$3,000 00
CK# 8941	PACIFIC LUTHERAN	\$3,000 00
CK# 8942	NORTHEASTERN UNIV	\$3,000 00
CK# 8943	UNIV OF PENNSYLVANI	\$3,000.00
CK# 8944	UNIV OF REDLANDS	\$3,000 00
CK# 8945	UNIV OF NOTRE DAME	\$3,000 00
CK# 8948	CARNEGIE MELLON	\$3,000 00
CK# 8949	OUACHITA BAPTIST UN	\$3,000 00
CK# 8950	CLAREMONT MCKENNA	\$3,000 00
CK# 8951	INDIANA WESLEYAN	\$3,000 00
CK# 8954	CORNELL UNIVERSITY	\$3,000 00
CK# 8955	STANFORD UNIVERSITY	\$3,000 00
CK# 8956	CA INSTITUTE OF TEC	\$3,000 00
CK# 8962	WELLESLEY COLLEGE	\$3,000 00
CK# 8966	BIOLA UNIVERSITY	\$3,000 00
CK# 8967	BRIGHAM YOUNG UNIV	\$3,000 00
CK# 8969	BOSTON COLLEGE	\$3,000 00
CK# 8972	SOUTHWEST BAPTIST	\$3,000 00
CK# 8973	BRIGHAM YOUNG	\$3,000 00
CK# 8984	TRINITY UNIVERSITY	\$3,000 00
CK# 8985	WALDORF COLLEGE	\$3,000 00
CK# 8986	WESTMINSTER COLLEGE	\$3,000 00
CK# 8987	UNIV OF NOTRE DAME	\$3,000 00
CK# 8988	SPRING ARBOR UNIV	\$3,000.00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2016

Form 990-PF, Part XV, Section (a) - Schedule B
Scholarship Payments

Check #	Name	Amount
CK# 9017	SAINT LOUIS UNIV	\$3,000 00
CK# 9018	THE UNIV OF SCRANTO	\$3,000 00
CK# 9022	COLGATE UNIVERSITY	\$3,000 00
CK# 9023	LAKE FOREST COLLEGE	\$3,000 00
CK# 9029	UNIVERSITY OF DENVE	\$3,000 00
CK# 9034	HUNTINGDON COLLEGE	\$3,000 00
CK# 9035	BRIGHAM YOUNG UNIV	\$3,000 00
CK# 9037	UNIV OF NOTRE DAME	\$3,000 00
CK# 9038	CASE WESTERN	\$3,000 00
CK# 9044	UNIVERSITY OF DALLA	\$3,000 00
CK# 9045	ST OLAF COLLEGE	\$6,000 00
CK# 9046	UNIV OF ST THOMAS	\$3,000.00
CK# 9047	STANFORD UNIVERSITY	\$6,000 00
CK# 9052	HAVERFORD COLLEGE	\$3,000 00
CK# 9053	UNIV OF PENNSYLVANI	\$3,000 00
CK# 9054	OKLAHOMA CHRISTIAN	\$6,000 00
CK# 9063	UNIV OF REDLANDS	\$3,000 00
CK# 9073	SWARTHMORE COLLEGE	\$3,000 00
CK# 9074	GONZAGA UNIVERSITY	\$3,000 00
CK# 9121	ABILENE CHRISTIAN U	\$3,000 00
CK# 9122	DEPAUL UNIVERSITY	\$3,000 00
CK# 9123	BIOLA UNIVERSITY	\$3,000 00
CK# 9124	OUACHITA BAPTIST UN	\$3,000 00
CK# 9125	WESTMINSTER COLLEGE	\$3,000 00
CK# 9126	BAYLOR UNIVERSITY	\$3,000 00
CK# 9127	JOHN CARROLL UNIV	\$3,000 00
CK# 9129	EMORY UNIVERSITY	\$3,000 00
CK# 9130	HUNTINGDON COLLEGE	\$3,000 00
CK# 9131	COLGATE UNIVERSITY	\$3,000 00
CK# 9133	BAYLOR UNIVERSITY	\$3,000 00
CK# 9136	OKLAHOMA CHRISTIAN	\$3,000 00
CK# 9140	REED COLLEGE	\$3,000 00
CK# 9141	ADELPHI UNIVERSITY	\$3,000 00
CK# 9142	UNIV OF NOTRE DAME	\$3,000 00
CK# 9143	THE UNIV OF TULSA	\$3,000 00
CK# 9144	OKLAHOMA CITY UNIV	\$3,000 00
CK# 9147	PACIFIC LUTHERAN UN	\$3,000 00
CK# 9148	BRIGHAM YOUNG UNIV	\$3,000 00
CK# 9149	UNIV OF REDLANDS	\$3,000 00
CK# 9150	INDIANA WESLEYAN UN	\$3,000.00
CK# 9151	JOHNS HOPKINS UNIV	\$3,000 00
CK# 9152	GEORGE WASHINGTON U	\$3,000 00
CK# 9156	WESTMINSTER COLLEGE	\$3,000 00
CK# 9157	CORNELL UNIVERSITY	\$3,000 00
CK# 9158	VANDERBILT UNIVERSI	\$3,000 00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2016

Form 990-PF, Part XV, Section (a) - Schedule B

Scholarship Payments

Check #	Name	Amount
CK# 9159	SANTA CLARA UNIV	\$3,000 00
CK# 9160	WELLESLEY COLLEGE	\$3,000 00
CK# 9161	UNIV OF NOTRE DAME	\$3,000 00
CK# 9164	BAYLOR UNIVERSITY	\$3,000 00
CK# 9165	AQUINAS COLLEGE	\$3,000 00
CK# 9166	BAYLOR UNIVERSITY	\$3,000 00
CK# 9167	TABOR COLLEGE	\$3,000 00
CK# 9168	BOSTON COLLEGE	\$3,000 00
CK# 9203	POINT LOMA NAZARENE	\$3,000 00
CK# 9204	NORTHWESTERN UNIV	\$3,000 00
CK# 9205	UNIV OF PORTLAND	\$3,000 00
CK# 9206	JOHN FISHER COLLEGE	\$3,000 00
CK# 9207	ST JOHN FISHER	\$3,000 00
CK# 9208	LETOURNEAU UNIV	\$3,000 00
CK# 9213	CARNEGIE MELLON UNI	\$3,000 00
CK# 9217	BRIGHAM YOUNG UNIV	\$3,000 00
CK# 9218	DOANE UNIVERSITY	\$3,000 00
CK# 9219	UNIV OF NOTRE DAME	\$3,000.00
CK# 9220	UNIV OF NOTRE DAME	\$3,000.00
CK# 9221	BOSTON COLLEGE	\$3,000 00
CK# 9226	UNIV OF ST THOMAS	\$3,000 00
CK# 9227	BROGHAM YOUNG UNIV	\$3,000 00
CK# 9229	BRIGHAM YOUNG UNIV	\$3,000 00
CK# 9230	UNIV OF PENNSYLVANI	\$3,000 00
CK# 9231	COLORADO CHRISTIAN	\$3,000 00
CK# 9232	STANFORD UNIVERSITY	\$3,000 00
CK# 9233	BOSTON COLLEGE	\$3,000 00
CK# 9234	INDIANA WESLEYAN UN	\$3,000 00
CK# 9235	STANFORD UNIV	\$3,000 00
CK# 9236	WHITWORTH UNIVERSIT	\$3,000 00
CK# 9237	SEATTLE PACIFIC UNI	\$3,000 00
CK# 9240	UNIV OF NOTRE DAME	\$3,000.00
CK# 9248	UNIVERSITY OF DALLA	\$3,000 00
CK# 9251	CLAREMONT MCKENNA	\$3,000 00
CK# 9254	CALIFORNIA INSTITUT	\$3,000 00
CK# 9257	BRIGHAM YOUNG UNIV	\$3,000 00
CK# 9260	LAKE FOREST COLLEGE	\$3,000 00
CK# 9261	ST OLAF COLLEGE	\$3,000 00
CK# 9278	CASE WESTERN RESERV	\$3,000 00
CK# 9164	BAYLOR UNIVERSITY	(\$3,000 00)
CK# 9206	ST JOHN FISHER	(\$3,000 00)
CK# 9221	BOSTON COLLEGE	(\$3,000 00)

Total Scholarships Paid During Year

\$387,000.00

The Thomas and Dorothy Leavey Foundation
EIN 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2016

Form 990-PF, Part IV, Schedule A

	<u>Sales Proceeds</u>	<u>Cost Basis</u>	<u>Adjustment</u>	<u>Gain/(Loss)</u>
Short-Term Capital Gain				
Artio Intl Equity (26-28765)				-
BHR Offshore Fund (26-30774)	4 340	4 340		-
Pimco (26-05505)				-
TCW EM Income (26-03159)				-
KR Capital (26-43378)				-
Edgewood Management (26-32282)	3 663 719	3 578 889		84 830
3rd Ave Focused Credit (26-72569)				-
EuroPacific (26-10103)				-
DE SMID CAP CI I (26-83812)	1 542 996	1 527 495		15 501
Dodge & Cox International Value Fund (26-63667)	752 010	949 702		(197 692)
TCW Worldwide Opportunities (26-93973)				-
Global Property Fund (26-93974)	1 053 975	951 148		102 827
Eagle Asset Management (26-32428)				-
Perkins Wolf McDonnell & Co (26-11868)				-
Templeton Global Total (26-94672)				-
Lazard (26-46834)				-
Alternative Investment (26-11533)				-
Chilton Global (26-93709)				-
Dodge & Cox Income (26-24942)			-	-
FPA Crescent (26-91856)				-
Tradewinds (26-70699)				-
TCW (26-78898)				-
TCW Large Cap Growth (26-17213)				-
Virtus Emerging (26-65054)	7 513 963	7 066 591		447 372
NT (26 94672)				-
NT (26-61546)				-
NT (26-83812)			-	-
	<u>14 531 003</u>	<u>14 078 165</u>	<u>-</u>	<u>452 838</u>
MLP Activity	-	-	-	-
Short Term Gains	14 531 003	14 078 165	-	452 838
Add: Wilton Private Equity Fund LLC K-1				(556)
Add: Energy Capital Partners II B LP - K-1				-
Add: Salient MLP Total Return TE Fund LP - K-1				(8 545)
Add: JCR Commercial Real Estate Finance Fund III(B)(Q) LP - K-1				3 418
Add: Crestview Partners III K-1				167
Total Short Term Gains				<u>447,322</u>
Long-Term Capital Gain				
Artio Intl Equity (26-28765)				-
Pimco (26-05505)				-
TCW EM Income (26-03159)				-
KR Capital (26-43378)				-
Edgewood Management (26-32282)	16 480 213	12 168 771		4 311 442
3rd Ave Focused Credit (26-72569)				-
EuroPacific (26-10103)				-
DE SMID CAP CI I (26-83812)	16 681 589	14 135 665		2 545 924
Dodge & Cox International Value Fund (26-63667)	15 609 567	19 502 147		(3 892 580)
TCW Worldwide Opportunities (26-93973)				-
Global Property Fund (26-93974)	998 176	1 892 742		(894 566)
Eagle Asset Management (26-32428)				-
Perkins Wolf McDonnell & Co (26-11868)				-
Templeton Global Total (26-94672)				-
Alternative Investment (26-11533)				-
Chilton Global (26-93709)				-
Tradewinds (26-70699)				-
TCW (26-78898)				-
TCW Large Cap Growth (26 17213)				-
Templeton Glo Tot (26-94672)				-
Lazard (26-46834)				-
FPA Crescent (26-91856)				-
Blackrock (26-78899)				-
16 3 Units Chilton Global Nat Res Int'l (26 93709)				-
NT (26-61546)				-
NT (26-83812)				-
Disposition of BHR Offshore Fund (PFIC)	1 948 418	3 000 000		(1 051 582)
Long Term Gains	<u>51 717 963</u>	<u>50 699 325</u>		<u>1 018 638</u>
Capital Gain Distributions	1 967 417			1,967,417
	53 685 380	50 699 325		2 986 055
Add: Wilton Private Equity Fund LLC K-1				(15 455)
Add: Energy Capital Partners II-B LP K-1				45 676
Add: Salient MLP Total Return TE Fund LP - K-1				(95 307)
Add: JCR Commercial Real Estate Finance Fund III(B)(Q) LP - K-1				200 116
Total Long-Term Gains				<u>3,121,085</u>
Total	<u>68 218,383</u>			<u>3,568,407</u>