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Return of Private Foundation

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

OMB No 1545-0052

2016

Department of the Treasury
Internal Revenue ServiceDo 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.

Open to Public Inspection

For calendar year 2016 or tax year beginning JUN 1, 2016, and ending MAY 31, 2017

Name of foundation THE NICHOLSON FAMILY FOUNDATION		A Employer identification number 77-0444787
Number and street (or P.O. box number if mail is not delivered to street address) 335 SPRECKELS DR. SUITE G	Room/suite	B Telephone number (831) 662-2550
City or town, state or province, country, and ZIP or foreign postal code APTOS, CA 95003		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test check here and attach computation ☐
H Check type of organization: ☐ Section 4947(a)(1) nonexempt charitable trust ☒ Section 501(c)(3) exempt private foundation ☒ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,319,466.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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		1,000.			
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		253,523.	253,523.		STATEMENT 1
4 Dividends and interest from securities		45,739.	45,739.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		57,420.			
b Gross sales price for all assets on line 6a		884,330.			
7 Capital gain net income (from Part IV, line 2)			57,420.		
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		5,350.	5,350.	0.	STATEMENT 3
12 Total. Add lines 1 through 11		363,032.	362,032.	0.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		1,980.	990.	0.	990.
c Other professional fees		68,036.	41,237.	0.	26,799.
17 Interest					
18 Taxes		7,052.	6,879.	0.	10.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications		1,187.	0.	0.	0.
23 Other expenses		2,625.	0.	0.	1,345.
24 Total operating and administrative expenses. Add lines 13 through 23		80,880.	49,106.	0.	29,144.
25 Contributions, gifts, grants, and other income		232,000.			232,000.
26 Total expenses and disbursements. Add lines 24 and 25		312,880.	49,106.	0.	261,144.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		50,152.			
b Net investment income (if negative, enter -0-)			312,926.		
c Adjusted net income (if negative, enter -0-)				0.	

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	9,624.	2,539.	2,539.
	2 Savings and temporary cash investments	3,604.	34,829.	34,829.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	5,557,197.	5,583,210.	6,282,098.
	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)	5,570,425.	5,620,578.	6,319,466.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	5,570,425.	5,620,578.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	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	5,570,425.	5,620,578.	
	31 Total liabilities and net assets/fund balances	5,570,425.	5,620,578.	

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	5,570,425.
2 Enter amount from Part I, line 27a	2	50,152.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,620,577.
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	5,620,577.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED 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	884,330.	826,910.	57,420.

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			57,420.

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 57,420.

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	268,747.	5,920,678.	.045391
2014	311,546.	6,024,650.	.051712
2013	189,520.	5,651,456.	.033535
2012	230,815.	5,142,960.	.044880
2011	231,690.	4,957,934.	.046731

2 Total of line 1, column (d)	2	.222249
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	.044450
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	6,009,495.
5 Multiply line 4 by line 3	5	267,122.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,129.
7 Add lines 5 and 6	7	270,251.
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	261,144.

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)		1	6,259.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	6,259.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	6,259.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments.			
a 2016 estimated tax payments and 2015 overpayment credited to 2016		6a	
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	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	188.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	6,447.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☐ Refunded ☐		11	

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
1b 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 ☐ \$ 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		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?		
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) ☐ 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	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

N/A

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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 ▶ HTTP://THENICHOLSONFAMILYFOUNDATION.ORG/	X	
14 The books are in care of ▶ BRUCE NICHOLSON Telephone no ▶ (831) 662-2550 Located at ▶ 335 SPRECKELS DR. SUITE G, APTOS, CA ZIP+4 ▶ 95003		
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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ N/A	1b	
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 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? ☐ 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

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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 ☒ Nob 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BRUCE NICHOLSON	PRESIDENT			
335 SPRECKELS DR., SUITE G				
APTOS, CA 95003	3.00	0.	0.	0.
MARTHA MCALIISTER	SECRETARY/VICE PRESIDENT			
335 SPRECKELS DR., SUITE G				
APTOS, CA 95003	1.00	0.	0.	0.
KATHLEEN HULL	DIRECTOR			
335 SPRECKELS DR., SUITE G				
APTOS, CA 95003	1.00	0.	0.	0.
JOHN NICHOLSON	DIRECTOR			
335 SPRECKELS DR., SUITE G				
APTOS, CA 95003	1.00	0.	0.	0.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
SEE STATEMENT 9	50,000.
2	
SEE STATEMENT 10	15,000.
3	
SEE STATEMENT 11	15,000.
4 LUNA DANCE INSTITUTE - TO SUPPORT LUNA DANCE INSTITUTES SCHOOL & COMMUNITY ALLIANCES TO BRING HIGH QUALITY DANCE LEARNING TO ALL CHILDREN.	10,000.

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	
	0.
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	3,477,516.
b	Average of monthly cash balances	1b	88,494.
c	Fair market value of all other assets	1c	2,535,000.
d	Total (add lines 1a, b, and c)	1d	6,101,010.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,101,010.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	91,515.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,009,495.
6	Minimum investment return. Enter 5% of line 5	6	300,475.

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	300,475.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	6,259.
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,259.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	294,216.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	294,216.
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	294,216.

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	261,144.
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	261,144.
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	261,144.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				294,216.
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				
b From 2012				
c From 2013				
d From 2014	11,887.			
e From 2015				
f Total of lines 3a through e	11,887.			
4 Qualifying distributions for 2016 from Part XII, line 4. ▶ \$ 261,144.				
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				261,144.
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).)	11,887.			11,887.
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				21,185.
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 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 STATEMENT B	NONE			232,000.
Total			3a	232,000.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2016)

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

- | | | | |
|---|--|-------|-----|
| 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? | | Yes |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | |
| | (2) Other assets | 1a(2) | |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | |
| | (4) Reimbursement arrangements | 1b(4) | |
| | (5) Loans or loan guarantees | 1b(5) | |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
| 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. | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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		
1	10	

**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.

Signature of officer or trustee

Date: _____

Title

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

ISABEL CHIU, CPA

Firm's name ▶ ISABEL CHIU & CO., LLP

Firm's address ▶ 838 N. HILLVIEW DRIVE
MILPITAS, CA 95035

P00185602

Firm's EIN ▶ 77-0546629

Phone no 408-942-9689

THE NICHOLSON FAMILY 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 LONG TERM CAP.GAIN & LOSS - SEE STATEMENT A		P	VARIOUS	VARIOUS
b SHORT TERM CAP. GAIN & LOSS - SEE STATEMENT A		P	VARIOUS	VARIOUS
c CASH-IN-LIEU/STOCK MERGER ADJUSTMENT		P	VARIOUS	VARIOUS
d SECURTY LAWSUIT PROCEEDS ADJUSTMENT		P	VARIOUS	VARIOUS
e SHORT TERM CAP GAIN ADJUSTMENT		P	VARIOUS	VARIOUS
f CAPITAL GAINS DIVIDENDS				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 629,119.		611,820.	17,299.
b 207,593.		215,090.	-7,497.
c 17,100.			17,100.
d 240.			240.
e 1,194.			1,194.
f 29,084.			29,084.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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			17,299.
b			-7,497.
c			17,100.
d			240.
e			1,194.
f			29,084.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	57,420.
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

THE NICHOLSON FAMILY FOUNDATION
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STOCKS/FUNDS	DATE BOUGHT	NUMBER SHARES	DIV/REIN	UNIT PRICE	CURR YR FEES	TOTAL	DATE SOLD	NUMBER SHARES	UNIT PRICE	FEES	TOTAL	GAIN / (LOSS)
BURKE PORTFOLIO												
LONG TERM												
ABERDEEN FUNDS INTL EQ	01/14/05	322 789		30 98	0 00	10 000 00	06/17/16	322 789	21 32	0 00	6 891 86	(3 118 14)
ABERDEEN FUNDS INTL EQ	12/29/05		14 217	35 75	0 00	508 24	06/17/16	14 217	21 32	0 00	303 11	(205 13)
ABERDEEN FUNDS INTL EQ	12/28/06		35 616	42 08	0 00	1 498 73	06/17/16	35 616	21 32	0 00	750 33	(739 40)
ABERDEEN FUNDS INTL EQ	12/28/07		51 278	43 40	0 00	2 225 47	06/17/16	51 278	21 32	0 00	1 093 25	(1 132 22)
ABERDEEN FUNDS INTL EQ	12/31/08		8 208	23 77	0 00	195 13	06/17/16	8 208	21 32	0 00	175 02	(20 11)
ABERDEEN FUNDS INTL EQ	12/30/09		32 418	27 75	0 00	899 61	06/17/16	32 418	21 32	0 00	691 15	(208 46)
ABERDEEN FUNDS INTL EQ	12/30/10		8 031	29 21	0 00	234 59	06/17/16	8 031	21 32	0 00	171 22	(63 37)
ABERDEEN FUNDS INTL EQ	12/29/11		8 531	21 77	0 00	185 73	06/17/16	8 531	21 32	0 00	181 88	(3 85)
ABERDEEN FUNDS INTL EQ	12/28/12		2 422	25 21	0 00	61 05	06/17/16	2 422	21 32	0 00	51 64	(9 41)
ABERDEEN FUNDS INTL EQ	12/23/13		10 700	27 13	0 00	290 29	06/17/16	10 700	21 32	0 00	228 12	(62 17)
ABERDEEN FUNDS INTL EQ	12/22/14		23 514	25 26	0 00	593 97	06/17/16	23 514	21 32	0 00	501 32	(92 65)
CAUSEWAY INTL VALUE	01/14/05	625 128		15 92	24 00	9 976 00	06/17/16	625 128	13 33	24 00	8 308 92	(1 667 08)
CAUSEWAY INTL VALUE	12/16/05		38 128	18 64	24 00	594 68	06/17/16	38 128	13 33	0 00	481 59	(113 08)
CAUSEWAY INTL VALUE	12/27/05		54 185	18 61	0 00	1 073 39	06/17/16	54 185	13 33	0 00	4 005 41	(1 018 58)
CAUSEWAY INTL VALUE	12/29/06	300 481		16 30	0 00	4 529 79	06/17/16	277 901	13 33	0 00	3 704 42	(825 37)
CAUSEWAY INTL VALUE	12/18/08		150 227	8 05	0 00	1 209 33	06/17/16	150 227	13 33	0 00	2 002 53	783 20
CAUSEWAY INTL VALUE	12/26/08		5 402	8 05	0 00	43 48	06/17/16	5 402	13 33	0 00	72 01	28 53
CAUSEWAY INTL VALUE	12/18/09		24 222	11 22	0 00	271 77	06/17/16	24 222	13 33	0 00	322 88	51 11
CAUSEWAY INTL VALUE	12/13/10		23 577	12 12	0 00	285 75	06/17/16	23 577	13 33	0 00	314 28	28 53
CAUSEWAY INTL VALUE	12/22/11		53 555	10 86	0 00	570 90	06/17/16	53 555	13 33	0 00	713 89	142 99
CAUSEWAY INTL VALUE	12/20/12		32 485	13 17	0 00	427 56	06/17/16	32 485	13 33	0 00	432 76	5 20
CAUSEWAY INTL VALUE	12/18/13		16 885	15 61	0 00	260 45	06/17/16	16 885	13 33	0 00	222 41	(38 04)
CAUSEWAY INTL VALUE	12/19/14		40 512	14 96	0 00	606 06	06/17/16	40 512	13 33	0 00	540 02	(66 04)
DIAMOND HILLS SM CAP	12/27/05	414 766		24 11	0 00	10 000 00	07/05/16	414 766	31 16	0 00	12 924 10	2 924 10
DIAMOND HILLS SM CAP	01/04/06		0 121	23 95	0 00	2 90	07/05/16	0 121	31 16	0 00	3 77	0 87
DIAMOND HILLS SM CAP	12/13/06		8 573	25 33	0 00	217 14	07/05/16	8 573	31 16	0 00	267 13	49 99
DIAMOND HILLS SM CAP	01/03/07		1 438	25 03	0 00	35 99	07/05/16	1 438	31 16	0 00	44 81	8 82
DIAMOND HILLS SM CAP	12/14/07		27 772	22 90	0 00	635 98	07/05/16	27 772	31 16	0 00	865 38	229 40
DIAMOND HILLS SM CAP	01/07/08		1 508	22 83	0 00	34 12	07/05/16	1 508	31 16	0 00	46 99	12 87
DIAMOND HILLS SM CAP	12/17/08		0 727	16 14	0 00	11 74	07/05/16	0 727	31 16	0 00	22 85	10 91
DIAMOND HILLS SM CAP	12/31/08		3 264	16 12	0 00	52 62	07/05/16	3 264	31 16	0 00	101 71	49 09
DIAMOND HILLS SM CAP	12/17/10		7 258	25 64	0 00	186 09	07/05/16	7 258	31 16	0 00	228 16	40 07
DIAMOND HILLS SM CAP	12/18/11		18 394	22 37	0 00	411 48	07/05/16	18 394	31 16	0 00	573 16	161 68
DIAMOND HILLS SM CAP	12/31/12		20 487	24 54	0 00	502 76	07/05/16	20 487	31 16	0 00	638 37	135 61
DIAMOND HILLS SM CAP	12/18/13		32 420	31 98	0 00	1 036 79	07/05/16	32 420	31 16	0 00	1 010 21	(26 58)
DIAMOND HILLS SM CAP	01/02/14		0 504	32 57	0 00	16 40	07/05/16	0 504	31 16	0 00	15 70	(0 70)
DIAMOND HILLS SM CAP	12/18/14		28 614	31 77	0 00	845 53	07/05/16	28 614	31 16	0 00	829 29	(16 24)
DODGE & COX INTL STOCK	01/14/05	331 539		30 09	24 00	10 000 00	07/05/16	331 539	33 98	24 00	11 241 70	1 241 70
DODGE & COX INTL STOCK	12/29/05		7 014	35 03	0 00	245 87	07/05/16	7 014	33 98	0 00	238 34	(7 33)
DODGE & COX INTL STOCK	01/12/06	136 277		36 69	24 00	5 024 00	07/05/16	136 277	33 98	0 00	4 630 70	(383 30)
DODGE & COX INTL STOCK	12/29/06		12 845	43 62	0 00	560 30	07/05/16	12 845	33 98	0 00	436 47	(123 83)
DODGE & COX INTL STOCK	12/31/07		29 170	46 16	0 00	1 346 47	07/05/16	29 170	33 98	0 00	991 20	(355 27)
DODGE & COX INTL STOCK	12/23/08		62 189	20 98	0 00	1 303 48	07/05/16	62 189	33 98	0 00	2 113 18	808 70
DODGE & COX INTL STOCK	12/22/09		8 074	31 27	0 00	252 46	07/05/16	8 074	33 98	0 00	274 35	21 89
DODGE & COX INTL STOCK	12/22/10		8 217	35 37	0 00	290 62	07/05/16	8 217	33 98	0 00	279 21	(11 41)
DODGE & COX INTL STOCK	12/21/11		15 619	28 93	0 00	451 85	07/05/16	15 619	33 98	0 00	530 73	78 88
DODGE & COX INTL STOCK	12/20/12		13 213	34 54	0 00	456 38	07/05/16	13 213	33 98	0 00	448 88	(7 40)
DODGE & COX INTL STOCK	12/20/13		10 370	41 83	0 00	433 79	07/05/16	10 370	33 98	0 00	352 37	(81 42)
DODGE & COX INTL STOCK	12/22/14		14 513	42 41	0 00	615 49	07/05/16	14 513	33 98	0 00	493 15	(122 34)
FIRST EAGLE - OVERSEAS	08/04/08		121 756	12 31	0 00	1 488 82	07/05/16	121 756	23 22	0 00	2 827 17	1 328 35
FIRST EAGLE - OVERSEAS	12/21/08		34 406	11 00	0 00	378 47	07/05/16	34 406	23 22	0 00	798 91	420 44
FIRST EAGLE - OVERSEAS	12/22/09		92 897	13 50	0 00	1 254 11	07/05/16	92 897	23 22	0 00	2 157 07	902 96

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STOCKS/FUNDS	DATE BOUGHT	NUMBER SHARES	DIV REIN SHARES	UNIT PRICE	CURR YR FEES	TOTAL	DATE SOLD	NUMBER SHARES	UNIT PRICE	FEES	TOTAL	GAIN / (LOSS)
FPA CAPITAL FUND	02/16/01	195 465		25.58	0.00	5,000.00	07/05/16	195 465	32.04	0.00	6,262.70	1 262.70
FPA CAPITAL FUND	07/05/01		4 831	27.51	0.00	132.91	07/05/16	4 831	32.04	0.00	154.79	21.88
FPA CAPITAL FUND	12/20/01		12 664	27.52	0.00	348.52	07/05/16	12 664	32.04	0.00	405.75	57.23
FPA CAPITAL FUND	09/30/02		2 465	28.63	0.00	70.28	07/05/16	2 455	32.04	0.00	78.66	8.38
FPA CAPITAL FUND	12/18/03		2 111	35.73	0.00	75.40	07/05/16	2 111	32.04	0.00	67.64	(7.76)
FPA CAPITAL FUND	07/06/04		3 979	38.81	0.00	154.44	07/05/16	3 979	32.04	0.00	127.49	(26.95)
FPA CAPITAL FUND	12/20/04		4 301	39.66	0.00	170.56	07/05/16	4 301	32.04	0.00	137.80	(32.76)
FPA CAPITAL FUND	07/06/05		4 382	42.26	0.00	185.16	07/05/16	4 382	32.04	0.00	140.40	(44.76)
FPA CAPITAL FUND	12/20/05		15 150	43.00	0.00	651.43	07/05/16	15 150	32.04	0.00	485.41	(166.02)
FPA CAPITAL FUND	07/06/06		8 658	41.94	0.00	363.10	07/05/16	8 658	32.04	0.00	277.40	(85.70)
FPA CAPITAL FUND	12/20/06		13 638	42.09	0.00	574.03	07/05/16	13 638	32.04	0.00	436.96	(137.07)
FPA CAPITAL FUND	07/09/07		8 128	45.78	0.00	372.01	07/05/16	8 126	32.04	0.00	260.36	(111.65)
FPA CAPITAL FUND	12/21/07		25 180	36.03	0.00	907.25	07/05/16	25 180	32.04	0.00	806.77	(100.48)
FPA CAPITAL FUND	07/07/08		1 810	38.24	0.00	68.22	07/05/16	1 810	32.04	0.00	57.99	(11.23)
FPA CAPITAL FUND	12/19/08		30 937	21.04	0.00	650.91	07/05/16	30 837	32.04	0.00	991.22	340.31
FPA CAPITAL FUND	07/07/09		0 385	25.97	0.00	10.01	07/05/16	0 385	32.04	0.00	12.34	2.33
FPA CAPITAL FUND	12/18/09		0 021	32.59	0.00	0.67	07/05/16	0 021	32.04	0.00	0.67	0.00
FPA CAPITAL FUND	07/03/12		5 586	40.07	0.00	223.84	07/05/16	5 586	32.04	0.00	178.98	(44.86)
FPA CAPITAL FUND	01/03/13		25 988	42.61	0.00	1,107.35	07/05/16	25 988	32.04	0.00	832.66	(274.69)
FPA CAPITAL FUND	07/02/13		21 394	42.56	0.00	910.51	07/05/16	21 394	32.04	0.00	685.46	(225.05)
FPA CAPITAL FUND	12/18/13		30 979	43.98	0.00	1,362.45	07/05/16	30 979	32.04	0.00	992.57	(369.88)
FPA CAPITAL FUND	07/02/14		15 239	48.28	0.00	735.75	07/05/16	15 239	32.04	0.00	486.26	(247.49)
FPA CAPITAL FUND	12/23/14		33 013	40.03	0.00	1,321.50	07/05/16	33 013	32.04	0.00	1,057.74	(263.76)
FPA CAPITAL FUND	07/02/15		0 497	37.51	0.00	18.65	07/05/16	0 497	32.04	0.00	15.92	(2.73)
HARBOR INTERNATIONAL	01/12/06	193 050		51.80	24.00	10,024.00	07/05/16	193 050	57.49	24.00	11,074.44	1,050.44
HARBOR INTERNATIONAL	12/21/07		10 581	61.04	0.00	645.87	07/05/16	10 581	57.49	0.00	608.30	(37.57)
HARBOR INTERNATIONAL	12/22/08		12 026	69.04	0.00	830.23	07/05/16	12 026	57.49	0.00	691.37	(138.86)
HARBOR INTERNATIONAL	12/21/09		4 283	39.05	0.00	167.64	07/05/16	4 293	57.49	0.00	246.80	79.16
HARBOR INTERNATIONAL	12/21/09		2 899	53.48	0.00	155.03	07/05/16	2 899	57.49	0.00	166.66	11.63
HARBOR INTERNATIONAL	12/20/10		3 284	59.15	0.00	194.25	07/05/16	3 284	57.49	0.00	186.80	(5.45)
HARBOR INTERNATIONAL	12/19/11		5 872	50.66	0.00	297.50	07/05/16	5 872	57.49	0.00	337.58	40.08
HARBOR INTERNATIONAL	12/18/12		4 758	61.27	0.00	291.50	07/05/16	4 758	57.49	0.00	273.54	(17.96)
HARBOR INTERNATIONAL	12/18/13		5 236	67.62	0.00	354.03	07/05/16	5 236	57.49	0.00	301.02	(53.01)
HARBOR INTERNATIONAL	12/19/14		5 218	65.81	0.00	343.27	07/05/16	5 216	57.49	0.00	299.87	(43.40)
JENSEN PORTFOLIO INC	06/01/04	208 908		23.82	0.00	5,000.00	07/05/16	208 908	39.10	0.00	8,207.40	3,207.40
LONGLEAF PARTNERS	03/04/08	165 578		30.01	31.00	5,000.00	07/05/16	165 578	22.57	24.00	3,713.10	(1,286.90)
LONGLEAF PARTNERS	11/07/08		6 960	16.01	0.00	111.43	07/05/16	6 960	22.57	0.00	157.09	45.66
LONGLEAF PARTNERS	12/31/08		0 336	15.40	0.00	5.18	07/05/16	0 336	22.57	0.00	7.58	2.40
LONGLEAF PARTNERS	12/17/09		0 073	23.76	0.00	1.73	07/05/16	0 073	22.57	0.00	1.65	(0.08)
LONGLEAF PARTNERS	12/29/10		0 854	28.34	0.00	24.21	07/05/16	0 854	22.57	0.00	19.27	(4.94)
LONGLEAF PARTNERS	11/09/11		4 396	27.28	0.00	119.92	07/05/16	4 396	22.57	0.00	99.22	(20.70)
LONGLEAF PARTNERS	12/30/11		0 852	26.77	0.00	22.81	07/05/16	0 852	22.57	0.00	19.23	(3.58)
LONGLEAF PARTNERS	11/13/12		29 494	25.77	0.00	760.06	07/05/16	29 494	22.57	0.00	665.68	(94.38)
LONGLEAF PARTNERS	12/31/12		2 160	26.07	0.00	56.31	07/05/16	2 160	22.57	0.00	48.75	(7.56)
LONGLEAF PARTNERS	11/08/13		6 453	32.16	0.00	207.54	07/05/16	6 453	22.57	0.00	145.64	(61.90)
LONGLEAF PARTNERS	12/31/13		0 517	33.63	0.00	17.37	07/05/16	0 517	22.57	0.00	11.67	(5.70)
LONGLEAF PARTNERS	11/13/14		27 525	31.87	0.00	877.22	07/05/16	27 525	22.57	0.00	621.24	(256.98)
LONGLEAF PARTNERS	01/02/15		1 526	31.50	0.00	48.06	07/05/16	1 526	22.57	0.00	34.44	(13.62)
SCOUT FDS INTERNATIONAL	07/15/11	91 075		32.94	0.00	3,000.00	07/05/16	91 075	22.76	0.00	2,072.87	(927.13)
SCOUT FDS INTERNATIONAL	07/15/11		0 843	27.05	0.00	22.80	07/05/16	0 843	22.76	0.00	19.19	(3.61)
SCOUT FDS INTERNATIONAL	06/25/12		0 686	28.57	0.00	19.59	07/05/16	0 686	22.76	0.00	15.61	(3.98)
SCOUT FDS INTERNATIONAL	12/17/12		0 890	32.84	0.00	29.23	07/05/16	0 890	22.76	0.00	20.26	(8.97)
SCOUT FDS INTERNATIONAL	06/17/13		0 904	34.19	0.00	30.92	07/05/16	0 904	22.76	0.00	20.58	(10.34)

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STOCKS/FUNDS	DATE BOUGHT	NUMBER SHARES	DIV REIN SHARES	UNIT PRICE	CURR YR FEES	TOTAL	DATE SOLD	NUMBER SHARES	UNIT PRICE	FEES	TOTAL	GAIN / (LOSS)
SCOUT FDS INTERNATIONAL	12/23/13		0.284	36.36	0.00	10.34	07/05/16	0.284	22.76	0.00	6.46	(3.88)
SCOUT FDS INTERNATIONAL	06/23/14		0.975	37.98	0.00	37.02	07/05/16	0.975	22.76	0.00	22.19	(14.83)
SCOUT FDS INTERNATIONAL	12/22/14		7.875	32.83	0.00	258.56	07/05/16	7.875	22.76	0.00	179.24	(79.32)
SCOUT FDS INTERNATIONAL	08/22/15		1.438	34.32	0.00	49.27	07/05/16	1.438	22.76	0.00	32.68	(16.59)
THIRD AVE VALUE	07/10/98	150.848		33.19	0.00	5,000.00	06/17/16	150.848	48.93	24.00	7,347.21	2,347.21
THIRD AVE VALUE	01/04/99		1.876	32.29	0.00	60.56	06/17/16	1.876	48.93	0.00	91.79	31.23
THIRD AVE VALUE	11/30/99		1.868	34.62	0.00	64.67	06/17/16	1.868	48.93	0.00	91.40	26.73
THIRD AVE VALUE	08/02/00		18.850	38.65	0.00	617.57	06/17/16	18.850	48.93	0.00	824.47	206.90
THIRD AVE VALUE	12/18/00		14.010	34.70	0.00	486.15	06/17/16	14.010	48.93	0.00	685.51	198.36
THIRD AVE VALUE	12/19/01		4.126	36.10	0.00	148.94	06/17/16	4.126	48.93	0.00	201.89	52.95
THIRD AVE VALUE	12/18/02		2.658	30.69	0.00	81.52	06/17/16	2.658	48.93	0.00	129.96	48.44
THIRD AVE VALUE	01/10/03		0.003	30.69	0.00	0.10	06/17/16	0.003	48.93	0.00	0.15	0.05
THIRD AVE VALUE	12/19/03		1.483	40.80	0.00	60.49	06/17/16	1.483	48.93	0.00	72.56	12.07
THIRD AVE VALUE	12/29/04		2.908	51.63	0.00	150.08	06/17/16	2.908	48.93	0.00	142.18	(7.87)
THIRD AVE VALUE	12/23/05		19.542	55.13	0.00	1,077.36	06/17/16	19.542	48.93	0.00	956.19	(121.17)
THIRD AVE VALUE	12/21/06		12.239	58.99	0.00	721.94	06/17/16	12.239	48.93	0.00	598.85	(123.09)
THIRD AVE VALUE	12/21/07		7.869	59.90	0.00	477.40	06/17/16	7.869	48.93	0.00	389.92	(87.48)
THIRD AVE VALUE	12/24/08		1.388	31.50	0.00	43.70	06/17/16	1.388	48.93	0.00	67.91	24.21
THIRD AVE VALUE	12/23/09		5.973	45.34	0.00	270.82	06/17/16	5.973	48.93	0.00	292.26	21.44
THIRD AVE VALUE	12/22/10		4.626	50.81	0.00	235.50	06/17/16	4.626	48.93	0.00	226.35	(9.15)
THIRD AVE VALUE	12/21/11		5.666	39.54	0.00	224.02	06/17/16	5.666	48.93	0.00	277.24	53.22
THIRD AVE VALUE	12/19/12		6.768	49.27	0.00	333.46	06/17/16	6.768	48.93	0.00	331.16	(2.30)
THIRD AVE VALUE	12/19/13		8.925	56.27	0.00	502.22	06/17/16	8.925	48.93	0.00	436.70	(65.52)
THIRD AVE VALUE	12/10/14	282.258	15.705	56.94	0.00	894.25	06/17/16	15.705	48.93	0.00	768.45	(125.80)
THIRD AVE SMALL CAP	02/24/98		12.40	12.40	0.00	3,500.00	07/05/16	282.258	19.84	24.00	5,576.00	2,076.00
THIRD AVE SMALL CAP	01/04/99		2.212	11.23	0.00	24.84	07/05/16	2.212	19.84	0.00	43.89	19.05
THIRD AVE SMALL CAP	01/19/00		2.248	12.40	0.00	27.88	07/05/16	2.248	19.84	0.00	44.80	16.72
THIRD AVE SMALL CAP	12/18/00		19.826	13.03	0.00	258.33	07/05/16	19.826	19.84	0.00	393.35	135.02
THIRD AVE SMALL CAP	12/19/01		5.858	15.18	0.00	88.91	07/05/16	5.858	19.84	0.00	116.22	27.31
THIRD AVE SMALL CAP	12/18/02		3.152	13.69	0.00	43.15	07/05/16	3.152	19.84	0.00	62.54	19.39
THIRD AVE SMALL CAP	12/19/03		1.848	18.44	0.00	34.08	07/05/16	1.848	19.84	0.00	36.86	2.58
THIRD AVE SMALL CAP	12/29/04		2.374	22.57	0.00	53.57	07/05/16	2.374	19.84	0.00	47.10	(6.47)
THIRD AVE SMALL CAP	12/23/05		8.150	24.62	0.00	200.66	07/05/16	8.150	19.84	0.00	161.70	(38.96)
THIRD AVE SMALL CAP	12/21/06		17.971	25.86	0.00	464.74	07/05/16	17.971	19.84	0.00	356.54	(108.20)
THIRD AVE SMALL CAP	12/21/07		40.863	22.99	0.00	939.46	07/05/16	40.863	19.84	0.00	810.72	(128.74)
THIRD AVE SMALL CAP	12/24/08		18.390	13.67	0.00	251.39	07/05/16	18.390	19.84	0.00	364.86	113.47
THIRD AVE SMALL CAP	12/23/09		3.070	18.08	0.00	55.51	07/05/16	3.070	19.84	0.00	60.91	5.40
THIRD AVE SMALL CAP	12/22/10		4.114	20.84	0.00	85.73	07/05/16	4.114	19.84	0.00	81.62	(4.11)
THIRD AVE SMALL CAP	12/21/11		2.740	19.73	0.00	54.08	07/05/16	2.740	19.84	0.00	54.36	0.30
THIRD AVE SMALL CAP	12/19/12		13.348	22.34	0.00	298.18	07/05/16	13.348	19.84	0.00	264.82	(33.36)
THIRD AVE SMALL CAP	12/19/13		28.597	27.00	0.00	772.13	07/05/16	28.597	19.84	0.00	567.36	(204.77)
THIRD AVE SMALL CAP	12/10/14		111.806	22.91	0.00	2,563.78	07/05/16	111.806	19.84	0.00	2,220.22	(343.56)
THIRD AVE INTL VALUE	01/14/05	544.959	18.35	20.91	0.00	10,000.00	07/05/16	544.959	14.20	24.00	7,714.42	(2,285.58)
THIRD AVE INTL VALUE	12/28/05	239.120	20.91	20.91	0.00	5,000.00	07/05/16	239.120	14.20	0.00	3,395.50	(1,604.50)
THIRD AVE INTL VALUE	12/23/05		14.535	20.95	0.00	304.52	07/05/16	14.535	14.20	0.00	206.40	(98.12)
THIRD AVE INTL VALUE	12/21/06		103.570	21.78	0.00	2,255.77	07/05/16	103.570	14.20	0.00	1,470.69	(785.08)
THIRD AVE INTL VALUE	12/21/07		189.523	18.27	0.00	3,462.98	07/05/16	189.523	14.20	0.00	2,691.23	(771.35)
THIRD AVE INTL VALUE	12/24/08		16.454	11.08	0.00	182.31	07/05/16	16.454	14.20	0.00	233.65	51.34
THIRD AVE INTL VALUE	12/23/09		13.054	15.28	0.00	199.47	07/05/16	13.054	14.20	0.00	185.37	(14.10)
THIRD AVE INTL VALUE	12/22/10		19.281	16.59	0.00	319.88	07/05/16	19.281	14.20	0.00	273.78	(46.09)
THIRD AVE INTL VALUE	12/21/11		21.307	13.89	0.00	295.96	07/05/16	21.307	14.20	0.00	302.56	6.60
THIRD AVE INTL VALUE	12/19/12		10.028	16.95	0.00	169.97	07/05/16	10.028	14.20	0.00	142.40	(27.57)
THIRD AVE INTL VALUE	12/19/13		15.328	19.75	0.00	302.88	07/05/16	15.328	14.20	0.00	217.63	(85.05)
THIRD AVE INTL VALUE	12/10/14	85.609	16.66	16.66	0.00	1,426.25	07/05/16	85.609	14.20	0.00	1,215.65	(210.60)

EIN: 77-0444787

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STOCKS/FUNDS	DATE BOUGHT	NUMBER SHARES	DIV REIN SHARES	UNIT PRICE	CURR YR FEES	TOTAL	DATE SOLD	NUMBER SHARES	UNIT PRICE	FEES	TOTAL	GAIN / (LOSS)
TORRAY FUND - SBI	05/03/00	236 903		42 11	24 00	10,000 00	07/05/16	236 903	47 54	24 00	11,238 37	1,238 37
TORRAY FUND - SBI	06/30/00		2 664	40 38	0 00	107 59	07/05/16	2 664	47 54	0 00	126 65	19 06
TORRAY FUND - SBI	09/29/00		0 487	43 51	0 00	21 19	07/05/16	0 487	47 54	0 00	23 15	1 96
TORRAY FUND - SBI	11/01/00		14 255	40 69	0 00	580 04	07/05/16	14 255	47 54	0 00	677 68	97 64
TORRAY FUND - SBI	12/28/00		0 336	39 59	0 00	13 30	07/05/16	0 336	47 54	0 00	15 97	2 67
TORRAY FUND - SBI	04/02/01		0 329	38 54	0 00	12 67	07/05/16	0 329	47 54	0 00	15 64	2 97
TORRAY FUND - SBI	06/29/01		7 947	37 89	0 00	301 10	07/05/16	7 947	47 54	0 00	377 80	76 70
TORRAY FUND - SBI	09/28/01		0 446	31 98	0 00	14 26	07/05/16	0 446	47 54	0 00	21 20	6 94
TORRAY FUND - SBI	10/31/01		4 977	33 06	0 00	164 53	07/05/16	4 977	47 54	0 00	236 61	72 08
TORRAY FUND - SBI	03/28/02		0 327	39 75	0 00	9 18	07/05/16	0 327	47 54	0 00	11 50	2 34
TORRAY FUND - SBI	06/28/02		1 872	34 29	0 00	64 19	07/05/16	1 872	47 54	0 00	88 99	24 80
TORRAY FUND - SBI	09/30/02		0 472	29 92	0 00	14 12	07/05/16	0 472	47 54	0 00	22 44	8 32
TORRAY FUND - SBI	12/31/02		0 824	31 97	0 00	19 95	07/05/16	0 824	47 54	0 00	29 66	9 71
TORRAY FUND - SBI	03/28/03		0 355	31 69	0 00	11 26	07/05/16	0 355	47 54	0 00	16 88	5 62
TORRAY FUND - SBI	06/27/03		1 325	36 33	0 00	48 12	07/05/16	1 325	47 54	0 00	62 99	14 87
TORRAY FUND - SBI	09/29/03		0 456	36 24	0 00	16 54	07/05/16	0 456	47 54	0 00	21 68	5 14
TORRAY FUND - SBI	12/31/03		0 447	39 88	0 00	17 84	07/05/16	0 447	47 54	0 00	21 25	3 41
TORRAY FUND - SBI	03/28/04		0 314	39 90	0 00	12 52	07/05/16	0 314	47 54	0 00	14 93	2 41
TORRAY FUND - SBI	06/29/04		3 427	39 89	0 00	137 04	07/05/16	3 427	47 54	0 00	162 92	25 88
TORRAY FUND - SBI	11/08/04		0 322	39 22	0 00	12 81	07/05/16	0 322	47 54	0 00	15 31	2 70
TORRAY FUND - SBI	12/30/04		6 506	39 63	0 00	257 85	07/05/16	6 506	47 54	0 00	309 30	51 45
TORRAY FUND - SBI	03/30/05		0 502	41 06	0 00	20 60	07/05/16	0 502	47 54	0 00	23 87	3 27
TORRAY FUND - SBI	06/28/05		0 552	39 08	0 00	21 56	07/05/16	0 552	47 54	0 00	26 24	4 68
TORRAY FUND - SBI	09/29/05		2 084	39 47	0 00	82 86	07/05/16	2 084	47 54	0 00	99 55	16 69
TORRAY FUND - SBI	12/28/05		0 189	40 06	0 00	7 59	07/05/16	0 189	47 54	0 00	8 99	1 40
TORRAY FUND - SBI	03/28/06		18 312	38 33	0 00	701 89	07/05/16	18 312	47 54	0 00	870 55	168 66
TORRAY FUND - SBI	06/29/06		0 168	39 24	0 00	6 59	07/05/16	0 168	47 54	0 00	7 99	1 40
TORRAY FUND - SBI	12/30/06		0 279	40 89	0 00	11 41	07/05/16	0 279	47 54	0 00	13 26	1 85
TORRAY FUND - SBI	03/29/06		1 811	38 09	0 00	61 36	07/05/16	1 811	47 54	0 00	76 59	15 23
TORRAY FUND - SBI	09/27/06		0 101	41 33	0 00	4 19	07/05/16	0 101	47 54	0 00	4 80	0 61
TORRAY FUND - SBI	11/09/06		18 644	40 33	0 00	751 91	07/05/16	18 644	47 54	0 00	886 34	134 43
TORRAY FUND - SBI	12/28/06		0 116	41 79	0 00	4 83	07/05/16	0 116	47 54	0 00	5 51	0 68
TORRAY FUND - SBI	03/28/07		0 198	42 40	0 00	8 40	07/05/16	0 198	47 54	0 00	9 41	1 01
TORRAY FUND - SBI	08/06/07		0 815	44 02	0 00	35 87	07/05/16	0 815	47 54	0 00	38 75	2 88
TORRAY FUND - SBI	09/27/07		0 284	42 62	0 00	12 12	07/05/16	0 284	47 54	0 00	13 50	1 38
TORRAY FUND - SBI	11/08/07		41 576	36 73	0 00	1,527 10	07/05/16	41 576	47 54	0 00	1,976 52	449 42
TORRAY FUND - SBI	12/28/07		0 315	36 58	0 00	11 54	07/05/16	0 315	47 54	0 00	14 98	3 44
TORRAY FUND - SBI	03/28/08		0 762	32 66	0 00	24 89	07/05/16	0 762	47 54	0 00	36 23	11 34
TORRAY FUND - SBI	09/27/08		16 828	29 97	0 00	504 34	07/05/16	16 828	47 54	0 00	800 00	295 66
TORRAY FUND - SBI	12/31/08		0 685	29 09	0 00	19 94	07/05/16	0 685	47 54	0 00	32 56	12 62
TORRAY FUND - SBI	03/30/09		1 898	21 34	0 00	40 50	07/05/16	1 898	47 54	0 00	60 23	49 73
TORRAY FUND - SBI	06/29/09		1 356	19 30	0 00	26 17	07/05/16	1 356	47 54	0 00	64 46	38 29
TORRAY FUND - SBI	09/28/09		0 953	21 74	0 00	20 72	07/05/16	0 953	47 54	0 00	45 31	24 59
TORRAY FUND - SBI	12/30/09		0 716	24 72	0 00	17 71	07/05/16	0 716	47 54	0 00	34 04	16 33
TORRAY FUND - SBI	03/29/10		0 589	26 94	0 00	15 33	07/05/16	0 589	47 54	0 00	27 05	11 72
TORRAY FUND - SBI	06/28/10		0 777	28 25	0 00	21 94	07/05/16	0 777	47 54	0 00	36 94	15 00
TORRAY FUND - SBI	09/29/10		0 798	26 42	0 00	21 08	07/05/16	0 798	47 54	0 00	37 94	18 86
TORRAY FUND - SBI	12/29/10		0 746	28 03	0 00	20 90	07/05/16	0 746	47 54	0 00	35 46	14 56
TORRAY FUND - SBI	03/28/11		0 957	29 44	0 00	28 18	07/05/16	0 957	47 54	0 00	45 50	17 34
TORRAY FUND - SBI	06/27/11		1 033	30 84	0 00	31 85	07/05/16	1 033	47 54	0 00	49 11	17 26
TORRAY FUND - SBI	09/30/11		1 117	31 15	0 00	34 80	07/05/16	1 117	47 54	0 00	53 10	18 30
TORRAY FUND - SBI	12/30/11		0 940	28 77	0 00	27 05	07/05/16	0 940	47 54	0 00	44 69	17 64
TORRAY FUND - SBI			1 175	31 07	0 00	36 50	07/05/16	1 175	47 54	0 00	55 96	19 36

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STOCKS/FUNDS	DATE BOUGHT	NUMBER SHARES	DIV REIN SHARES	UNIT PRICE	CURR YR FEES	TOTAL	DATE SOLD	NUMBER SHARES	UNIT PRICE	FEES	TOTAL	GAIN / (LOSS)
TORRAY FUND - SBI	03/29/12	1 165		33.27	0.00	38.76	07/05/16	1 165	47.54	0.00	55.38	16.62
TORRAY FUND - SBI	06/28/12	1 328		31.46	0.00	41.77	07/05/16	1 328	47.54	0.00	63.13	21.36
TORRAY FUND - SBI	09/27/12	1 301		33.26	0.00	43.28	07/05/16	1 301	47.54	0.00	61.85	18.57
TORRAY FUND - SBI	12/28/12	1 749		32.90	0.00	57.54	07/05/16	1 749	47.54	0.00	83.15	25.61
TORRAY FUND - SBI	04/01/13	1 206		37.02	0.00	44.65	07/05/16	1 206	47.54	0.00	57.33	12.68
TORRAY FUND - SBI	06/28/13	1 315		38.56	0.00	50.72	07/05/16	1 315	47.54	0.00	62.52	11.80
TORRAY FUND - SBI	09/27/13	0 946		40.78	0.00	38.56	07/05/16	0 946	47.54	0.00	44.97	6.41
TORRAY FUND - SBI	12/30/13	0 843		43.31	0.00	27.85	07/05/16	0 843	47.54	0.00	30.57	2.72
TORRAY FUND - SBI	03/28/14	1 547		43.54	0.00	67.35	07/05/16	1 547	47.54	0.00	73.54	6.19
TORRAY FUND - SBI	06/27/14	1 052		46.26	0.00	48.67	07/05/16	1 052	47.54	0.00	50.01	1.34
TORRAY FUND - SBI	09/29/14	0 998		46.57	0.00	46.49	07/05/16	0 998	47.54	0.00	47.44	0.95
TORRAY FUND - SBI	12/30/14	0 830		48.63	0.00	40.35	07/05/16	0 830	47.54	0.00	39.46	(0.89)
TORRAY FUND - SBI	03/30/15	0 998		47.25	0.00	47.04	07/05/16	0 998	47.54	0.00	47.35	0.31
TORRAY FUND - SBI	06/29/15	1 172		48.29	0.00	56.60	07/05/16	1 172	47.54	0.00	55.72	(0.88)
TWEEDY BROWN GLOBAL	02/17/98	137 463		17.60	0.00	2,419.34	07/05/16	137 463	24.35	24.00	3,323.22	903.88
TWEEDY BROWN GLOBAL	07/10/98	256 472		19.39	27.00	5,000.00	07/05/16	256 472	24.35	0.00	6,245.09	1,245.09
TWEEDY BROWN GLOBAL	12/28/98	37 980		16.79	0.00	1,127.08	07/05/16	37 980	24.35	0.00	1,634.59	507.51
TWEEDY BROWN GLOBAL	12/23/99	37 980		19.84	0.00	753.51	07/05/16	37 980	24.35	0.00	924.81	171.30
TWEEDY BROWN GLOBAL	01/02/01	29 470		18.89	0.00	2,526.83	07/05/16	29 470	24.35	0.00	3,093.42	566.59
TWEEDY BROWN GLOBAL	12/28/01	32 327		15.64	0.00	541.66	07/05/16	32 327	24.35	0.00	717.59	175.93
TWEEDY BROWN GLOBAL	12/30/02	11 492		19.44	0.00	223.41	07/05/16	11 492	24.35	0.00	279.83	56.42
TWEEDY BROWN GLOBAL	12/30/03	13 238		23.12	0.00	306.06	07/05/16	13 238	24.35	0.00	322.35	16.29
TWEEDY BROWN GLOBAL	12/29/04	9 852		26.40	0.00	280.10	07/05/16	9 852	24.35	0.00	239.90	(20.20)
TWEEDY BROWN GLOBAL	12/29/05	18 365		30.92	0.00	567.88	07/05/16	18 365	24.35	0.00	447.19	(120.67)
TWEEDY BROWN GLOBAL	12/31/07	83 024		29.91	0.00	2,463.25	07/05/16	83 024	24.35	0.00	2,021.63	(461.62)
TWEEDY BROWN GLOBAL	12/31/08	149 383		15.58	0.00	2,327.38	07/05/16	149 383	24.35	0.00	3,637.48	1,310.10
TWEEDY BROWN GLOBAL	12/31/09	15 255		21.18	0.00	323.11	07/05/16	15 255	24.35	0.00	371.46	48.35
TWEEDY BROWN GLOBAL	12/31/10	12 824		23.82	0.00	305.45	07/05/16	12 824	24.35	0.00	312.26	6.81
TWEEDY BROWN GLOBAL	01/03/12	45 238		21.78	0.00	985.29	07/05/16	45 238	24.35	0.00	1,101.55	116.26
TWEEDY BROWN GLOBAL	12/28/12	118 298		23.32	0.00	2,758.71	07/05/16	118 298	24.35	0.00	2,880.56	121.85
TWEEDY BROWN GLOBAL	12/30/13	51 845		26.57	0.00	1,372.19	07/05/16	51 845	24.35	0.00	1,257.56	(114.63)
TWEEDY BROWN GLOBAL	12/30/14	45 816		26.18	0.00	1,199.46	07/05/16	45 816	24.35	0.00	1,115.62	(83.84)
LONG TERM SUBTOTAL						211,829.07					217,372.04	5,542.97
BURKE PORTFOLIO												
SHORT TERM												
DIREXION MIDCAP BULL	06/02/16	300 000		25.16	2.00	7,550.54	06/17/16	300 000	23.93	10.15	7,168.85	(381.69)
DIREXION MIDCAP BULL	06/02/16	1,281 000		25.16	7.99	32,491.87	06/17/16	1,281 000	23.92	0.68	30,880.17	(1,611.70)
DIREXION S&P 500 BULL	06/02/16	336 000		88.99	9.99	29,811.23	06/17/16	336 000	85.29	10.62	28,848.47	(1,262.76)
PROSHARES ULTRAPRO QQQ	06/02/16	191 000		104.55	9.99	19,978.52	06/17/16	191 000	94.85	10.39	18,124.24	(1,855.28)
ABERDEEN FUNDS INTL EQ	12/21/15	18 261		20.38	0.00	372.15	06/17/16	18 261	21.32	0.00	389.32	17.17
CAUSEWAY INTL VALUE	12/24/15	31 570		14.29	0.00	451.13	06/17/16	31 570	13.33	0.00	420.83	(30.30)
DIAMOND HILLS SM CAP	12/31/15	7 505		30.82	0.00	231.32	07/05/16	7 505	31.16	0.00	233.86	2.54
DIAMOND HILLS SM CAP	12/31/15	1 712		31.09	0.00	53.22	07/05/16	1 712	33.88	0.00	53.35	0.13
DODGE & COX INTL STOCK	12/22/15	15 102		36.10	0.00	545.19	07/05/16	15 102	33.98	0.00	513.17	(32.02)
FPA CAPITAL FUND	12/22/15	6 017		31.81	0.00	181.38	07/05/16	6 017	32.04	0.00	192.78	1.40
FPA CAPITAL FUND	07/01/16	8 112		32.64	0.00	264.76	07/05/16	8 112	32.04	0.00	259.89	(4.87)
HARBOR INTERNATIONAL	12/18/15	11 959		56.99	0.00	705.45	07/05/16	11 959	57.49	0.00	687.53	(17.92)
LONGLEAF PARTNERS	11/13/15	41 110		22.23	0.00	913.87	07/05/16	41 110	22.57	0.00	927.85	13.98
LONGLEAF PARTNERS	12/30/15	3 931		21.75	0.00	85.49	07/05/16	3 931	22.57	0.00	88.73	3.24
SCOUT FDS INTERNATIONAL	12/21/15	34 022		22.86	0.00	777.73	07/05/16	34 022	22.76	0.00	774.34	(3.39)

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STOCKS/FUNDS	DATE BOUGHT	NUMBER SHARES	DIV REIN SHARES	UNIT PRICE	CURR YR FEES	TOTAL	DATE SOLD	NUMBER SHARES	UNIT PRICE	FEES	TOTAL	GAIN / (LOSS)
SCOUT FDS INTERNATIONAL	06/20/16		2,027	22.90	0.00	46.41	07/05/16	2,027	23.76	0.00	46.13	(0.28)
THIRD AVE VALUE	12/09/15		23,494	49.20	0.00	1,155.88	06/17/16	23,494	48.93	0.00	1,149.56	(6.32)
THIRD AVE SMALL CAP	12/09/15		81,640	19.21	0.00	1,568.32	07/05/16	81,640	19.84	0.00	1,619.74	51.42
THIRD AVE INTL VALUE	12/09/15		21,247	13.94	0.00	296.18	07/05/16	21,247	14.20	0.00	301.69	5.51
TORRAY FUND - SBI	08/29/15		1,099	43.00	0.00	47.25	07/05/16	1,099	47.54	0.00	52.25	5.00
TORRAY FUND - SBI	11/25/15		13,442	46.12	0.00	619.94	07/05/16	13,442	47.54	0.00	639.03	19.09
TORRAY FUND - SBI	12/30/15		1,101	46.06	0.00	50.71	07/05/16	1,101	47.54	0.00	52.34	1.63
TORRAY FUND - SBI	03/30/16		1,119	46.36	0.00	51.89	07/05/16	1,119	47.54	0.00	53.20	1.31
TORRAY FUND - SBI	06/29/16		1,370	46.40	0.00	63.58	07/05/16	1,370	47.54	0.00	65.12	1.54
TWEEDY BROWN GLOBAL	12/30/15		61,886	24.64	0.00	1,524.87	07/05/16	61,886	24.35	0.00	1,506.92	(17.95)
SHORT TERM SUBTOTAL						99,949.88					94,849.36	(5,100.52)
BURKE PORTFOLIO TOTAL						311,778.85					312,221.40	442.45

SCHARF PORTFOLIO

LONG TERM

AMERICAN INTL GROUP NEW

APPLE INC

APPLE INC

BAIDU INC ADR

BAIDU INC ADR

BAKER HUGHES INC

BAKER HUGHES INC

BAXALTA INC

CANADIAN PACIFIC RAILWAY

CHINA MOBILE LTD

CHINA MOBILE LTD

CHINA MOBILE LTD

MOTOROLA SOLUTIONS INC

MOTOROLA SOLUTIONS INC

NIELSON HOLDINGS PLC

NIELSON HOLDINGS PLC

PRICELINE GROUP

PRICELINE GROUP

LONG TERM SUBTOTAL

SCHARF PORTFOLIO

SHORT TERM

MCKESSON CORP

NIELSON HOLDINGS PLC

SHIRE PLC

SHIRE PLC

SHIRE PLC

SHORT TERM SUBTOTAL

SCHARF PORTFOLIO TOTAL

FIRST AFFIRMATIVE PORTFOLIO

LONG TERM

DYNAMIC GROWTH

PARNASSUS MID CAP FUND

IIAA CREF INSTL SOCIAL CHOICE EQUITY

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STOCKS/FUNDS	DATE BOUGHT	NUMBER SHARES	DIV REIN SHARES	UNIT PRICE	CURR YR FEES	TOTAL	DATE SOLD	NUMBER SHARES	UNIT PRICE	FEES	TOTAL	GAIN / (LOSS)
SRI FIXED INCOME												
CALVERT SHORT DURATION INCOME Y	01/06/15	117 274		16 22	0 00	1 902 18	12/09/16	117 274	16 14	0 00	1 892 81	(9 37)
CALVERT GREEN BOND Y	01/06/15	113 143		15 40	0 00	1 742 40	12/09/16	113 143	15 11	0 00	1 709 80	(32 60)
MANAGERS INTERMEDIATE GOVT FUND	08/14/13	11 793		10 64	0 00	125 48	11/18/16	11 793	10 89	0 00	128 43	2 95
PARNAUSSUS FIXED INCOME	08/14/13	11 458		16 94	0 00	194 10	11/18/16	11 458	16 53	0 00	189 40	(4 70)
PARNAUSSUS FIXED INCOME	08/14/13	80 118		16 94	0 00	1 357 20	12/09/16	80 118	16 34	0 00	1 309 12	(48 08)
PARNAUSSUS FIXED INCOME	08/14/13	0 375		16 94	0 00	6 33	12/09/16	0 375	16 34	0 00	6 13	(0 20)
PARNAUSSUS FIXED INCOME	09/04/13	1 214		16 80	0 00	20 40	12/09/16	1 214	16 34	0 00	19 84	(0 56)
PARNAUSSUS FIXED INCOME	11/20/13	2 152		16 94	0 00	36 45	12/09/16	2 152	16 34	0 00	35 16	(1 29)
PARNAUSSUS FIXED INCOME	01/29/14	1 185		16 65	0 00	19 73	12/09/16	1 185	16 34	0 00	19 36	(0 37)
PARNAUSSUS FIXED INCOME	04/02/14	18 121		16 61	0 00	300 99	12/09/16	18 121	16 34	0 00	296 10	(4 89)
PARNAUSSUS FIXED INCOME	06/26/15	0 309		16 46	0 00	5 09	12/09/16	0 309	16 34	0 00	5 05	(0 04)
TIAA CREF SOCIAL CHOICE BOND INSTL	02/13/15	10 900		10 37	0 00	113 04	03/08/17	10 900	10 11	0 00	110 20	(2 84)
LONG TERM SUBTOTAL						35,791 41					36,898 42	1,107 01
FIRST AFFIRMATIVE PORTFOLIO												
SHORT TERM												
DYNAMIC GROWTH												
DIREXION INDEXED COMMONDITY	03/18/16	65 570		14 83	0 00	972 40	01/13/17	65 570	15 88	0 00	1 028 14	55 74
DIREXION INDEXED COMMONDITY	08/02/16	25 483		15 53	0 00	395 75	01/13/17	25 483	15 68	0 00	399 57	3 82
GUGGENHEIM MANAGED FUTURES STRATEGY	03/18/16	57 114		22 62	0 00	1 291 92	01/13/17	57 114	18 59	0 00	1 061 75	(230 17)
GUGGENHEIM MANAGED FUTURES STRATEGY	08/02/16	22 974		21 23	0 00	487 74	01/13/17	22 974	18 59	0 00	427 09	(60 65)
MERK HARD CURRENCY FUND	03/18/16	480 535		9 80	0 00	4 709 24	01/13/17	480 535	9 30	0 00	4 468 98	(240 26)
MERK HARD CURRENCY FUND	08/02/16	184 870		9 81	0 00	1 811 61	01/13/17	184 870	9 30	0 00	1 717 43	(94 18)
PROFUNDUS RISING OPP	03/18/16	29 381		42 08	0 00	1 236 35	01/13/17	29 381	43 47	0 00	1 277 19	40 84
PROFUNDUS RISING OPP	08/02/16	11 202		37 28	0 00	417 64	01/13/17	11 202	43 47	0 00	486 95	69 31
SATURNA SUSTAINABLE BOND	03/18/16	235 353		9 68	0 00	2 278 22	01/13/17	235 353	9 84	0 00	2 268 80	(9 42)
SATURNA SUSTAINABLE BOND	08/02/16	93 344		9 89	0 00	923 17	01/13/17	93 344	9 84	0 00	899 84	(23 33)
TIAA CREF INSTL SOCIAL CHOICE EQUITY	03/18/16	484 842		14 25	0 00	6 906 15	01/13/17	484 842	15 14	0 00	7 337 48	431 33
TIAA CREF INSTL SOCIAL CHOICE EQUITY	08/02/16	997 210		15 10	0 00	15 057 87	01/13/17	997 210	15 14	0 00	15 097 76	39 89
SRI FIXED INCOME												
CALVERT SHORT DURATION INCOME Y	08/02/16	38 377		16 29	0 00	625 16	12/09/16	38 377	16 14	0 00	619 40	(5 76)
CALVERT GREEN BOND Y	08/02/16	36 404		15 66	0 00	570 09	12/09/16	36 404	15 11	0 00	550 06	(20 03)
PARNAUSSUS FIXED INCOME	08/02/16	37 017		17 03	0 00	630 40	12/09/16	37 017	16 34	0 00	604 86	(25 54)
SHORT TERM SUBTOTAL						38,313 71					38,245 30	(68 41)
FIRST AFFIRMATIVE PORTFOLIO TOTAL						74,105 12					75,143 72	1,038 60
NIA - DOMINIGREEN ALPHA PORTFOLIO												
LONG TERM												
ACALITY BRANDS INC	03/19/15	19 000		165 28	5 00	3 145 29	12/01/16	19 000	250 62	20 05	4 741 75	1 596 46
ALERE INC	08/14/14	36 000		35 18	9 99	1 276 47	12/01/16	36 000	39 82	20 02	1 413 50	137 03
ALERE INC	03/18/15	50 000		48 37	9 99	2 428 49	12/01/16	50 000	39 82	0 00	1 991 00	(437 49)
AUTODESK INC	08/14/14	50 000		56 41	7 00	2 827 60	12/02/16	50 000	69 26	20 03	3 443 06	616 56
BIOMERIEUX	08/14/14	61 000		104 50	8 00	6 397 34	12/02/16	61 000	137 96	19 95	8 395 00	1 997 66
GILEAD SCIENCES INC	08/14/14	43 000		95 96	2 99	4 129 27	12/02/16	43 000	72 97	20 02	3 117 82	(1 011 45)
JOSEPH LIMITED JOHANNESBURG	11/06/14	404 000		9 65	8 00	3 906 56	12/02/16	404 000	10 74	19 95	4 319 01	412 45
PERSIMMON PLC	08/14/14	435 000		22 24	8 00	9 682 40	12/02/16	435 000	21 47	19 95	9 319 89	(362 51)
RESONA HOLDINGS INC	08/14/14	1 800 000		5 56	8 00	8 904 00	12/02/16	1 800 000	5 10	28 95	8 131 05	(772 95)
SAREPTA THERAPEUTICS INC	08/14/14	42 000		22 23	8 99	943 65	12/02/16	42 000	32 76	12 50	1 363 26	419 61
SAREPTA THERAPEUTICS INC	02/26/15	24 000		13 95	2 99	337 79	12/02/16	24 000	32 76	7 50	778 64	440 85
SOFTBANK CORP	08/14/14	65 000		89 13	6 49	4 499 93	12/01/16	65 000	59 80	19 95	3 854 05	(645 88)
SUNOPTA INC	08/14/14	400 000		13 84	9 99	5 545 95	12/01/16	400 000	7 32	13 00	2 915 44	(2 630 51)
SUNOPTA INC	08/14/14	220 000		13 84	0 00	3 044 75	12/01/16	220 000	7 32	7 05	1 603 59	(1 441 16)
UNIVERSAL DISPLAY CORP	02/26/15	85 000		36 58	8 00	3 117 21	12/02/16	85 000	54 06	20 05	4 574 63	1 457 42
LONG TERM SUBTOTAL						60,186 60					59,961 68	(224 91)

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STOCKS/FUNDS	DATE BOUGHT	NUMBER SHARES	DIV REIN SHARES	UNIT PRICE	CURR YR FEES	TOTAL	DATE SOLD	NUMBER SHARES	UNIT PRICE	FEES	TOTAL	GAIN / (LOSS)
<u>NIA - DOMINI/GREEN ALPHA PORTFOLIO</u>												
SHORT TERM												
AMERN SUPERCONDUCTOR	05/25/16	100 000		10 58	10 00	1,067 80	12/01/16	100 000	7 72	19 99	752 21	(315 69)
AMERN SUPERCONDUCTOR	05/25/16	100 000		10 58	9 95	1,067 75	12/01/16	100 000	7 71	0 00	771 20	(296 55)
FIREEYE INC	12/02/16	330 000		12 46	19 95	4,130 27	05/03/17	330 000	14 00	13 05	4,608 34	478 07
TRINA SOLAR LTD	05/26/16	730 000		8 74	19 95	6,399 42	03/15/17	730 000	11 60	0 00	8,468 00	2,068 58
WHITEWAVE FOODS	06/22/16	110 000		46 30	19 95	5,112 84	04/12/17	110 000	58 25	0 00	6,187 50	1,074 66
SHORT TERM SUBTOTAL						17,778 08					20,787 25	3,009 17
NIA - DOMINI/GREEN ALPHA PORTFOLIO TOTAL						77,964 68					80,748 94	2,784 26
<u>THE NICHOLSON FAMILY FOUNDATION</u>												
LONG TERM TOTAL						511,819 54					628,118 55	19,611 71
SHORT TERM TOTAL						215,089 84					207,593 07	(7,458 92)
GRAND TOTAL						826,909 38					836,711 62	12,152 79

THE NICHOLSON FAMILY FOUNDATION
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	TOTAL SALES	TOTAL BASIS	TOTAL GAIN (LOSS)
<u>BURKE PORTFOLIO</u>			
LONG TERM	217,372 04	211,829 07	5,542 97
SHORT TERM	94,849 36	99,949 88	(5,100 52)
BURKE PORTFOLIO TOTAL	312,221 40	311,778 95	442 45
<u>SCHARF PORTFOLIO</u>			
LONG TERM	314,886 40	304,012 46	10,873 94
SHORT TERM	53,711 16	59,048 17	(5,337 01)
SCHARF PORTFOLIO TOTAL	368,597 56	363,060 63	5,536 93
<u>BAXALTA INC PROCEEDS LISTED UNDER CASH/STOCK MERGER</u>			
<u>SHIRE PLC PROCEEDS LISTED UNDER CASH-IN-LIEU</u>			
<u>FIRST AFFIRMATIVE PORTFOLIO</u>			
LONG TERM	36,888 42	35,791 41	1,107 01
SHORT TERM	38,245 30	38,313 71	(68 41)
FIRST AFFIRMATIVE PORTFOLIO TOTAL	75,143 72	74,105 12	1,038 60
<u>NIA - DOMINI/GREEN ALPHA PORTFOLIO</u>			
LONG TERM	59,951 69	60,186 80	(234 81)
SHORT TERM	20,787 25	17,778 08	3,009 17
NIA - DOMINI/GREEN ALPHA PORTFOLIO TOTAL	80,748 94	77,964 68	2,784 26

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
OTHER INTEREST INCOME	23.	23.	23.
THE NICHOLSON FAMILY PARTNERSHIP	253,500.	253,500.	253,500.
TOTAL TO PART I, LINE 3	253,523.	253,523.	253,523.

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
AFFIRMATIVE	10,290.	6,046.	4,244.	4,244.	4,244.
BURKE INVESTMENT	12,218.	7,226.	4,992.	4,992.	4,992.
GREEN ALPHA INVESTMET	2,547.	0.	2,547.	2,547.	2,547.
PRIOR YEAR DIVIDEND	62.	0.	62.	62.	62.
SCHARF INVESTMENT	25,272.	0.	25,272.	25,272.	25,272.
SCHWAB INVESTMETN	24,434.	15,812.	8,622.	8,622.	8,622.
TO PART I, LINE 4	74,823.	29,084.	45,739.	45,739.	45,739.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REFUNDS/DISTRIBUTIONS	58.	58.	0.
MISCLLANEOUS INCOME	5,292.	5,292.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	5,350.	5,350.	0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	1,980.	990.	0.	990.
TO FORM 990-PF, PG 1, LN 16B	1,980.	990.	0.	990.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	29,752.	29,752.	0.	0.
OUTSIDE SERVICES	38,284.	11,485.	0.	26,799.
TO FORM 990-PF, PG 1, LN 16C	68,036.	41,237.	0.	26,799.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEE	10.	0.	0.	10.
FEDERAL EXCISE TAXES	7,042.	6,879.	0.	0.
TO FORM 990-PF, PG 1, LN 18	7,052.	6,879.	0.	10.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES AND LICENSES	95.	0.	0.	95.
DUES	1,250.	0.	0.	1,250.
ADJ TO BALANCE	1,280.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	2,625.	0.	0.	1,345.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BURKE INVESTMENT	FMV	280,022.	322,104.
CHARLES SCHWAB PORTFOLIO	FMV	487,626.	645,146.
SCHARF INVESTMENT	FMV	1,794,715.	2,273,711.
FIRST AFFIRMATIVE	FMV	251,456.	264,310.
NIA-DOMINI	FMV	234,391.	241,827.
NOTES RECEIVABLE	COST	2,535,000.	2,535,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,583,210.	6,282,098.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	9
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ACTIVITY ONE

GEORGE MARK CHILDREN'S HOUSE - THIS ANNUAL GRANT GOES TOWARDS DEBT PRINCIPAL REDUCTION FOR THE GEORGE MARK CHILDREN'S HOUSE; A FREE-STANDING PEDIATRIC HOSPICE AND PALLIATIVE CARE FACILITY FOR CHILDREN AND THEIR FAMILIES.

EXPENSES

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

50,000.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	10
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ACTIVITY TWO

SANTA CRUZ COMMUNITY HEALTH CENTERS - THIS FIRST INSTALLMENT OF A TWO-YEAR GRANT TO TOTAL \$30,000 SUPPORTS THE CRADLE TO CAREER PROGRAM WITH THE LIVE OAK SCHOOL DISTRICT. THIS PROGRAM TRACKS 60 FAMILIES AS THEIR CHILDREN MOVE FROM INFANCY TO COLLEGE WITH A FOCUS ON PREVENTION OF COMMON HEALTH AND BEHAVIORAL ISSUES BY BRING ECGHC SERVICES INTO THE CLASSROOM.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

15,000.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 11

ACTIVITY THREE

IMAGINE BUS PROJECT - IMAGINE BUS PROJECT HAS BEEN RE-FOCUSING THEIR MISSION TO FURTHER EMPHASIS THE WORK WITH YOUTH IN JUVENILE HALL. THEY ARE LOOKING TO MODEL THEIR YOUTH STUDIO PROGRAM SO IT CAN EASILY BE EXPANDED INTO SEVERAL COUNTIES. IN ADDITION, THEY ARE PUTTING A NEEDED FOCUS ON OPPORTUNITIES AND GROWTH OUTSIDE OF THE SYSTEM ONCE A YOUTH HAS BEEN RELEASED FROM DETENTION WITH THEIR CREATIVE FUTURES TRAINING AND MENTORSHIP PROGRAM. THIS IS THE FINAL OF TWO INSTALLMENTS OF A TWO-YEAR MULTI-YEAR GRANT TO TOTAL \$30,000.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

15,000.

THE NICHOLSON FAMILY FOUNDATION
GRANTS AND CONTRIBUTIONS
PAID DURING THE FISCAL YEAR 2016 / 2017

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELATIONSHIP</u>	<u>AMOUNT</u>
1 GRAIN TO 1000 GRAINS 2120 AVERY AVE #7815 MENLO PARK, CA 94025	PUBLIC EXEMPT ORG	HEALTHY LIFESTYLES	N/A	5,000
DIGITAL NEST 318 UNION ST, BLDG B WATSONVILLE, CA 95076	PUBLIC EXEMPT ORG	TECHNOLOGICAL EDUCATION & CAREER TRAINING	N/A	5,000
FAITH NETWORKS OF THE EAST BAY 2633 TELEGRAPH AVE #412 OAKLAND, CA 94612	PUBLIC EXEMPT ORG	READING TUTORING	N/A	7,500
GEORGE MARK CHILDREN'S HOUSE 2121 GEORGE MARK LANE SAN LEANDRO, CA 94578	PUBLIC EXEMPT ORG	DEBT PRINCIPAL REDUCTION	N/A	50,000
GRITTY CITY REPERATORY 1540 BROADWAY OAKLAND. CA 94612	PUBLIC EXEMPT ORG	YOUTH THEATRE PROGRAMS	N/A	5,000
HEALTH INITIATIVES FOR YOUTH 1540 MARKET ST, STE 300 SAN FRANCISCO, CA 94102	PUBLIC EXEMPT ORG	YOUTH HEALTH & WELLNESS EMPOWERMENT	N/A	5,000
HOMEWORK CENTRAL PO BOX 6687 SAN MATEO, CA 94403	PUBLIC EXEMPT ORG	AFTER-SCHOOL TUTORING	N/A	2,500
JUDICAL DISTRIC VII CASA PROGRAM 490 MEMORIAL DR. STE B1 IDAHO FALLS, ID 83402	PUBLIC EXEMPT ORG	FOSTER YOUTH ADVOCACY	N/A	5,000
LOAVES AND FISHES 150 2 ND STREET WATSONVILLE, CA 95076	PUBLIC EXEMPT ORG	HOLIDAY FOOD & GIFT PROGRAMS	N/A	2,000
LUNA DANCE INSTITUTE 605 ADDISON ST BERKELEY, CA 94710	PUBLIC EXEMPT ORG	SCHOOL & COMMUNITY ALLIANCES	N/A	10,000

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<u>RECIPIENT NAME AND ADDRESS</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELATIONSHIP</u>	<u>AMOUNT</u>
MUSIC IN SCHOOLS TODAY 582 MARKET ST. STE 213 SAN FRANCISCO, CA 94104	PUBLIC EXEMPT ORG	MUSIC EDUCATION PROGRAMS	N/A	10,000
O'NEILL SEA ODYSSEY 2222 EAST CLIFF DR. #222 SANTA CRUZ, CA 95062	PUBLIC EXEMPT ORG	MARINE SCIENCE PROGRAMS	N/A	10,000
OAKLAND LEAF 7700 EDGEWATER DR, STE 818 OAKLAND, CA 94621	PUBLIC EXEMPT ORG	AFTER-SCHOOL & SUMMER PROGRAMS	N/A	10,000
PAJARO VALLEY ARTS 37 SUDDEN ST WATSONVILLE, CA 95076	PUBLIC EXEMPT ORG	ART EDUCATION DOCENT PROGRAM	N/A	10,000
PAJARO VALLEY SHELTER SERVICES 115 BRANNAN STREET WATSONVILLE, CA 95076	PUBLIC EXEMPT ORG	PART TIME CASE MANAGER	N/A	10,000.
PIE RANCH 2080 CABRILLO HWY PESCADERO, CA 94060	PUBLIC EXEMPT ORG	HOME SLICE YOUTH INTERNSHIP PROGRAM	N/A	10,000
PIEDMONT COMMUNITY CHURCH 400 HIGHLAND AVENUE PIEDMONT, CA 94611	PUBLIC EXEMPT ORG	TO ASSIST FOOD & GIFT HOLIDAY PROGRAMS	N/A	2,000
PLAYWORKS 380 WASHINGTON ST OAKLAND, CA 94607	PUBLIC EXEMPT ORG	TEAMUP PILOT PROGRAM	N/A	10,000
SACRED HEART SCHOOLS 150 VALPARAISO AVENUE ATHERTON, CA 94027	PUBLIC EXEMPT ORG	TO ASSIST FOOD & GIFT HOLIDAY PROGRAMS	N/A	1,000
SANTA CRUZ COMMUNITY HEALTH CENTERS 125 WATER STREET SANTA CRUZ, CA 95060	PUBLIC EXEMPT ORG	CRADLE TO CAREER PROGRAM LIVE OAK	N/A	15,000

THE NICHOLSON FAMILY FOUNDATION
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<u>RECIPIENT NAME AND ADDRESS</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELATIONSHIP</u>	<u>AMOUNT</u>
SANTA CRUZ SYMPHONY 307 CHURCH STREET SANTA CRUZ, CA 95060	PUBLIC EXEMPT ORG	MUSIC EDUCATION & ACCESS	N/A	5,000.
SCHOOLS3 BOX DD CARMEL, CA 93921	PUBLIC EXEMPT ORG	SCHOOL SITE CONSTRUCTION MALI	N/A	15,000
SCOTTS VALLEY COUNSELING CENTER 5523 SCOTTS VALLEY DR, #108 SCOTTS VALLEY, CA 95066	PUBLIC EXEMPT ORG	YOUTH & FAMILY COUNSELING	N/A	3,000
SECOND HARVEST FOOD BANK P.O BOX 990 WATSONVILLE, CA 95077	PUBLIC EXEMPT ORG	TO ASSIST FOOD & GIFT HOLIDAY PROGRAMS	N/A	2,000
SOUTHERN EXPOSURE 3030 20 TH STREET SAN FRANCISCO, CA 94110	PUBLIC EXEMPT ORG	ARTIST IN EDUCATION PROGRAMS	N/A	10,000
VALLEY CHURCHES UNITED P.O BOX 367 BEN LOMAND, CA 95005	PUBLIC EXEMPT ORG	HOLIDAY FOOD & GIFT PROGRAMS	N/A	2,000
VOLUNTEER CENTER OF SANTA CRUZ COUNTY 1010 EMELINE AVENUE SANTA CRUZ, CA 95060	PUBLIC EXEMPT ORG	TO ASSIST FOOD & GIFT HOLIDAY PROGRAMS	N/A	1000
WATSONVILLE HIGH SCHOOL 250 E BEACH STREET WATSONVILLE, CA 95076	PUBLIC EXEMPT ORG	YOUTH THEATRE PRODUCTION	N/A	4,000
WILDLIFE ASSOCIATES PO BOX 3098 HALF MOON BAY, CA 94109	PUBLIC EXEMPT ORG	AT-RISK YOUTH PROGRAMS	N/A	5,000

Total: 232,000.

THE NICHOLSON FAMILY FOUNDATION

Fiscal Year Ending May 31, 2017

GRANTS MADE:

1. 1 GRAIN TO 1000 GRAINS \$5,000.00
2120 Avery Avenue, #7815
Menlo Park, CA 94025

This first-time grant award went toward the Healthy Lifestyles and Comunidad Mercado programs to aid and enrich the lives of San Mateo County youth and families through food equity and cooking education.

2. DIGITAL NEST \$5,000.00
318 Union Street, Bldg B
Watsonville, CA 95076

In support of their free NEST programs for youth development, access, education and career readiness with a technological focus for underserved youth in the Pajaro Valley.

3. FAITH NETWORK OF THE EAST BAY \$7,500.00
2633 Telegraph Avenue, #412
Oakland, CA 94612

Although this grant request was for an initial ask of \$5,000 we opted to award them more due to the stellar work force of this all volunteer group that tutors at-risk children in reading and vocabulary at some of the most underserved school sites in Oakland.

4. GEORGE MARK CHILDREN'S HOUSE \$50,000.00
2121 George Mark Lane
San Leandro, CA 94578

This annual grant goes towards debt principal reduction for the George Mark Children's House; a freestanding pediatric hospice and palliative care facility for children and their families.

5. GRITTY CITY REPERATORY \$5,000.00
1540 Broadway
Oakland, CA 94612

This grant went towards Gritty City's Youth Theatre, which engages local underserved youth in all aspects of theatre productions.

6. HEALTH INITIATIVES FOR YOUTH \$5,000.00
1540 Market Street, Suite 300
San Francisco, CA 94102

HIFY for short, supports youth empowerment through health and wellbeing educational and support programs. This grant funded those efforts.

7. HOMEWORK CENTRAL \$2,500 00
PO Box 6687
San Mateo, CA 94403

This small grant went towards their after-school homework assistance and tutoring programs on site at underserved schools in San Mateo County.

8. JUDICIAL DISTRICT VII CASA PROGRAM \$5,000.00
490 Memorial Drive, Suite B1
Idaho Falls, ID 83402

CASA programs give advocacy support through a volunteer program to foster youth. This grant came from our discretionary fund that we have earmarked to use on specific programs in areas outside of our usual geographical boundaries, that current board directors are involved with and would like to support.

9. LOAVES AND FISHES \$2,000.00
150 - 2nd Street
Watsonville, CA 95076

Part of a series of small grants that are made each year to organizations in November and December to assist with food and gift programs for the needy during the holiday season.

10. LUNA DANCE INSTITUTE \$10,000.00
605 Addison Street
Berkeley, CA 94710

This was the third grant award to support Luna Dance Institutes School & Community Alliances to bring high quality dance learning to all children.

11. MUSIC IN SCHOOLS TODAY \$10,000.00
582 Market Street, Suite 213
San Francisco, CA 94104

Supported music education programming for under-served youth with school programs throughout the Bay Area with enrichment, integration, and instrument adoptions.

12. O'NEILL SEA ODYSSEY \$10,000.00
2222 East Cliff Drive, #222
Santa Cruz, CA 95062

This was the fourth time that we have awarded O'Neill Surf Odyssey a grant for their Sea Odyssey Learning labs for youth with on the water marine science classroom aboard a catamaran, as well as an in-school curriculum.

13. OAKLAND LEAF \$10,000.00
7700 Edgewater Drive, Suite 818
Oakland, CA 94621

This grant was awarded to help fund their after-school programs, school gardens, and community camps for underserved youth in Oakland.

14. PAJARO VALLEY ARTS \$10,000.00
37 Sudden Street
Watsonville, CA 95076

This award was to support the Experience Art program that brings local youth to the Pajaro Valley Arts exhibition space with trained docents that lead educational group visits.

15. PAJARO VALLEY SHELTER SERVICES (3/3) \$10,000.00
115 Brannan Street
Watsonville, CA 95076

This was the second installment of a three-year multi-year grant to total \$30,000.00 and supported a part-time case manager position for their shelter services site in Watsonville that serve women, children and families with transitional housing and social service needs.

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| 16. | PIE RANCH (2/3)
2080 Cabrillo Hwy.
Pescadero, CA 94060 | \$10,000.00 |
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This was the second installment of a three-year multi-year grant to total \$30,000.00 and went towards their HomeSlice Youth Internship program. The student interns come from high schools in San Mateo and San Francisco counties. They live and work on the farm 4 days and three nights each week during the summer and work on all aspects of this working farm. The education continues throughout the school year by managing their school's community garden and by advocating for sustainable food justice models.

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|-----|---------------------------|------------|
| 17. | PIEDMONT COMMUNITY CHURCH | \$2,000.00 |
| | 400 Highland Avenue | |
| | Piedmont, CA 94611 | |

Part of a series of small grants that are made each year to organizations in November and December to assist with food and gift programs for the needy during the holiday season.

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| 18. | PLAYWORKS (1/3)
380 Washington Street
Oakland, CA 94607 | \$10,000.00 |
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This was the first installment of a grant to total \$30,000.00 over three-years in support of Playworks East Bay's TeamUp program. This program aids schools to integrate the Playworks model and train on site leaders.

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|-----|---|------------|
| 19. | SACRED HEART SCHOOLS
150 Valparaiso Avenue
Atherton, CA 94027 | \$1,000.00 |
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Part of a series of small grants that are made each year to organizations in November and December to assist with food and gift programs for the needy during the holiday season.

20. SANTA CRUZ COMMUNITY HEALTH CENTERS (2/2) \$15,000 00
125 Water Street
Santa Cruz, CA 95060

This was the second and final installment of a two-year multi-year grant to total \$30,000.00 supports the Cradle to Career (C2C) program with the Live Oak School District. This program tracks 60 families as their children move from infancy to college with a focus on prevention of common health and behavioral issues by bringing ECGHC services into the classroom.

21. SANTA CRUZ SYMPHONY \$5,000.00
307 Church Street
Santa Cruz, CA 95060

This was their forth grant from us to fund youth programs in the schools throughout the academic year, as well as free family performances during the symphony's season.

22. SCHOOLS 3 (1/2) \$15,000.00
Box DD
Carmel, CA 93921

The first installment of a two-year multi-year grant to total \$30,000 supporting School3's continued mission of building school sites in Mali.

23. SCOTTS VALLEY COUNSELING CENTER \$3,000.00
5523 Scotts Valley Drive, Suite 108
Scotts Valley, CA 95066

This grant came from our discretionary funds, and is part of a three-year challenge grant. SVCC had to raise \$2,000 this term, and will have to increase the amount raised by \$1,000 each year, while we decrease our donation by the same amount each year during the three-year period to total \$6,000.00 in grants.

24. SECOND HARVEST FOOD BANK \$2,000.00
P.O. Box 990
Watsonville, CA 95077

Part of a series of small grants that are made each year to organizations in November and December to assist with food and gift programs for the needy during the holiday season.

25. SOUTHERN EXPOSURE \$10,000.00
3030 20th Street
San Francisco, CA 94110

We have supported Southern Exposure for many years, this being their seventh award to help fund their year-round Artists in Education programs.

26. VALLEY CHURCHES UNITED \$2,000.00
P.O. Box 367
Ben Lomond, CA 95005

Part of a series of small grants that are made each year to organizations in November and December to assist with food and gift programs for the needy during the holiday season.

27. VOLUNTEER CENTER OF SANTA CRUZ COUNTY \$1,000.00
Watsonville Volunteer Center
1010 Emeline Avenue, Building C
Santa Cruz, CA 95060

Part of a series of small grants that are made each year to organizations in November and December to assist with food and gift programs for the needy during the holiday season.

28. WATSONVILLE HIGH SCHOOL \$4,000.00
250 E. Beach Street
Watsonville, CA 95076

This small grant was part of our discretionary giving to help fund an intermural production of "In The Heights".

29. WILDLIFE ASSOCIATES \$5,000.00
PO Box 3098
Half Moon Bay, CA 94109

To support At-Risk Youth programs, including work with San Mateo County Juvenile Detention and Larkin Street Youth Services, on site at their wildlife sanctuary in San Mateo County.