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C&E 950

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

1706

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning JUL 1, 2016 , and ending JUN 30, 2017

Name of foundation: THE ANGELL FOUNDATION

A Employer identification number: 01-0789717

Number and street (or P O box number if mail is not delivered to street address): 11150 W OLYMPIC BLVD — Room/suite: 915

B Telephone number: 310-475-9700

City or town, state or province, country, and ZIP or foreign postal code: LOS ANGELES, CA 90064

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

04

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) ▶$ 136613105.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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

6

ENVELOPE POSTMARK DATE MAY 18 2018

34

SCANNED JUN 29 2018

RECEIVED MAY 18 2018 IRS-OSC OGDEN, UT

Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2700000.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1746112.	1347225.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1119772.			
	b Gross sales price for all assets on line 6a 43224405.				
	7 Capital gain net income (from Part IV, line 2)		1119772.		
	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	-56354.	248083.		STATEMENT 2
	12 **Total** Add lines 1 through 11	5509530.	2715080.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	335000.	95000.		240000.
	14 Other employee salaries and wages	171820.	0.		171820.
	15 Pension plans, employee benefits	58633.	9873.		48760.
	16a Legal fees STMT 3	17409.	0.		0.
	b Accounting fees STMT 4	112981.	56490.		0.
	c Other professional fees STMT 5	699494.	557569.		125425.
	17 Interest				
	18 Taxes STMT 6	32823.	17336.		26581.
	19 Depreciation and depletion	20183.	0.		
	20 Occupancy	92103.	0.		92103.
	21 Travel, conferences, and meetings	3904.	0.		3904.
	22 Printing and publications				
	23 Other expenses STMT 7	66422.	4196.		26714.
	24 **Total operating and administrative expenses** Add lines 13 through 23	1610772.	740464.		735307.
	25 Contributions, gifts, grants paid	6159500.			6159500.
	26 **Total expenses and disbursements** Add lines 24 and 25	7770272.	740464.		6894807.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-2260742.			
	b **Net investment income** (if negative, enter -0-)		1974616.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	11515244.	12047371.	12047371.
	2 Savings and temporary cash investments			
	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		37845.	37847.
	10a Investments - U.S. and state government obligations STMT 11	13273183.	13967364.	14544383.
	b Investments - corporate stock STMT 12	74199173.	71956635.	84830900.
	c Investments - corporate bonds STMT 13	13864079.	12921120.	12693034.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	10897801.	9162995.	11686939.
	14 Land, buildings, and equipment: basis ▶ 133976.			
	Less accumulated depreciation STMT 15▶ 90535.	60624.	43441.	55300.
	15 Other assets (describe ▶ STATEMENT 16)	614951.	717331.	717331.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	124425055.	120854102.	136613105.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 17)	27511.	28945.	
	23 **Total liabilities** (add lines 17 through 22)	27511.	28945.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	124397544.	120825157.	
	30 **Total net assets or fund balances**	124397544.	120825157.	
	31 **Total liabilities and net assets/fund balances**	124425055.	120854102.	

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	124397544.
2	Enter amount from Part I, line 27a	2	-2260742.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	209509.
4	Add lines 1, 2, and 3	4	122346311.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	1521154.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	120825157.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	43224405.		42104633.	1119772.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				1119772.

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** 1119772.

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	6953034.	134414041.	.051728
2014	7199345.	142120928.	.050656
2013	6742057.	137653079.	.048979
2012	5789173.	124080066.	.046657
2011	5991764.	111765238.	.053610

2	**Total** of line 1, column (d)	2	.251630
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	.050326
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	133107505.
5	Multiply line 4 by line 3	5	6698768.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	19746.
7	Add lines 5 and 6	7	6718514.
8	Enter qualifying distributions from Part XII, line 4	8	6894807.

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.

3

Part VI — Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	19746.
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	19746.
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	19746.
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 79426.		
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	79426.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	59680.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 59680. **Refunded** ▶		11	0.

Part VII-A — Statements Regarding Activities

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

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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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ ANGELLFOUNDATION.ORG

14 The books are in care of ▶ PERRY ORETZKY Telephone no. ▶ 310-475-9700

Located at ▶ 11150 W OLYMPIC BLVD STE 915, LOS ANGELES, CA ZIP+4 ▶ 90064

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	[ ] Yes [X] 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 [X] 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)?	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 [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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
PERRY ORETZKY 11150 W OLYMPIC BLVD #915 LOS ANGELES, CA 90064	PRESIDENT 35.00	190000.	11400.	8346.
MARIAN BUKRINSKY 11150 W OLYMPIC BLVD #915 LOS ANGELES, CA 90064	SECRETARY 3.00	0.	0.	0.
ANGEL ROBERSON DANIELS 11150 W OLYMPIC BLVD #915 LOS ANGELES, CA 90064	V-PRESIDENT GRANTS 50.00	145000.	8700.	3052.

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
MARISA COLON - 11150 W OLYMPIC BLVD #910, LOS ANGELES, CA 90064	PROGRAM ASSO 40.00	76000.	4560.	1578.

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
VOYAGER MGMT, LLC - 11111 SANTA MONICA BLVD. STE 1800, LOS ANGELES, CA 90025	INVESTMENT SERVICES	288575.
CAMBIAR INVESTORS 2401 E SECOND AVE, DENVER, CO 80206	INVESTMENT SERVICES	105361.
HYATT GIDLOW & COMPANY CPAS 27201 TOURNEY RD #201A, VALENCIA, CA 91355	CPA SERVICES	85481.
JMC PHILANTHROPIC ADVISORS INC - 2444 WILSHIRE BLVD STE 622, SANTA MONICA, CA 90403	PROGRAM SERVICE CONSULTATION	82500.
CITY NATIONAL SECURITIES 400 N ROXBURY DR, BEVERLY HILLS, CA 90210	INVESTMENT SERVICES	64488.
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 NOT APPLICABLE	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	121395682.
b	Average of monthly cash balances		1b	13738841.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	135134523.
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	135134523.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	2027018.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	133107505.
6	**Minimum investment return.** Enter 5% of line 5		6	6655375.

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	6655375.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 19746.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	19746.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	6635629.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	6635629.
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	6635629.

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	6894807.
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	6894807.
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	19746.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6875061.

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					6635629.
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	441311.				
b From 2012					
c From 2013					
d From 2014	173594.				
e From 2015	232332.				
f Total of lines 3a through e		847237.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 6894807.					
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					6635629.
e Remaining amount distributed out of corpus		259178.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1106415.			
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		441311.			
9 **Excess distributions carryover to 2017** Subtract lines 7 and 8 from line 6a		665104.			
10 Analysis of line 9:					
a Excess from 2012					
b Excess from 2013					
c Excess from 2014	173594.				
d Excess from 2015	232332.				
e Excess from 2016	259178.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 18

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AARP FOUNDATION 601 E STREET NW ROOM A8230 WASHINGTON, DC 20049	NONE	PUBLIC CHARITY	OTHER	2500.
AGAINST THE STREAM BUDDHIST MEDITATION SOCIETY 4300 MELROSE AVE LOS ANGELES, CA 90029	NONE	PUBLIC CHARITY	SPIRITUALITY	25000.
AIDS PROJECT LOS ANGELES 611 S KINGSLEY DRIVE LOS ANGELES, CA 90005	NONE	PUBLIC CHARITY	OTHER	2500.
ALLIANCE FOR CHILDREN'S RIGHTS 3333 WILSHIRE BLVD #550 LOS ANGELES, CA 90010	NONE	PUBLIC CHARITY	YOUTH	10000.
ASSOCIATION OF BLACK FOUNDATION EXECUTIVES INC 333 SEVENTH AVE 14TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	OTHER	2500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	6159500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a NOT APPLICABLE					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					1746112.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					-56354.
8 Gain or (loss) from sales of assets other than inventory					1119772.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	2809530.

13 Total. Add line 12, columns (b), (d), and (e) 13 2809530.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
3	SUPPORTS GRANT MAKING BY PROVIDING INVESTMENT INCOME
4	SUPPORTS GRANT MAKING BY PROVIDING INVESTMENT INCOME
7	SUPPORTS GRANT MAKING BY PROVIDING INVESTMENT INCOME
8	SUPPORTS GRANT MAKING BY PROVIDING INVESTMENT INCOME

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 5/15/18 | Title PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
PERRY ORETZKY	PERRY ORETZKY	5/15/18		P01442079
Firm's name ▶ PERRY S ORETZKY, CPA			Firm's EIN ▶ 95-3438923	
Firm's address ▶ 11150 W OLYMPIC BLVD STE 915 LOS ANGELES, CA 90064			Phone no. 310-475-9700	

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	ARISTOTLE - 54 HERSHEY CO	P		07/11/16
b	ARISTOTLE - 224 HERSHEY CO	P		07/12/16
c	ARISTOTLE - 115 HERSHEY CO	P		07/13/16
d	ARISTOTLE - 366 FORTIVE CORP	P		07/14/16
e	ARISTOTLE - 48 HERSHEY CO	P		07/14/16
f	ARISTOTLE - 89 FORTIVE CORP	P		07/15/16
g	ARISTOTLE - 59 HERSHEY CO	P		07/15/16
h	ARISTOTLE - 6 HERSHEY CO	P		07/19/16
i	ARISTOTLE - 372 HERSHEY CO	P		07/20/16
j	ARISTOTLE - 22 HERSHEY CO	P		07/21/16
k	ARISTOTLE - 92664.25 CITY NATL ROCHDALE	P		08/26/16
l	ARISTOTLE - 4 ILLINOIS TOOL WKS	P		09/15/16
m	ARISTOTLE - 128 ILLIOIS TOOL WKS	P		09/16/16
n	ARISTOTLE - 113 ILLINOIS TOOL WKS	P		09/19/16
o	ARISTOTLE - 89 ILLINOIS TOOL WKS	P		09/20/16

	(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	5903.		3258.	2645.
b	24663.		13513.	11150.
c	12707.		6937.	5770.
d	18639.		17589.	1050.
e	5298.		2896.	2402.
f	4515.		4306.	209.
g	6464.		3559.	2905.
h	655.		362.	293.
i	41109.		22441.	18668.
j	2410.		1327.	1083.
k				0.
l	471.		323.	148.
m	14870.		10372.	4498.
n	13113.		9214.	3899.
o	10407.		7264.	3143.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				2645.
b				11150.
c				5770.
d				1050.
e				2402.
f				209.
g				2905.
h				293.
i				18668.
j				1083.
k				0.
l				148.
m				4498.
n				3899.
o				3143.

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

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04-01-16

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	ARISTOTLE - 117 ILLINOIS TOOL WKS	P		09/21/16
b	ARISTOTLE - 32 ILLINOIS TOOL WKS	P		09/22/16
c	ARISTOTLE - 57 ILLINOIS TOOL WKS	P		09/23/16
d	ARISTOTLE - 112 ILLINOIS TOOL WKS	P		09/26/16
e	ARISTOTLE - 45 ILLINOIS TOOL WKS	P		09/27/16
f	ARISTOTLE - 35 ILLINOIS TOOL WKS	P		09/28/16
g	ARISTOTLE - 61 ILLINOIS TOOL WKS	P		09/29/16
h	ARISTOTLE - 266 ILLINOIS TOOL WKS	P		09/30/16
i	ARISTOTLE - 89 ILLINOIS TOOL WKS	P		09/30/16
j	ARISTOTLE - 148 ILLINOIS TOOL WKS	P		10/03/16
k	ARISTOTLE - 74 ILLINOIS TOOL WKS	P		10/04/16
l	ARISTOTLE - 69 DIEGO PLC SPONS ADR	P		10/24/16
m	ARISTOTLE - 179 DIEGO PLC SPONS ADR	P		10/25/16
n	ARISTOTLE - 91 DIEGO PLC SPONS ADR	P		10/26/16
o	ARISTOTLE - 91 DIEGO PLC SPONS ADR	P		10/27/16

	(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	13592.		9725.	3867.
b	3760.		2635.	1125.
c	6751.		4794.	1957.
d	13284.		9497.	3787.
e	5398.		3842.	1556.
f	4128.		2988.	1140.
g	7195.		5208.	1987.
h	31652.		22731.	8921.
i	10515.		7597.	2918.
j	17689.		12532.	5157.
k	8853.		6266.	2587.
l	7490.		7896.	-406.
m	19383.		20483.	-1100.
n	9820.		10413.	-593.
o	9842.		10413.	-571.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				3867.
b				1125.
c				1957.
d				3787.
e				1556.
f				1140.
g				1987.
h				8921.
i				2918.
j				5157.
k				2587.
l				-406.
m				-1100.
n				-593.
o				-571.

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

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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	ARISTOTLE - 104 DIEGO PLC SPONS ADR	P		10/28/16
b	ARISTOTLE - 119 DIEGO PLC SPONS ADR	P		10/31/16
c	ARISTOTLE - 174 DIEGO PLC SPONS ADR	P		11/01/16
d	ARISTOTLE - 100 DIEGO PLC SPONS ADR	P		11/02/16
e	ARISTOTLE - 73 DIEGO PLC SPONS ADR	P		11/03/16
f	ARISTOTLE - BANCO BILBAO VIZCAYA	P		11/16/16
g	ARISTOTLE - 99 FIRST REPUBLIC BANK	P		11/23/16
h	ARISTOTLE - 113 FIRST REPUBLIC BANK	P		11/23/16
i	ARISTOTLE - 8 FIRST REPUBLIC BANK	P		11/25/16
j	ARISTOTLE - 77 FIRST REPUBLIC BANK	P		11/28/16
k	ARISTOTLE - 160 TEXAS INSTRUMENTS	P		11/28/16
l	ARISTOTLE - 59 FIRST REPUBLIC BANK	P		11/29/16
m	ARISTOTLE - 50 FIRST REPUBLIC BANK	P		11/29/16
n	ARISTOTLE - 35 TEXAS INSTRUMENTS	P		11/29/16
o	ARISTOTLE - 25 FIRST REPUBLIC BANK	P		11/30/16

	(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	11266.		11901.	-635.
b	12903.		13878.	-975.
c	18730.		20608.	-1878.
d	10734.		11844.	-1110.
e	7844.		8646.	-802.
f	5.		5.	0.
g	8201.		3102.	5099.
h	9367.		3541.	5826.
i	664.		251.	413.
j	6315.		2413.	3902.
k	11895.		5089.	6806.
l	4839.		1849.	2990.
m	4114.		1567.	2547.
n	2596.		1113.	1483.
o	2064.		783.	1281.

	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				-635.
b				-975.
c				-1878.
d				-1110.
e				-802.
f				0.
g				5099.
h				5826.
i				413.
j				3902.
k				6806.
l				2990.
m				2547.
n				1483.
o				1281.

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

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04-01-16

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	ARISTOTLE - 54 TEXAS INSTRUMENTS	P		11/30/16
b	ARISTOTLE - 18 FIRST REPUBLIC BANK	P		12/01/16
c	ARISTOTLE - 67 TEXAS INSTRUMENTS	P		12/01/16
d	ARISTOTLE - 18 FIRST REPUBLIC BANK	P		12/02/16
e	ARISTOTLE - 1 TEXAS INSTRUMENTS	P		12/02/16
f	ARISTOTLE - 15 FIRST REPUBLIC BANK	P		12/05/16
g	ARISTOTLE - 53 TEXAS INSTRUMENTS	P		12/05/16
h	ARISTOTLE - 68 FIRST REPUBLIC BANK	P		12/06/16
i	ARISTOTLE - 72 FIRST REPUBLIC BANK	P		12/07/16
j	ARISTOTLE - 71 TEXAS INSTRUMENTS	P		12/07/16
k	ARISTOTLE - 19 FIRST REPUBLIC BANK	P		12/08/16
l	ARISTOTLE - 69 TEXAS INSTRUMENTS	P		12/09/16
m	ARISTOTLE - 52 FIRST REPUBLIC	P		12/12/16
n	ARISTOTLE - 104 TEXAS INSTRUMENTS	P		12/12/16
o	ARISTOTLE - 14 FIRST REPUBLIC	P		12/13/16

	(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	4014.		1718.	2296.
b	1469.		564.	905.
c	4997.		2131.	2866.
d	1466.		564.	902.
e	75.		32.	43.
f	1236.		470.	766.
g	3937.		1686.	2251.
h	5652.		2131.	3521.
i	6015.		2256.	3759.
j	5025.		2258.	2767.
k	1604.		595.	1009.
l	4908.		2195.	2713.
m	4547.		1629.	2918.
n	7496.		3308.	4188.
o	1265.		439.	826.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				2296.
b				905.
c				2866.
d				902.
e				43.
f				766.
g				2251.
h				3521.
i				3759.
j				2767.
k				1009.
l				2713.
m				2918.
n				4188.
o				826.

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

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04-01-16

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	ARISTOTLE - 5 FIRST REPUBLIC BANK	P		12/14/16
b	ARISTOTLE - 39 TEXAS INSTRUMENTS	P		12/14/16
c	ARISTOTLE - 2 FIRST REPUBLIC BANK	P		12/15/16
d	ARISTOTLE - 18 TEXAS INSTRUMENTS	P		12/15/16
e	ARISTOTLE - 274 TEXAS INSTRUMENTS	P		12/16/16
f	ARISTOTLE - 12 FIRST REPUBLIC BANK	P		12/19/16
g	ARISTOTLE - 11 FIRST REPUBLIC BANK	P		12/20/16
h	ARISTOTLE - 82 TEXAS INSTRUMENTS	P		12/20/16
i	ARISTOTLE - 2 FIRST REPUBLIC BANK	P		12/21/16
j	ARISTOTLE - 71 FIRST REPUBLIC BANK	P		12/22/16
k	ARISTOTLE - 13 TEXAS INSTRUMENTS	P		12/22/16
l	ARISTOTLE - 21 FIRST REPUBLIC BANK	P		12/23/16
m	ARISTOTLE - 12 FIRST REPUBLIC BANK	P		12/27/16
n	ARISTOTLE - 23 TEXAS INSTRUMENTS	P		12/27/16
o	ARISTOTLE - 28 FIRST REPUBLIC BANK	P		12/28/16

	(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	449.		157.	292.
b	2803.		1240.	1563.
c	176.		63.	113.
d	1289.		573.	716.
e	20069.		8715.	11354.
f	1075.		376.	699.
g	985.		345.	640.
h	6019.		2608.	3411.
i	179.		63.	116.
j	6337.		2225.	4112.
k	956.		413.	543.
l	1926.		658.	1268.
m	1098.		376.	722.
n	1714.		732.	982.
o	2553.		877.	1676.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				292.
b				1563.
c				113.
d				716.
e				11354.
f				699.
g				640.
h				3411.
i				116.
j				4112.
k				543.
l				1268.
m				722.
n				982.
o				1676.

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

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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	ARISTOTLE - 55 TEXAS INSTRUMENTS	P		12/28/16
b	ARISTOTLE - 5 FIRST REPUBLIC BANK	P		12/29/16
c	ARISTOTLE - 15 TEXAS INSTRUMENTS	P		12/29/16
d	ARISTOTLE - 7 FIRST REPUBLIC BANK	P		12/30/16
e	ARISTOTLE - 6 TEXAS INSTRUMENTS	P		12/30/16
f	ARISTOTLE - 57 FIRST REPUBLIC BANK	P		01/03/17
g	ARISTOTLE - 9 TEXAS INSTRUMENTS	P		01/03/17
h	ARISTOTLE - 7 FIRST REPUBLIC BANK	P		01/04/17
i	ARISTOTLE - 26 TEXAS INSTRUMENTS	P		01/04/17
j	ARISTOTLE - 10 FIRST REPUBLIC BANK	P		01/05/17
k	ARISTOTLE - 18 TEXAS INSTRUMENTS	P		01/06/17
l	ARISTOTLE - 33 FIRST REPUBLIC BANK	P		01/09/17
m	ARISTOTLE - 36 TEXAS INSTRUMENTS	P		01/09/17
n	ARISTOTLE - 114 TEXAS INSTRUMENTS	P		01/11/17
o	ARISTOTLE - 21 TEXAS INSTRUMENTS	P		01/12/17

	(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	4077.		1749.	2328.
b	458.		157.	301.
c	1114.		477.	637.
d	644.		219.	425.
e	449.		191.	258.
f	5239.		1786.	3453.
g	666.		286.	380.
h	640.		219.	421.
i	1927.		827.	1100.
j	918.		313.	605.
k	1328.		573.	755.
l	3066.		1034.	2032.
m	2644.		1145.	1499.
n	8410.		3626.	4784.
o	1570.		668.	902.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				2328.
b				301.
c				637.
d				425.
e				258.
f				3453.
g				380.
h				421.
i				1100.
j				605.
k				755.
l				2032.
m				1499.
n				4784.
o				902.

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

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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	ARISTOTLE - 92 TEXAS INSTRUMENTS	P		01/13/17
b	ARISTOTLE - 92 TEXAS INSTRUMENTS	P		01/17/17
c	ARISTOTLE - 50 TEXAS INSTRUMENTS	P		01/18/17
d	ARISTOTLE - 20 TEXAS INSTRUMENTS	P		01/19/17
e	ARISTOTLE - 13 TEXAS INSTRUMENTS	P		01/20/17
f	ARISTOTLE - 27 TEXAS INSTRUMENTS	P		01/23/17
g	ARISTOTLE - 11 TEXAS INSTRUMENTS	P		01/24/17
h	ARISTOTLE - 130 TEXAS INSTRUMENTS	P		01/25/17
i	ARISTOTLE - 103 TEXAS INSTRUMENTS	P		01/26/17
j	ARISTOTLE - 83 TEXAS INSTRUMENTS	P		01/27/17
k	ARISTOTLE - 93 TEXAS INSTRUMENTS	P		01/30/17
l	ARISTOTLE - 55 TEXAS INSTRUMENTS	P		01/31/17
m	ARISTOTLE - 88 TEXAS INSTRUMENTS	P		02/02/17
n	ARISTOTLE - 65 TEXAS INSTRUMENTS	P		02/06/17
o	ARISTOTLE - 55 TEXAS INSTRUMENTS	P		02/08/17

	(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	6860.		2926.	3934.
b	6895.		2926.	3969.
c	3734.		1590.	2144.
d	1498.		636.	862.
e	972.		413.	559.
f	2006.		859.	1147.
g	813.		350.	463.
h	9695.		4135.	5560.
i	7753.		3276.	4477.
j	6382.		2640.	3742.
k	7275.		2958.	4317.
l	4350.		1749.	2601.
m	6847.		2799.	4048.
n	4960.		2067.	2893.
o	4204.		1749.	2455.

	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				3934.
b				3969.
c				2144.
d				862.
e				559.
f				1147.
g				463.
h				5560.
i				4477.
j				3742.
k				4317.
l				2601.
m				4048.
n				2893.
o				2455.

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

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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	ARISTOTLE - 18 TEXAS INSTRUMENTS	P		02/09/17
b	ARISTOTLE - 10 TEXAS INSTRUMENTS	P		02/10/17
c	ARISTOTLE - 232 TEXAS INSTRUMENTS	P		02/13/17
d	ARISTOTLE - 850 TIME WARNER	P		02/17/17
e	ARISTOTLE - 12 DEERE & CO	P		03/10/17
f	ARISTOTLE - 20 DEERE & CO	P		03/13/17
g	ARISTOTLE - 95 DEERE & CO	P		03/14/17
h	ARISTOTLE - 45 DEERE & CO	P		03/15/17
i	ARISTOTLE - 14 DEERE & CO	P		03/16/17
j	ARISTOTLE - 20 DEERE & CO	P		03/07/07
k	ARISTOTLE - 93 DEERE & CO	P		03/20/17
l	ARISTOTLE - 125 DEERE & CO	P		03/21/17
m	ARISTOTLE - 42 DEERE & CO	P		03/22/17
n	ARISTOTLE - 45 DEERE & CO	P		03/23/17
o	ARISTOTLE - 39 DEERE & CO	P		03/24/17

	(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	1370.		573.	797.
b	765.		318.	447.
c	17645.		7379.	10266.
d	81895.		30636.	51259.
e	1322.		1010.	312.
f	2212.		1683.	529.
g	10402.		7995.	2407.
h	4938.		3787.	1151.
i	1537.		1178.	359.
j	2184.		1683.	501.
k	10262.		7826.	2436.
l	13835.		10519.	3316.
m	4649.		3534.	1115.
n	4984.		3787.	1197.
o	4279.		3282.	997.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				797.
b				447.
c				10266.
d				51259.
e				312.
f				529.
g				2407.
h				1151.
i				359.
j				501.
k				2436.
l				3316.
m				1115.
n				1197.
o				997.

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

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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	ARISTOTLE - 63 DEERE & CO	P		03/27/17
b	ARISTOTLE - 37 DEERE & CO	P		03/28/17
c	ARISTOTLE - 7 DEERE & CO	P		03/29/17
d	ARISTOTLE - 28 DEERE & CO	P		04/04/17
e	ARISTOTLE - 8 DEERE & CO	P		04/05/17
f	ARISTOTLE - 16 DEERE & CO	P		04/07/17
g	ARISTOTLE - 14 DEERE & CO	P		04/10/17
h	ARISTOTLE - 19 DEERE & CO	P		04/11/17
i	ARISTOTLE - 8 DEERE & CO	P		04/12/17
j	ARISTOTLE - 47 DEERE & CO	P		04/17/17
k	ARISTOTLE - 8 DEERE & CO	P		04/18/17
l	ARISTOTLE - AIG 2008 SECURITIES LITIGATION	P		04/18/17
m	ARISTOTLE - BK OF NY MELLON SECURITIES LITIGATION	P		04/24/17
n	ARISTOTLE - 12 DEERE & CO	P		04/25/17
o	ARISTOTLE - 72 DEERE & CO	P		04/27/17

	(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	6917.		5302.	1615.
b	4068.		3114.	954.
c	763.		589.	174.
d	3054.		2356.	698.
e	877.		673.	204.
f	1751.		1346.	405.
g	1549.		1178.	371.
h	2099.		1599.	500.
i	883.		673.	210.
j	5204.		3955.	1249.
k	882.		673.	209.
l	845.			845.
m	890.			890.
n	1308.		1010.	298.
o	7937.		6059.	1878.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1615.
b				954.
c				174.
d				698.
e				204.
f				405.
g				371.
h				500.
i				210.
j				1249.
k				209.
l				845.
m				890.
n				298.
o				1878.

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

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	ARISTOTLE - 35 DEERE & CO	P		04/28/17
b	ARISTOTLE - 28 DEERE & CO	P		05/01/17
c	ARISTOTLE - 12 DEERE & CO	P		05/02/17
d	ARISTOTLE - 96 DEERE & CO	P		05/02/17
e	ARISTOTLE - 12 DEERE & CO	P		05/03/17
f	ARISTOTLE - 8 DEERE & CO	P		05/04/17
g	ARISTOTLE - .8333 BANCO BILBAO VIZCAYA	P		05/08/17
h	ARISTOTLE - 8 DEERE & CO	P		05/11/17
i	ARISTOTLE - 26 DEERE & CO	P		05/12/17
j	ARISTOTLE - 13 DEERE & CO	P		05/19/17
k	ARISTOTLE - 70 COTY INC	P		05/22/17
l	ARISTOTLE - 184 COTY INC	P		05/23/17
m	ARISTOTLE - 200 COTY INC	P		05/24/17
n	ARISTOTLE - 14 DEERE & CO	P		05/24/17
o	ARISTOTLE - 62 COTY INC	P		05/25/17

	(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	3946.		2945.	1001.
b	3169.		2356.	813.
c	1333.		1010.	323.
d	9608.		3460.	6148.
e	1336.		1010.	326.
f	898.		673.	225.
g	7.		7.	0.
h	900.		673.	227.
i	2953.		2188.	765.
j	1492.		1094.	398.
k	1316.		1192.	124.
l	3421.		3133.	288.
m	3768.		3405.	363.
n	1696.		1178.	518.
o	1170.		1053.	117.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1001.
b				813.
c				323.
d				6148.
e				326.
f				225.
g				0.
h				227.
i				765.
j				398.
k				124.
l				288.
m				363.
n				518.
o				117.

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

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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	ARISTOTLE - 99 COTY INC	P		05/26/17
b	ARISTOTLE - 134 COTY INC	P		05/30/17
c	ARISTOTLE - 159 COTY INC	P		05/31/17
d	ARISTOTLE - 303 COTY INC	P		06/01/17
e	ARISTOTLE - 99 COTY INC	P		06/02/17
f	ARISTOTLE - 138 COTY INC	P		06/05/17
g	ARISTOTLE - 368 COTY INC	P		06/06/17
h	ARISTOTLE - 88 TIME WARNER INC	P		06/06/17
i	ARISTOTLE - 21 COTY INC	P		06/07/17
j	ARISTOTLE - 47 COTY INC	P		06/08/17
k	ARISTOTLE - 43 COTY INC	P		06/09/17
l	ARISTOTLE - 69 TIME WARNER INC	P		06/09/17
m	ARISTOTLE - 133 COTY INC	P		06/14/17
n	ARISTOTLE - 362 COTY INC	P		06/15/17
o	ARISTOTLE - 44 TIME WARNER INC	P		06/15/17

	(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	1878.		1668.	210.
b	2524.		2258.	266.
c	3003.		2679.	324.
d	5763.		5106.	657.
e	1877.		1668.	209.
f	2604.		2326.	278.
g	7054.		6212.	842.
h	8765.		3172.	5593.
i	402.		357.	45.
j	892.		800.	92.
k	819.		732.	87.
l	6877.		2487.	4390.
m	2484.		2263.	221.
n	6993.		6160.	833.
o	4390.		1586.	2804.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				210.
b				266.
c				324.
d				657.
e				209.
f				278.
g				842.
h				5593.
i				45.
j				92.
k				87.
l				4390.
m				221.
n				833.
o				2804.

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

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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	ARISTOTLE - 153 COTY INC	P		06/16/17
b	ARISTOTLE - 162 COTY INC	P		06/19/17
c	ARISTOTLE - 163 COTY INC	P		06/21/17
d	ARISTOTLE - 44 TIME WARNER INC	P		06/22/17
e	ARISTOTLE - 29 TIME WARNER INC	P		06/29/17
f	CNB BONDS - 50000 FNMA 5% 2/13/17	P		07/13/16
g	CNB BONDS - 350000 US TREASURY NOTES .750% 12/31/	P		07/13/16
h	CNB BONDS - 29279.07 CARMAX .670% 2/15/18	P		07/15/16
i	CNB BONDS - 2085.80 FHLMC 3% 12/1/30	P		07/15/16
j	CNB BONDS - 700000 SOUTHERN CA ETM 6.930% 5/15/17	P		07/22/16
k	CNB BONDS - 19590.23 FNMA SER 123CMO 2.5% 3/25/24	P		07/25/16
l	CNB BONDS - 5033.29 FNMA SER 93 CMO 2% 11/25/30	P		07/25/16
m	CNB BONDS - 345000 US TREAS .875% 5/31/18	P		07/28/16
n	CNB BONDS - 470000 WELLS FARGO 2125% 4/22/19	P		08/04/16
o	CNB BONDS - 485000 GE MTN 5.55% 5/4/20	P		08/10/16

	(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	2948.		2603.	345.
b	3116.		2756.	360.
c	3097.		2774.	323.
d	4393.		1586.	2807.
e	2896.		1053.	1843.
f	51293.		56541.	-5248.
g	350369.		350097.	272.
h	29279.		29278.	1.
i	2086.		2184.	-98.
j	734790.		847280.	-112490.
k	19590.		20052.	-462.
l	5033.		5048.	-15.
m	345930.		345674.	256.
n	479908.		466969.	12939.
o	556009.		553104.	2905.

	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				345.
b				360.
c				323.
d				2807.
e				1843.
f				-5248.
g				272.
h				1.
i				-98.
j				-112490.
k				-462.
l				-15.
m				256.
n				12939.
o				2905.

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

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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	CNB BONDS - 2126.72 FHLMC #G15696 3% 12/01/30	P		08/15/16
b	CNB BONDS - 9192.44 HYUNDAI 1.050% 4/15/19	P		08/15/16
c	CNB BONDS - 5122.15 CARMAX 2/15/18	P		08/16/16
d	CNB BONDS - 16423.28 FNMA 123 CMO 2.5% 3/25/24	P		08/25/16
e	CNB BONDS - 4903.90 FNMA 93 CMO 2% 11/25/30	P		08/25/16
f	CNB BONDS - 3996.62 FNMA #G15696 3% 12/01/30	P		09/15/16
g	CNB BONDS - 23956.14 HYUNDAI 1.050% 4/15/19	P		09/15/16
h	CNB BONDS - 20000 FHLB 2.375% 6/10/22	P		09/23/16
i	CNB BONDS - 15657.08 FNMA 123CMO 2.5% 3/25/24	P		09/26/16
j	CNB BONDS - 5009.97 FNMA 93CMO 2.% 11/25/30	P		09/26/16
k	CNB BONDS - 420000 FNMA .875% 2/08/18	P		10/05/16
l	CNB BONDS - 175000 FNMA 5% 2/13/17	P		10/05/16
m	CNB BONDS - 2120.14 FHLMC #G15696 3% 12/01/30	P		10/17/16
n	CNB BONDS - 23755.62 HYUNDAI 1.050% 4/15/19	P		10/17/16
o	CNB BONDS - 15369.44 FNMA 123CMO 2.5% 3/25/24	P		10/25/16

	(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	2127.		2226.	-99.
b	9192.		9191.	1.
c	5122.		5122.	0.
d	16423.		16811.	-388.
e	4904.		4918.	-14.
f	3997.		4184.	-187.
g	23956.		23953.	3.
h	21028.		20858.	170.
i	15657.		16027.	-370.
j	5010.		5024.	-14.
k	420286.		414099.	6187.
l	177760.		197894.	-20134.
m	2120.		2219.	-99.
n	23756.		23752.	4.
o	15369.		15732.	-363.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-99.
b				1.
c				0.
d				-388.
e				-14.
f				-187.
g				3.
h				170.
i				-370.
j				-14.
k				6187.
l				-20134.
m				-99.
n				4.
o				-363.

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

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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	CNB BONDS - 5646.57 FNMA 93CMO 2.% 11/25/30	P		10/25/16
b	CNB BONDS - 415000 GOLDMAN SACHS 6% 6/15/20	P		10/26/16
c	CNB BONDS - 440000 FHLB 2.375% 6/10/22	P		11/03/16
d	CNB BONDS - 470000 MERRILL LYNCH 6.4% 8/28/17	P		11/04/16
e	CNB BONDS - 2177.52 FHLMC #G15696 3% 12/01/30	P		11/15/16
f	CNB BONDS - 22222.78 HYUNDAI 1.050% 4/15/19	P		11/15/16
g	CNB BONDS - 480000 FHLB 1.625% 6/14/19	P		11/18/16
h	CNB BONDS - 12905.23 FNMA 123CMO 2.5% 3/25/24	P		11/25/16
i	CNB BONDS - 5179.31 FNMA 93CMO 2% 11/25/30	P		11/25/16
j	CNB BONDS - 2186.94 FHLMC #G15696 3% 12/1/30	P		12/15/16
k	CNB BONDS - 21586.67 HYUNDAI 1.050% 4/15/19	P		12/15/16
l	CNB BONDS - 11020.09 FNMA 123 CMO 2.5% 3/25/24	P		12/27/16
m	CNB BONDS - 4280.18 FNMA 93 CMO 2% 11/25/30	P		12/27/16
n	CNB BONDS - 490000 FNMA MTN V-M .759% 7/20/17	P		01/05/17
o	CNB BONDS - 490000 US TREASURY 2.125% 8/15/21	P		01/06/17

	(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	5647.		5662.	-15.
b	470726.		471058.	-332.
c	460918.		458876.	2042.
d	489157.		553054.	-63897.
e	2177.		2278.	-101.
f	22223.		22219.	4.
g	484267.		479184.	5083.
h	12905.		13210.	-305.
i	5179.		5194.	-15.
j	2187.		2289.	-102.
k	21587.		21583.	4.
l	11020.		11280.	-260.
m	4280.		4292.	-12.
n	490550.		489517.	1033.
o	496355.		499315.	-2960.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-15.
b				-332.
c				2042.
d				-63897.
e				-101.
f				4.
g				5083.
h				-305.
i				-15.
j				-102.
k				4.
l				-260.
m				-12.
n				1033.
o				-2960.

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

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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	CNB BONDS - 10808.46 FHLMC #15696 3% 12/01/30	P		01/17/17
b	CNB BONDS - 20632.75 HYUNDAI 1050% 4/15/19	P		01/17/17
c	CNB BONDS - 335000 NEW YORK NY 1.850% 5/01/23	P		01/17/17
d	CNB BONDS - 490000 US TREASURY 1.750% 10/31/18	P		01/17/17
e	CNB BONDS - 4208.93 FNMA 93CMO 2% 11/25/30	P		01/25/17
f	CNB BONDS - 10634.64 FNMA 123 CMO 2.5% 3/25/24	P		01/27/17
g	CNB BONDS - 375000 WISCONSIN ST GEN 1.899% 5/01/2	P		02/13/17
h	CNB BONDS - 151902.74 FNMA 123 CMO 2.5% 3/25/24	P		02/14/17
i	CNB BONDS - 7664.61 FHLMC #G15696	P		02/15/17
j	CNB BONDS - 21412.12 HYUNDAI 1.050% 4/15/19	P		02/15/17
k	CNB BONDS - 480000 FNMA 1.5% 11/30/20	P		02/27/17
l	CNB BONDS - 3976.55 FNMA 93 CMO 2% 11/25/30	P		03/01/17
m	CNB BONDS - 9153.42 FNMA 123 CMO 2.5% 3/25/24	P		03/08/17
n	CNB BONDS - 3914.20 FHLMC #G15696 3% 12/01/30	P		03/15/17
o	CNB BONDS - 19269.14 HYUNDAI 1.050% 4/15/19	P		03/15/17

	(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	10809.		11315.	-506.
b	20633.		20630.	3.
c	316441.		332317.	-15876.
d	495110.		498808.	-3698.
e	4209.		4221.	-12.
f	10635.		10886.	-251.
g	367695.		375000.	-7305.
h	153089.		155487.	-2398.
i	7665.		8024.	-359.
j	21412.		21409.	3.
k	476862.		479766.	-2904.
l	3976.		3988.	-12.
m	9153.		9369.	-216.
n	3914.		4098.	-184.
o	19269.		19266.	3.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-506.
b				3.
c				-15876.
d				-3698.
e				-12.
f				-251.
g				-7305.
h				-2398.
i				-359.
j				3.
k				-2904.
l				-12.
m				-216.
n				-184.
o				3.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 } 3

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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	CNB BONDS - 480000 SIMAN PROP 2.2% 2/01/19	P		03/22/17
b	CNB BONDS - 4218.60 FNMA 93 CMO 2% 11/25/30	P		03/27/17
c	CNB BONDS - 399981.08 FHLMC #G15696 3% 12/01/30	P		03/28/17
d	CNB BONDS - 252946.53 FNMA 93 CMO 2% 11/25/30	P		03/28/17
e	CNB BONDS - 187972.34 HYUNDAI 1.050% 4/15/19	P		04/03/17
f	CNB BONDS - 250000 US TREASURY 1.875% 5/31/22	P		04/06/17
g	CNB BONDS - 490000 CITIGROUP 2.739% 5/15/18	P		04/24/17
h	CNB BONDS - 495000 BP CAPITAL 1.375% 5/10/18	P		05/30/17
i	CNB BONDS - 475000 FLORIDA ST HURRICANE 2.107% 7/	P		06/12/17
j	CNB BONDS - 165000 FNMA 1.875% 12/28/20	P		06/22/17
k	CNB BONDS - 550000 FNMA MTN Z-CPN 10/09/19	P		06/22/17
l	WELLS #1 - 8654 CONSOL ENERGY	P		07/27/16
m	WELLS #1 - 200 CONSOL ENERGY	P		07/27/16
n	WELLS #1 - 100 CONSOL ENERGY	P		07/27/16
o	WELLS #1 - 9683 CONSOL ENERGY	P		07/27/16

	(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	482818.		486391.	-3573.
b	4219.		4231.	-12.
c	410793.		418730.	-7937.
d	252235.		253658.	-1423.
e	187752.		187945.	-193.
f	249883.		247852.	2031.
g	497149.		509221.	-12072.
h	494342.		494139.	203.
i	478002.		477582.	420.
j	166216.		169450.	-3234.
k	527268.		484205.	43063.
l	166752.		152420.	14332.
m	3853.		3522.	331.
n	1927.		1761.	166.
o	186490.		170543.	15947.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-3573.
b				-12.
c				-7937.
d				-1423.
e				-193.
f				2031.
g				-12072.
h				203.
i				420.
j				-3234.
k				43063.
l				14332.
m				331.
n				166.
o				15947.

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

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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	WELLS #1 - 200 CONSOL ENERGY	P		07/27/16
b	WELLS #1 - 1100 CONSOL ENERGY	P		07/27/16
c	WELLS #1 - 32 CONSOL ENERGY	P		07/27/16
d	WELLS #1 - 31 CONSOL ENERGY	P		07/27/16
e	WELLS #1 - 500 BEIJING CAPITAL	P		07/28/16
f	WELLS #1 - 1100 BEIJING CAPITAL	P		07/28/16
g	WELLS #1 - 20000 BEIJING CAPITALW	P		07/28/16
h	WELLS #1 - 10000 BEIJING CAPITAL	P		07/28/16
i	WELLS #1 - 10000 BEIJING CAPITAL	P		07/28/16
j	WELLS #1 - 8400 BEIJING CAPITAL	P		07/28/16
k	WELLS #1 - 2205 METLIFE	P		08/04/16
l	WELLS #1 - 1100 TARGA RESOURCES	P		11/30/16
m	WELLS #1 - 100 TARGA RESOURCES	P		11/30/16
n	WELLS #1 - 300 TARGA RESOURCES	P		11/30/16
o	WELLS #1 - 200 TARGA RESOURCES	P		11/30/16

	(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	3852.		3522.	330.
b	21183.		19374.	1809.
c	616.		564.	52.
d	597.		546.	51.
e	539.		512.	27.
f	1190.		1128.	62.
g	21439.		20500.	939.
h	10720.		10258.	462.
i	10720.		10250.	470.
j	9005.		8610.	395.
k	86537.		81607.	4930.
l	58327.		18975.	39352.
m	5302.		1725.	3577.
n	15903.		5175.	10728.
o	10598.		3450.	7148.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				330.
b				1809.
c				52.
d				51.
e				27.
f				62.
g				939.
h				462.
i				470.
j				395.
k				4930.
l				39352.
m				3577.
n				10728.
o				7148.

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

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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	WELLS #1 - 100 TARGA RESOURCES	P		11/30/16
b	WELLS #1 - 1300 TARGA RESOURCES	P		11/30/16
c	WELLS #1 - 100 HILTON GRAND VACATIONS	P		01/09/17
d	WELLS #1 - 900 HILTON GRAND VACATIONS	P		01/09/17
e	WELLS #1 - 2000 PARK HOTELS & RESORTS	P		01/09/17
f	WELLS #1 - 3333 HILTON WORLDWIDE	P		01/09/17
g	WELLS #1 - 400 ISHARES MSCI ISRAEL	P		03/13/17
h	WELLS #1 - 5000 ISHARES MSCI ISRAEL	P		03/13/17
i	WELLS #1 - 2600 ISHARES MSCI ISHARES	P		03/13/17
j	WELLS #1 - 1000 ISHARES MSCI ISRAEL	P		03/13/17
k	WELLS #1 - 300 ISHARES MSCI ISRAEL	P		03/13/17
l	WELLS #1 - 300 ISHARES MSCI ISRAEL	P		03/13/17
m	WELLS #1 - 400 ISHARES MSCI ISRAEL	P		03/13/17
n	WELLS #1 - 1000 METLIFE	P		08/04/16
o	WELLS #1 - 56 METLIFE	P		08/04/16

	(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	5298.		1725.	3573.
b	68863.		22425.	46438.
c	2633.		2282.	351.
d	23756.		20537.	3219.
e	58716.		52789.	5927.
f	189835.		170665.	19170.
g	20671.		20298.	373.
h	258391.		250006.	8385.
i	134363.		130601.	3762.
j	51678.		50230.	1448.
k	15503.		15051.	452.
l	15498.		15051.	447.
m	20664.		20070.	594.
n	39229.		37010.	2219.
o	2197.		2073.	124.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				3573.
b				46438.
c				351.
d				3219.
e				5927.
f				19170.
g				373.
h				8385.
i				3762.
j				1448.
k				452.
l				447.
m				594.
n				2219.
o				124.

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

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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	WELLS #1 - 138 METLIFE	P		08/04/16
b	WELLS #1 - 1395 METLIFE	P		08/04/16
c	WELLS #1 - 206 METLIFE	P		08/04/16
d	CNB CORP - 120000 US TREASURY 2.125%	P		02/06/17
e	CNB CORP - 425000 BARCLAYS BANK	P		03/10/17
f	CNB CORP - 30000 US TREASURY 99.93%	P		03/27/17
g	CNB CORP - 465000 US TREASURY 4/27/17	P		03/30/17
h	WELLS #2 - 55000 TULARE 7.7% 8/1/16	P		08/01/16
i	WELLS #2 - 203 CITIGROUP	P		08/11/16
j	WELLS #2 - 6801 CITIGROUP INC	P		08/11/16
k	WELLS #2 - 2996 CITIGROUP INC	P		08/12/16
l	WELLS #2 - 8500 STAG INDUSTRIAL	P		08/12/16
m	WELLS #2 - 185000 HEWLETT PACKARD	P		08/12/16
n	WELLS #2 - 65000 HEWLETT PACKARD203 CITIGROUP	P		08/12/16
o	WELLS #2 - 1500 STAG INDUSTRIAL	P		08/16/16

	(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	5414.		5107.	307.
b	54739.		51629.	3110.
c	8084.		7624.	460.
d	121608.		121608.	0.
e	425000.		425000.	0.
f	29977.		29977.	0.
g	464650.		464650.	0.
h	55000.		54268.	732.
i	5478.		5075.	403.
j	183623.		170025.	13598.
k	80883.		74900.	5983.
l	232633.		212500.	20133.
m	201645.		190651.	10994.
n	70848.		66989.	3859.
o	40972.		37500.	3472.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				307.
b				3110.
c				460.
d				0.
e				0.
f				0.
g				0.
h				732.
i				403.
j				13598.
k				5983.
l				20133.
m				10994.
n				3859.
o				3472.

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

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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	WELLS #2 - 35000 SAN JUAN CAPISTRANO 8/1/16	P		08/16/16
b	WELLS #2 - 4670 GOVT PROP	P		09/01/16
c	WELLS #2 - 25 NEXTERA ENERGY	P		09/01/16
d	WELLS #2 - 468 NEXTERA ENERGY	P		09/01/16
e	WELLS #2 - 60 MEXTERA ENERGY	P		09/01/16
f	WELLS #2 - 15000 ANAHEIM 9/1/16	P		09/01/16
g	WELLS #2 - 5000 WR BERKLEY CO	P		09/02/16
h	WELLS #2 - 330 GOVT PROP INC	P		09/02/16
i	WELLS #2 - 100 NEXTERA ENERGY	P		09/02/16
j	ELLS #2 - 2822 NEXTERA ENERGY	P		09/06/16
k	WELLS #2 - 445000 TULARE 7.7%	P		02/21/17
l	WELLS #2 - 1680 ARES MGMT	P		03/15/17
m	WELLS #2 - 4000 ARES MGMT	P		03/15/17
n	WELLS #2 - 400 ARES MGMT	P		03/15/17
o	WELLS #2 - 3920 ARES MGMT	P		03/15/17

	(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	35000.		35270.	-270.
b	120476.		116750.	3726.
c	39602.		38750.	852.
d	11943.		11700.	243.
e	1527.		1500.	27.
f	15000.		14824.	176.
g	130090.		125000.	5090.
h	8501.		8250.	251.
i	2547.		2500.	47.
j	72037.		70550.	1487.
k	499336.		439077.	60259.
l	43034.		42000.	1034.
m	102478.		100000.	2478.
n	10252.		10000.	252.
o	100428.		98000.	2428.

	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				-270.
b				3726.
c				852.
d				243.
e				27.
f				176.
g				5090.
h				251.
i				47.
j				1487.
k				60259.
l				1034.
m				2478.
n				252.
o				2428.

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

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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	WELLS #2 - 1309 WR BERKLEY	P		04/03/17
b	WELLS #2 - 3691 WR BERKLEY	P		04/03/17
c	WELLS #2 - 353 CAPITAL ONE 5.2%	P		04/03/17
d	WELLS #2 - 3 CAPITAL ONE 5.2%	P		04/03/17
e	WELLS #2 - 9644 CAPITAL ONE 5.2%	P		04/03/17
f	WELLS #2 - 276 LEGG MASON	P		04/03/17
g	WELLS #2 - 236 LEGG MASON	P		04/03/17
h	WELLS #2 - 3488 LEGG MASON	P		04/03/17
i	WELLS #2 - 1074 WELLS FARGO 5.5%	P		04/03/17
j	WELLS #2 - 8926 WELLS FARGO 5.5%	P		04/03/17
k	WELLS #2 - 10000 WELLS FARGO 5.5%	P		04/03/17
l	WELLS #2 - 5000 AMERICAN HOMES 4 RENT	P		04/07/17
m	WELLS #2 - 4662 BANK OF AMERICA 6%	P		04/07/17
n	WELLS #2 - 5000 CHIMERA INVESTMENTS	P		04/07/17
o	WELLS #2 - 4694 CHIMERA INVESTMENTS	P		04/07/17

	(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	32586.		32725.	-139.
b	91830.		92275.	-445.
c	8168.		8825.	-657.
d	69.		75.	-6.
e	223061.		241100.	-18039.
f	6473.		6900.	-427.
g	5539.		5900.	-361.
h	222584.		237200.	-14616.
i	26467.		26850.	-383.
j	219932.		223150.	-3218.
k	246395.		250000.	-3605.
l	130490.		125000.	5490.
m	120363.		116550.	3813.
n	126344.		124750.	1594.
o	118612.		117115.	1497.

	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				-139.
b				-445.
c				-657.
d				-6.
e				-18039.
f				-427.
g				-361.
h				-14616.
i				-383.
j				-3218.
k				-3605.
l				5490.
m				3813.
n				1594.
o				1497.

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

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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	WELLS #2 - 306 CHIMERA INVESTMENTS	P		04/07/17
b	WELLS #2 - 100 HERSHA HOSPITALITY	P		04/07/17
c	WELLS #2 - 500 HERSHA HOSPITALITY	P		04/07/17
d	WELLS #2 - 400 HERSHA HOSPITALITY	P		04/07/17
e	WELLS #2 - 100 HERSHA HOSPITALITY	P		04/07/17
f	WELLS #2 - 8 HERSHA HOSPITALITY	P		04/07/17
g	WELLS #2 - 3892 HERSHA HOSPITALITY	P		04/07/17
h	WELLS #2 - 3300 KKR FINANCIAL 7.375%	P		04/07/17
i	WELLS #2 - 1700 KKR FINANCIAL 7.375%	P		04/07/17
j	WELLS #2 - 5000 NUSTAR ENERGY	P		04/07/17
k	WELLS #2 - 68 QWEST CORP	P		04/07/17
l	WELLS #2 - 2000 REXFORD IND REALTY	P		04/07/17
m	WELLS #2 - 2133 KKR FINANCIAL	P		04/07/17
n	WELLS #2 - 995 KKR FINANCIAL	P		04/07/17
o	WELLS #2 - 967 KKR FINANCIAL	P		04/07/17

	(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	7732.		7639.	93.
b	2460.		2500.	-40.
c	12336.		12500.	-164.
d	9869.		10000.	-131.
e	2467.		2500.	-33.
f	197.		200.	-3.
g	96014.		97300.	-1286.
h	85202.		86344.	-1142.
i	43892.		44428.	-536.
j	134340.		125000.	9340.
k	1681.		1700.	-19.
l	48732.		50000.	-1268.
m	55071.		55927.	-856.
n	25690.		26079.	-389.
o	24967.		25344.	-377.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				93.
b				-40.
c				-164.
d				-131.
e				-33.
f				-3.
g				-1286.
h				-1142.
i				-536.
j				9340.
k				-19.
l				-1268.
m				-856.
n				-389.
o				-377.

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

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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	WELLS #2 - 505 KKR FINANCIAL	P		04/07/17
b	WELLS #2 - 300 KKR FINANCIAL	P		04/07/17
c	WELLS #2 - 100 KKR FINANCIAL	P		04/07/17
d	WELLS #2 - 5000 BANK OF AMERICA 6%	P		04/10/17
e	WELLS #2 - 9900 QWEST CORP	P		04/10/17
f	WELLS #2 - 100 QWEST CORP	P		04/10/17
g	WELLS #2 - 9932 QWEST CORP	P		04/10/17
h	WELLS #2 - 338 BANK OF AMERICA 6%	P		04/11/17
i	WELLS #2 - 10000 KKR & CO	P		04/17/17
j	WELLS #2 - 55000 ESCONDIDO	P		06/01/17
k	NET CAPITAL LOSSES - LAZARUS	P		
l	NET CAPITAL LOSSES - LAZARUS 2	P		
m	NET CAPITAL LOSSES - LAZARUS ISRAEL	P		
n	NET CAPITAL GAINS - LAZARUS (DAVLYN)	P		
o	NET CAPITAL GAINS - TIGER GLOBAL IV	P		

	(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	13038.		13231.	-193.
b	7746.		7870.	-124.
c	2582.		2621.	-39.
d	129290.		125000.	4290.
e	245706.		247500.	-1794.
f	2482.		2500.	-18.
g	246507.		248300.	-1793.
h	8699.		8450.	249.
i	259687.		250003.	9684.
j	55000.		55000.	0.
k			237448.	-237448.
l			324558.	-324558.
m			84481.	-84481.
n	8707.			8707.
o	453.			453.

	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				-193.
b				-124.
c				-39.
d				4290.
e				-1794.
f				-18.
g				-1793.
h				249.
i				9684.
j				0.
k				-237448.
l				-324558.
m				-84481.
n				8707.
o				453.

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

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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	NET CAPITAL GAINS - TIGER V	P		
b	NET CAPITAL LOSSES - TIGER VII	P		
c	NET CAPITAL GAINS - TIGER IX	P		
d	NET CAPITAL LOSSES - GMT EXPLORATION	P		
e	NET CAPITAL GAINS - CYGNUS I	P		
f	NET CAPITAL GAINS - CYGNUS II	P		
g	NET CAPITAL GAINS - CYGNUS IV	P		
h	NET CAPITAL LOSSES - ARCHROCK	P		
i	NET CAPITAL LOSSES - BUCKEYE	P		
j	NET CAPITAL GAINS - CRESTWOOD EQUITY	P		
k	NET CAPITAL LOSSES - FIREBIRD REPUBLIC			
l	NET CAPITAL GAINS - SUBURBAN PROPANE	P		
m	NET CAPITAL GAINS - OPPENHEIMER ACTIVIST PARTNERS	P		
n	NET CAPITAL GAINS - SOUTHCROSS ENERGY	P		
o	NET CAPITAL GAINS - KKR & CO	P		

	(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	3776.			3776.
b			12021.	-12021.
c	2310.			2310.
d			7667.	-7667.
e	52296.			52296.
f	58245.			58245.
g	192382.			192382.
h			3442.	-3442.
i			248.	-248.
j	28306.			28306.
k			6251.	-6251.
l	10.			10.
m	23645.			23645.
n	163.			163.
o	996.			996.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				3776.
b				-12021.
c				2310.
d				-7667.
e				52296.
f				58245.
g				192382.
h				-3442.
i				-248.
j				28306.
k				-6251.
l				10.
m				23645.
n				163.
o				996.

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

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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	NET CAPITAL GAIN ON TERMINATION - KKR FINANCIAL H	P		
b	NET CAPITAL GAIN ON TERMINATION - NUSTAR	P		
c	CAMBIAR - 3335 SHRS REGIONS FINANCIAL	P		07/13/16
d	CAMBIAR - 4040 SHRS REGIONS FINANCIAL	P		07/13/16
e	CAMBIAR - 2255 SHRS SYMANTEC CORP	P		07/18/16
f	CAMBIAR - 7070 SHRS REGIONS FINANCIAL	P		07/19/16
g	CAMBIAR - 2135 SHRS HOST HOTELS	P		07/26/16
h	CAMBIAR - 63 SHRS HOST HOTELS	P		07/26/16
i	CAMBIAR - 5980 SHRS HOST HOTELS	P		07/26/16
j	CAMBIAR - 5397 SHRS HOST HOTELS	P		07/27/16
k	CAMBIAR - 6065 SHRS REGIONS FINANCIAL	P		07/27/16
l	CAMBIAR - 2475 SHRS E BAY	P		07/28/16
m	CAMBIAR - 6794 SHRS REGIONS FINANCIAL	P		07/28/16
n	CAMBIAR - 2485 SHRS METLIFE	P		08/08/16
o	CAMBIAR - 1355 SHRS ASTRAZENECA	P		08/12/16

	(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	6146.			6146.
b	3247.			3247.
c	28248.		21806.	6442.
d	34244.		26257.	7987.
e	47497.		42783.	4714.
f	64058.		48168.	15890.
g	37383.		42183.	-4800.
h	1103.		1251.	-148.
i	104837.		118965.	-14128.
j	96437.		101818.	-5381.
k	54834.		53466.	1368.
l	75662.		62719.	12943.
m	60990.		58520.	2470.
n	107261.		87192.	20069.
o	46227.		44383.	1844.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				6146.
b				3247.
c				6442.
d				7987.
e				4714.
f				15890.
g				-4800.
h				-148.
i				-14128.
j				-5381.
k				1368.
l				12943.
m				2470.
n				20069.
o				1844.

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

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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	CAMBIAR - 128 SHRS ASTRAZENECA	P		08/12/16
b	CAMBIAR - 528 SHRS ASTRAZENECA	P		08/12/16
c	CAMBIAR - 202 SHRS ASTRAZENECA	P		08/15/16
d	CAMBIAR - 1050 SHRS ASTRAZENECA	P		08/15/16
e	CAMBIAR - 77 SHRS ASTRAZENECA	P		08/16/16
f	CAMBIAR - 1050 SHRS QUALCOMM	P		10/31/16
g	CAMBIAR - 435 SHRS NORFOLK	P		10/31/16
h	CAMBIAR - 1100 SHRS CXS CORP	P		10/31/16
i	CAMBIAR - CXS CORP ADJ SALE	P		11/03/16
j	CAMBIAR - NORFOLK ADJ SALE	P		11/03/16
k	CAMBIAR - QUALCOMM ADJ SALE	P		11/03/16
l	CAMBIAR - 25 SHRS BIOGEN	P		11/16/16
m	CAMBIAR - 650 SHRS CITIZENS FINANCIAL GROUP	P		11/16/16
n	CAMBIAR - 1335 SHRS MGM	P		11/23/16
o	CAMBIAR - 2370 SHRS ASTRAZENECA	P		11/28/16

	(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	4361.		4208.	153.
b	17991.		17357.	634.
c	6793.		6640.	153.
d	35281.		34517.	764.
e	2594.		2554.	40.
f	72656.		73264.	-608.
g	40538.		30315.	10223.
h	33715.		27823.	5892.
i			41.	-41.
j	122.			122.
k			74.	-74.
l	8143.		7292.	851.
m	19190.		14753.	4437.
n	37986.		31854.	6132.
o	62737.		79306.	-16569.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				153.
b				634.
c				153.
d				764.
e				40.
f				-608.
g				10223.
h				5892.
i				-41.
j				122.
k				-74.
l				851.
m				4437.
n				6132.
o				-16569.

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

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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	CAMBIAR - 4655 SHRS ASTRAZENECA	P		11/28/16
b	CAMBIAR - 315 SHRS BBT CORP	P		11/28/16
c	CAMBIAR - 270 SHRS METLIFE	P		11/28/16
d	CAMBIAR - 565 SHRS METLIFE	P		11/28/16
e	CAMBIAR - 1340 SHRS BAKER HUGHES	P		12/15/16
f	CAMBIAR - 145 SHRS CAPITAL ONE	P		12/15/16
g	CAMBIAR - 1430 SHRS CAPITAL ONE	P		12/15/16
h	CAMBIAR - 445 SHRS EOG	P		12/15/16
i	CAMBIAR - 4005 SHRS EOG	P		12/19/16
j	CAMBIAR - 295 SHRS CXS CORP	P		12/20/16
k	CAMBIAR - 1155 SHRS CSX CORP	P		12/20/16
l	CAMBIAR - 345 SHRS CSX CORP	P		12/20/16
m	CAMBIAR - 1015 SHRS BAKER HUGHES	P		12/22/16
n	CAMBIAR - 2030 SHRS BAKER HUGHES	P		12/22/16
o	CAMBIAR - 1970 SHRS CSX CORP	P		12/22/16

	(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	123171.		155719.	-32548.
b	13959.		10739.	3220.
c	14743.		8884.	5859.
d	30850.		18601.	12249.
e	88485.		60670.	27815.
f	13106.		8183.	4923.
g	127895.		80793.	47102.
h	46991.		40414.	6577.
i	147287.		101302.	45985.
j	10861.		7462.	3399.
k	42516.		29239.	13277.
l	12479.		8736.	3743.
m	66551.		42884.	23667.
n	132468.		87575.	44893.
o	71855.		49883.	21972.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-32548.
b				3220.
c				5859.
d				12249.
e				27815.
f				4923.
g				47102.
h				6577.
i				45985.
j				3399.
k				13277.
l				3743.
m				23667.
n				44893.
o				21972.

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

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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	CAMBIAR - 160 SHRS BAKER HUGHES	P		12/27/16
b	CAMBIAR - 955 SHRS BAKER HUGHES	P		12/28/16
c	CAMBIAR - 280 SHRS BAKER HUGHES	P		12/28/16
d	CAMBIAR - 1003 SHRS BAKER HUGHES	P		12/19/16
e	CAMBIAR - 482 SHRS BAKER HUGHES	P		12/30/16
f	CAMBIAR - 3170 SHRS VERIZON	P		01/31/17
g	CAMBIAR - 4260 SHRS VERIZON	P		01/31/17
h	CAMBIAR - 683 SHRS BIOVERATIV INC	P		02/08/17
i	CAMBIAR - 535 SHRS MANPOWER GROUP INC	P		02/10/17
j	CAMBIAR - 525 SHRS MANPOWER GROUP INC	P		02/13/17
k	CAMBIAR - 590 SHRS MANPOWER GROUP INC	P		02/14/17
l	CAMBIAR - 910 SHRS E BAY	P		02/16/17
m	CAMBIAR - 865 SHRS MANPOWER GROUP INC	P		02/21/17
n	CAMBIAR - 315 SHRS MCKESSON GROUP	P		02/21/17
o	CAMBIAR - 1040 SHRS NORFOLK	P		02/21/17

	(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	10477.		6924.	3553.
b	63357.		43651.	19706.
c	18252.		13909.	4343.
d	65235.		49824.	15411.
e	31396.		23943.	7453.
f	156166.		151127.	5039.
g	209081.		204282.	4799.
h	30378.			30378.
i	52149.		37104.	15045.
j	50797.		36325.	14472.
k	57285.		40822.	16463.
l	30707.		23167.	7540.
m	83916.		59964.	23952.
n	47018.		53067.	-6049.
o	126411.		71880.	54531.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				3553.
b				19706.
c				4343.
d				15411.
e				7453.
f				5039.
g				4799.
h				30378.
i				15045.
j				14472.
k				16463.
l				7540.
m				23952.
n				-6049.
o				54531.

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

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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	CAMBIAR - 1520 SHRS NORFOLK	P		02/21/17
b	CAMBIAR - 1275 SHRS TARGET	P		02/28/17
c	CAMBIAR - 1260 SHRS TARGET	P		03/06/17
d	CAMBIAR - 1290 SHRS TARGET	P		03/07/17
e	CAMBIAR - 1281 SHRS TARGET	P		03/08/17
f	CAMBIAR - 663 SHRS BIOVERATIV	P		03/22/17
g	CAMBIAR - 0.5 SHRS BIOVERATIV	P		03/27/17
h	CAMBIAR - 2486 SHRS SYMANTEC CORP	P		03/29/17
i	CAMBIAR - BANK OF NY MELLON SECURITIES LIT	P		04/12/17
j	CAMBIAR - WEATHERFORD INTER'L SEC LIT	P		04/18/17
k	CAMBIAR - 820 SHRS MCKESSON CORP	P		04/18/17
l	CAMBIAR - 1830 SHRS MCKESSON	P		04/21/17
m	CAMBIAR - 1350 SHRS MGM RESORTS	P		04/26/17
n	CAMBIAR - 2165 SHRS BRISTOL MYERS	P		05/04/17
o	CAMBIAR - 1225 SHRS AGILENT	P		06/14/17

	(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	186141.		104832.	81309.
b	74686.		87536.	-12850.
c	73173.		86674.	-13501.
d	74874.		88439.	-13565.
e	73551.		87415.	-13864.
f			30579.	-30579.
g	25.		22.	3.
h	76391.		47165.	29226.
i	1034.			1034.
j	1120.			1120.
k	117801.		139045.	-21244.
l	250697.		260610.	-9913.
m	40215.		32404.	7811.
n	122585.		117177.	5408.
o	72569.		48627.	23942.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				81309.
b				-12850.
c				-13501.
d				-13565.
e				-13864.
f				-30579.
g				3.
h				29226.
i				1034.
j				1120.
k				-21244.
l				-9913.
m				7811.
n				5408.
o				23942.

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

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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	CAMBIAR - 956 SHRS WILLIS TOWERS WATSON	P		06/26/17
b	CAMBIAR - 2040 SHRS MGM RESORTS	P		06/28/17
c	CAMBIAR - 825 SHRS WILLIS TOWERS WATSON	P		06/28/17
d	CAMBIAR - 1220 SHRS MGM RESORTS	P		06/30/17
e	CAMBIAR - 2125 MGM RESORTS	P		06/30/17
f	CAMBIAR - 685 SHRS ORACLE	P		06/30/17
g	CAMBIAR - 245 SHRS ORACLE	P		06/30/17
h	CNB SECURITIES - 500M ROYAL BANK OF CANADA	P		07/20/16
i	CNB SECURITIES - 1MM BANK OF AMERICA	P		10/14/16
j	CNB SECURITIES - 250M US BANK	P		12/31/16
k	CNB SECURITIES - 500M MORGAN STANLEY	P		01/09/17
l	CNB SECURITIES - 1000M BEAR STEARNS	P		01/23/17
m	CNB SECURITIES - 400M ANTHEM	P		02/15/17
n	CNB SECURITIES - 1000000M MORGAN STANLEY	P		03/22/17
o	CNB SECURITIES - 368M CLIFF NATIONAL	P		03/31/17

	(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	142335.		71078.	71257.
b	68651.		52470.	16181.
c	119542.		93394.	26148.
d	41164.		29321.	11843.
e	72210.		53684.	18526.
f	34886.		28193.	6693.
g	12485.		10084.	2401.
h	500000.		503665.	-3665.
i	1000000.		1000000.	0.
j	250000.		250089.	-89.
k	500000.		500000.	0.
l	1000000.		1000000.	0.
m	400000.		400000.	0.
n	1000000.		1000000.	0.
o	383493.		358701.	24792.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				71257.
b				16181.
c				26148.
d				11843.
e				18526.
f				6693.
g				2401.
h				-3665.
i				0.
j				-89.
k				0.
l				0.
m				0.
n				0.
o				24792.

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

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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	CNB SECURITIES - 150M WYETH	P		04/03/17
b	CNB SECURITIES - 1000000M PHILIPS 65	P		05/01/17
c	CNB SECURITIES - 500M WACHOVIA CORP	P		06/15/17
d	CNB SECURITIES - 525M CATERPILLAR	P		06/28/17
e	"VOYAGER-GREENLIGHT CAPITAL OFFSHORE" -	P		07/11/16
f	VOYAGER - CLEARLINE CAPITAL PARTNERS OFFSHORE PD	P		07/13/16
g	VOYAGER - BAY RESOURCES PARTNERS OFFSHORE FUND	P		08/26/16
h	VOYAGER - MARIANAS FUND LTD	P		10/06/16
i	VOYAGER - BROADFIN HEALTHCARE OFFSHORE FUND	P		10/14/16
j	VOYAGER - TIGER EYE FUND LTD	P		10/18/16
k	VOYAGER - TIGER GLOBAL LTD	P		10/24/16
l	VOYAGER - PERSHING SQUARE INTERNATIONAL LTD	P		01/06/17
m	VOYAGER - VINCI VERNIER OFFSHORE FUND LTD	P		01/18/17
n	OPPENHEIMER - 62.3430 POPLAR FOREST PARTNERS FUND	P		07/19/16
o	OPPENHEIMER - 488.398 POPLAR FOREST PARTNERS FUND	P		07/19/16

	(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	150000.		150000.	0.
b	1000000.		1000000.	0.
c	500000.		500000.	0.
d	525000.		525000.	0.
e	794811.		710000.	84811.
f	343444.		375000.	-31556.
g	26733.			26733.
h	1829793.		2000000.	-170207.
i	2035296.		1600000.	435296.
j	1484942.		1500000.	-15058.
k	430804.		138340.	292464.
l	187269.		166667.	20602.
m	2150011.		2500000.	-349989.
n	2808.		2428.	380.
o	25069.			25069.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				0.
b				0.
c				0.
d				0.
e				84811.
f				-31556.
g				26733.
h				-170207.
i				435296.
j				-15058.
k				292464.
l				20602.
m				-349989.
n				380.
o				25069.

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

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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	OPPENHEIMER - 1303 AERO GROW INTL	P		01/09/17
b	OPPENHEIMER - 3697 AERO GROW INTL	P		01/10/17
c	OPPENHEIMER - 600 AERO GROW INTL	P		01/11/17
d	OPPENHEIMER - 248 AERO GROW INTL	P		01/13/17
e	OPPENHEIMER - 100 AERO GROW INTL	P		01/17/17
f	OPPENHEIMER - 45.7290 POPLAR FOREST PARTNERS	P		01/19/17
g	OPPENHEIMER - 4.052 AERO GROW INTL	P		02/06/17
h	OPPENHEIMER - 5000 AERO GROW INTL	P		02/07/17
i	OPPENHEIMER - 46.358 POPLAR FOREST PARTNERS	P		04/24/17
j	HORTER - 28833.3380 SHRS PIMCO	P		10/16/16
k	HORTER - 69.6780 SHRS PIMCO	P		11/13/16
l	HORTER - 20381.6560 SHRS COLUMBIA INCOME	P		11/16/16
m	HORTER - 40372.6890 SHRS BLACK ROCK HIGH YIELD	P		11/16/16
n	HORTER - 39.0050 SHRS COLUMBIA	P		12/13/16
o	HORTER - 100.8940 SHRS BLACKROCK	P		12/13/16

	(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	4153.		1303.	2850.
b	11677.		3697.	7980.
c	1927.		600.	1327.
d	791.		248.	543.
e	315.		100.	215.
f	2334.		1780.	554.
g	12877.		4052.	8825.
h	16181.		5000.	11181.
i	2300.		1805.	495.
j	249697.		235498.	14199.
k	614.		606.	8.
l	196479.		188890.	7589.
m	302795.		283272.	19523.
n	383.		378.	5.
o	773.		763.	10.

	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				2850.
b				7980.
c				1327.
d				543.
e				215.
f				554.
g				8825.
h				11181.
i				495.
j				14199.
k				8.
l				7589.
m				19523.
n				5.
o				10.

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

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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	HORTER - 695.4595 SHRS REDWOOD	P		12/13/16
b	HORTER - .0570 SHRS COLUMBIA	P		03/31/17
c	HORTER - .1130 SHRS PIMCO	P		03/31/17
d	HORTER - 242.4170 SHRS SEI INST'L BOND	P		03/31/17
e	HORTER - 290.2720 SHRS MAINSTAY BOND	P		03/31/17
f	HORTER - 22706410 SHRS JP MORGAN FUND	P		03/31/17
g	HORTER - .1860 SHRS BLACKROCK HIGH YIELD	P		03/31/17
h	HORTER - 109.057 SHRS REDWOOD VOLATILITY FUND	P		03/31/17
i	CAMBIAR - FIRST AMERICAN TREASURY	P		12/29/16
j	NET CAPITAL GAIN ON TERMINATION - ARES MGMT 7%	P		03/15/17
k	SADDLESPRINGS	P		06/01/17
l	NET LONG TERM CAPITAL GAINS - GOLDMAN SACHS	P		12/09/16
m	NET SHORT TERM CAPITAL GAINS - GOLDMAN SACHS	P		12/20/16
n	NET CAPITAL GAINS - NET LEASE PRIVATE REIT VII	P		07/31/16
o	NET CAPITAL GAINS - NET LEASE PRIVATE REIT VII	P		10/13/16

	(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	10849.		10743.	106.
b	1.		1.	0.
c	1.		1.	0.
d	1685.		1661.	24.
e	1681.		1672.	9.
f	1682.		1676.	6.
g	1.		1.	0.
h	1687.		1684.	3.
i	5.			5.
j	4375.			4375.
k	134.			134.
l	13435.			13435.
m	575.			575.
n	9242.			9242.
o	1245.			1245.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				106.
b				0.
c				0.
d				24.
e				9.
f				6.
g				0.
h				3.
i				5.
j				4375.
k				134.
l				13435.
m				575.
n				9242.
o				1245.

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

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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	NET CAPITAL GAINS - NET LEASE PRIVATE REIT VII	P		10/31/16
b	NET CAPITAL LOSS - NET LEASE PRIVATE REIT VI	P		10/03/16
c	NET CAPITAL LOSS - NET LEASE PRIVATE REIT VI	P		10/31/16
d	NET CAPITAL LOSS - MARILYN MYERS EDWARDS TRUST	P		12/31/16
e	VOYAGER - FIREBIRD GLOBAL	P		07/01/16
f				
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	1534.			1534.
b	3417.		8343.	-4926.
c	6934.		16687.	-9753.
d			29715.	-29715.
e			172553.	-172553.
f				
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				1534.
b				-4926.
c				-9753.
d				-29715.
e				-172553.
f				
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	1119772.
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

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ASSUMPTION BVM CHURCH 791 POTTERS AVE PROVIDENCE, RI 02907	NONE	PUBLIC CHARITY	FOOD SECURITY	20000.
AUBURN SEMINARY 475 RIVERSIDE DR STE 1800 NEW YORK, NY 10115	NONE	PUBLIC CHARITY	SPIRITUALITY	50000.
BARNSTABLE EDUCATION FOUNDATION PO BOX 373 CENTERVILLE, MA 02632	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	4500.
BARNSTABLE POLICE K-9 FOUNDATION PO BOX B HYANNIS, MA 02601	NONE	PUBLIC CHARITY	OTHER	5000.
BLUE PATH SERVICE DOGS INC 8 COUNTRY CLUB RD HOPEWELL JUNCTION, NY 12533	NONE	PUBLIC CHARITY	OTHER	2000.
BOSTON PRIVATE INDUSTRY COUNCIL,BOSTON OPPORTUNITY YOUTH COLLABORATIVE , 2 OLIVER STREET 3RD FLOOR BOSTON, MA 02109	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS EDUCATION:CAREER READINESS	100000.
CALIFORNIA COMMUNITY FOUNDATION 221 S FIGUEROA ST #400 LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	250000.
CALIFORNIA INSTITUTE FOR YIDDISH CULTURE AND LANGUAGE,THE 333 WASHINGTON BLVD #118 MARINA DEL REY, CA 90292	NONE	PUBLIC CHARITY	OTHER	3500.
CALIFORNIA STATE UNIVERSITY DOMINGUEZ HILLS PHILANTHROPIC FOUNDATION 1000 E VICTORIA ST CARSON, CA 90747	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	150000.
CAMPBELL HALL 4533 LAUREL CANYON BLVD NORTH HOLLYWOOD, CA 91607	NONE	SCHOOL	EDUCATION:CAREER READINESS	30000.
Total from continuation sheets				6117000.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CAPE ABILITIES INC 895 MARY DUNN RD HYANNIS, MA 02601	NONE	PUBLIC CHARITY	OTHER	2000.
CASA OF LOS ANGELES 201 CENTRE PLAZA DR STE 1100 MONTEREY PARK , CA 91754	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	50000.
CENTER FOR COLLECTIVE WISDOM 425 15TH STREET SUITE 3716 MANHATTAN BEACH, CA 90266	NONE	PUBLIC CHARITY	SPIRITUALITY	100000.
CENTER FOR COURAGE AND RENEWAL 1402 THIRD AVE SUITE 925 SEATTLE , WA 98101	NONE	PUBLIC CHARITY	SPIRITUALITY	25000.
CHILDREN YOUTH AND FAMILY COLLABORATIVE 1200 W 37TH PLACE LOS ANGELES, CA 90007	NONE	PUBLIC CHARITY	EDUCATION:OTHER	2500.
CHILDREN YOUTH AND FAMILY COLLABORATIVE 1200 W 37TH PLACE LOS ANGELES, CA 90007	NONE	PUBLIC CHARITY	EDUCATION:OTHER	75000.
CHRIST THE KING SCHOOL 136 LOCUST ST BURLINGTON, VT 05401	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	150000.
CITY OF HOPE 1055 WILSHIRE BLVD, LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	OTHER	6000.
CLASSICAL KUSC PO BOX 7913 LOS ANGELES, CA 90007	NONE	PUBLIC CHARITY	OTHER	2500.
CLEAR PATH FOR VETERANS 1223 SALT SPRINGS ROAD CHITTENANGO, NY 13037	NONE	PUBLIC CHARITY	OTHER	2000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COLLEGE ACCESS PLAN 871 E WASHINGTON BLVD STE 207 PASADENA, CA 91104	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	30000.
COLLEGE VISIONS 131 WASHINGTON ST STE 205 PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	100000.
COMMUNITY COALITION 8101 S VERMONT AVE LOS ANGELES, CA 90044	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	90000.
COMMUNITY PARTNERS ON BEHALF OF CENTER FOR COUNCIL 1000 N ALAMEDA ST #240 LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	SPIRITUALITY	90000.
COMMUNITY PARTNERS ON BEHALF OF CENTER FOR COUNCIL 1000 N ALAMEDA ST #240 LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	SPIRITUALITY	250000.
COMMUNITY PARTNERS ON BEHALF OF COLLEGE MATCH 1000 N ALAMEDA ST #240 LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	50000.
COMMUNITY PARTNERS ON BEHALF OF NETIYA 1000 N ALAMEDA ST #240 LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	OTHER	7500.
COPPER BEACH INSTITUTE 303 TUNXIS RD WEST HARTFORD, CT 06107	NONE	PUBLIC CHARITY	SPIRITUALITY	25000.
CYCSTIC FIBROSIS FOUNDATION 4929 WILSHIRE BLVD SUITE 760 LOS ANGELES, CA 90010	NONE	PUBLIC CHARITY	OTHER	1500.
DANGERFIELD INSTITUTE OF URBAN PROBLEMS, THE 4738 11TH AVENUE LOS ANGELES, CA 90043	NONE	PUBLIC CHARITY	OTHER	1000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
DOWNTOWN WOMENS CENTER 442 S SAN PEDRO ST LOS ANGELES, CA 90013	NONE	PUBLIC CHARITY	OTHER	5000.
ELDREDGE PUBLIC LIBRARY 564 MAIN ST CHATHAM, MA 02633	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	5000.
END MALARIA NOW 3415 S SEPULVEDA BLVD SUITE 1100 LOS ANGELES, CA 90034	NONE	PUBLIC CHARITY	OTHER	1000.
EPISCOPAL SCHOOL OF LOS ANGELES 6325 SANTA MONICA BLVD LOS ANGELES, CA 90038	NONE	SCHOOL	EDUCATION:CAREER READINESS	4000.
FEEDING AMERICA 35 E WACKER DRIVE CHICAGO, IL 60601	NONE	PUBLIC CHARITY	FOOD SECURITY	150000.
FIRST PLACE FOR YOUTH 3530 WILSHIRE BLVD STE 600 LOS ANGELES, CA 90010	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	2500.
FIRST STAR INC 2049 CENTURY PARK E STE #4320 LOS ANGELES, CA 90067	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	75000.
FOOD FORWARD 7412 FULTON AVE #3 NORTH HOLLYWOOD, CA 91605	NONE	PUBLIC CHARITY	FOOD SECURITY	50000.
FRANKLIN PROMISE COALITION, INC. 192 14TH ST APALACHICOLA, FL 32320	NONE	PUBLIC CHARITY	OTHER	10000.
FRIENDS OF FOSTER CHILDREN PO BOX 1105 ARCADIA, CA 91077	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	75000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FRIENDS OF KAREN 118 TITICUS RD PO BOX 190 PURDYS, NY 10578	NONE	PUBLIC CHARITY	OTHER	9500.
GOOD STEWARD FOUNDATION OF THE BISHOP MARSHALL SCHOOL 680 LAPORTE RD MORRISVILLE, VT 05661	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	150000.
GUIDING EYES FOR THE BLIND 611 GRANITE SPRINGS RD YORKTOWN HEIGHTS, NY 10598	NONE	PUBLIC CHARITY	OTHER	2000.
HARWICH CONSERVATION TRUST PO BOX 101 SOUTH HARWICH, MA 02661	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	7500.
HATHAWAY-SYCAMORE CHILD AND FAMILY SERVICES 210 S DELACEY AVE #110 PASADENA , CA 91105	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	75000.
HOLY SPIRIT RETREAT CENTER 4316 LANAI ROAD ENCINO, CA 91436	NONE	PUBLIC CHARITY	SPIRITUALITY	50000.
HOMEBOY INDUSTRIES 130 WEST BRUNO ST LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	50000.
HOMEBOY INDUSTRIES 130 WEST BRUNO ST LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	3000.
HOPE BUILDERS 801 N BROADWAY SANTA ANA, CA 92701	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	75000.
HOPE OF THE VALLEY PO BOX 7609 MISSION HILLS, CA 91346	NONE	PUBLIC CHARITY	OTHER	5000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
INSTITUTE FOR ADVANCED CATHOLIC STUDIES 835 W 34TH ST URC #102 LOS ANGELES, CA 90089	NONE	PUBLIC CHARITY	SPIRITUALITY	5000.
JESUIT RESTORATIVE JUSTICE INITIATIVE 10775 DESHIRE PL CULVER CITY, CA 90230	NONE	PUBLIC CHARITY	SPIRITUALITY	35000.
JEWISH BIG BROTHERS BIG SISTERS OF LOS ANGELES 6505 WILSHIRE BLVD 6TH FLOOR LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	OTHER	10000.
KARME CHOLINGSHAMBHALA MEDITATION CENTER 369 PATNEAUDE LANE BARNET, VT 05821	NONE	PUBLIC CHARITY	SPIRITUALITY	50000.
KCRW FOUNDATION 1900 PICO BLVD SANTA MONICA, CA 90405	NONE	PUBLIC CHARITY	OTHER	2500.
KRIPALU CENTER FOR YOGA AND HEALTH PO BOX 309 STOCKBRIDGE, MA 01262	NONE	PUBLIC CHARITY	SPIRITUALITY	50000.
LA CASA DE MARIA 800 EL BOSQUE ROAD SANTA BARBARA, CA 93108	NONE	PUBLIC CHARITY	SPIRITUALITY	75000.
LA COMPOST 221 W AVENUE 45 LOS ANGELES, CA 90065	NONE	PUBLIC CHARITY	OTHER	4500.
LA PARTNERSHIP FOR EARLY CHILDHOOD INVESTMENT 2355 WESTWOOD BLVS #114 LOS ANGELES, CA 90064	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	25000.
LAMOILLE COMMUNITY FOOD SHARE, INC. PO BOX 173 MORRISVILLE, VT 05661	NONE	PUBLIC CHARITY	FOOD SECURITY	10000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LEADERSUP 830 TRACTION AVE #3A HUB LOS ANGELES, CA 90013	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	50000.
LOS ANGELES COUNTY ARTS COMMISSION 1055 WILSHIRE BLVD #800 LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	200000.
LOS ANGELES DOWNTOWN ARTS DISTRICT SPACE 215 S SANTA FE AVE SUITE 8 LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	OTHER	2500.
LOS ANGELES REGIONAL FOOD BANK 1734 E 41ST STREET LOS ANGELES, CA 90058	NONE	PUBLIC CHARITY	FOOD SECURITY	175000.
MAR VISTA FAMILY CENTER 5075 S SLAUSON AVE CULVER CITY, CA 90230	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	2500.
MEET EACH NEED WITH DIGNITY 10641 N. SAN FERNANDO ROAD PACOIMA, CA 91331	NONE	FOOD SECURITY	FOOD SECURITY	100000.
MISSIONARIES OF THE HEART OF JESUS 396 CONKLIN AVE BINGHAMTON, NY 13903	NONE	PUBLIC CHARITY	OTHER	2500.
NATIONAL COLLEGE ADVISING CORPS INC 301 W BARBEE CHAPEL RD CHAPEL HILL, NC 27517	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	150000.
NEW VENTURE FUND,ON BEHALF OF FOOD POLICY ACTION EDUCATION FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	FOOD SECURITY	100000.
OJAI FOUNDATION 9739 OJAI SANTA PAULA RD OJAI, CA 93023	NONE	PUBLIC CHARITY	SPIRITUALITY	5000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ON POINT FOR COLLEGE 1654 W ONONDAGA ST SYRACUSE, NY 13204	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	5000.
ONE VOICE 1228 15TH ST #C SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	5000.
PEACE 4 KIDS 1315 N BULLIS RD #6 COMPTON, CA 90221	NONE	PUBLIC CHARITY	OTHER	2500.
PEOPLE ASSISTING THE HOMELESS 340 N MADISON AVE LOS ANGELES, CA 90004	NONE	PUBLIC CHARITY	OTHER	2500.
PLANNED PARENTHOOD LOS ANGELES 400 WEST 30TH STREET LOS ANGELES, CA 90007	NONE	PUBLIC CHARITY	OTHER	10000.
PROVIDENCE COLLEGE 1 CUNNINGHAM SQUARE PROVIDENCE, RI 02918	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	400000.
REACH OUT AND READ ALABAMA 19 SOUTH JACKSON STREET MONTGOMERY, AL 36104	NONE	PUBLIC CHARITY	OTHER	5000.
RICE MEMORIAL HIGH SCHOOL 99 PROCTOR AVE SOUTH BURLINGTON, VT 05403	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	150000.
RIGHTWAY FOUNDATION 4333 LEIMERT BLVD LOS ANGELES, CA 90008	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	2500.
ROCKWOOD LEADERSHIP INSTITUTE 1212 BROADWAY SUITE 700 OAKLAND, CA 94612	NONE	PUBLIC CHARITY	SPIRITUALITY	50000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SACRED HEARTS SCHOOL 31 SOUTH CHESTNUT ST BRADFORD, MA 01835	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	11500.
SAINT FRANCIS XAVIER SCHOOL 5 SAINT PETER STREET WINOOSKI , VT 05403	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	150000.
SAN DIEGO MESA COLLEGE 7250 MESA COLLEGE DRIVE SAN DIEGO, CA 92111	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	35000.
SELMA DALLAS COUNTY PUBLIC LIBRARY FOUNDATION INC. 1103 SELMA AVE SELMA, AL 36701	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	5000.
SOUTHERN CALIFORNIA GRANTMAKERS 1000 N ALAMEDA ST #230 LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	OTHER	2500.
SOUTHERN CALIFORNIA PUBLIC RADIO 474 S RAYMOND AVE PASADENA, CA 91105	NONE	PUBLIC CHARITY	OTHER	2500.
SOUTHERN CALIFORNIA PUBLIC RADIO 474 S RAYMOND AVE PASADENA, CA 91105	NONE	PUBLIC CHARITY	OTHER	80000.
SPARK MEDIA PROJECT INC 42 CATHERINE ST SUITE C-200 POUGHKEEPSIE, NY 12601	NONE	PUBLIC CHARITY	OTHER	1000.
SPIRIT ROCK MEDIATION CENTER PO BOX 169 WOODACRE, CA 94973	NONE	PUBLIC CHARITY	SPIRITUALITY	50000.
ST JOSEPH CENTER 204 HAMPTON DRIVE VENICE, CA 90291	NONE	PUBLIC CHARITY	OTHER	5000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ST MARY ACADEMY-BAY VIEW 3070 PAWTUCKET AVE RIVERSIDE, RI 02915	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	150000.
STEP UP ON SECOND 1328 SECOND STREET SANTA MONICA, CA 90401	NONE	PUBLIC CHARITY	OTHER	2500.
STREETLIGHTS 662 N VAN NESS AVE #105 HOLLYWOOD, CA 90004	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	75000.
TEACH FOR AMERICA 606 S OLIVE ST #300 LOS ANGELES, CA 90014	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	150000.
TEMPLE EMANUEL OF BEVERLY HILLS 8844 BURTON WAY BEVERLY HILLS, CA 90211	NONE	PUBLIC CHARITY	SPIRITUALITY	10000.
THE AFRICAN AMERICAN BOARD LEADERSHIP INSTITUTE 1000 N ALAMEDA ST #240 LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	OTHER	2500.
THE CAUCUS FOR PRODUCERS, WRITER & DIRECTORS 928 N SAN FERNANDO BLVD STE J369 BURBANK, CA 91504	NONE	PUBLIC CHARITY	OTHER	5000.
THE COLLEGE CRUSADE OF RHODE ISLAND 134 THURBERS AVE PROVIDENCE, RI 02905	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	150000.
THE GABRIELLA FOUNDATION 639 S COMMONWEALTH AVE STE B LOS ANGELES, CA 90005	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	5000.
THE GARRISON INSTITUTE PO BOX 532 GARRISON, NY 10524	NONE	PUBLIC CHARITY	SPIRITUALITY	45000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE HARVEST HOME 2118 WILSHIRE BLVD PMB 358 SANTA MONICA, CA 90403	NONE	PUBLIC CHARITY	OTHER	2500.
THE INSTITUTE OF CONTEMPORARY ART 25 HARBOR DRIVE BOSTON, MA 02210	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS EDUCATION:COLLEGE AND CAREER ACCESS	35000.
THE RHODE ISLAND COMMUNITY FOOD BANK, 200 NIANTIC PROVIDENCE, RI 02907	NONE	PUBLIC CHARITY	FOOD SECURITY	175000.
THE RIGHTWAY FOUNDATION 3650 MLK JR DRIVE #195 LOS ANGELES, CA 90008	NONE	PUBLIC CHARITY	OTHER	75000.
TIDES CENTER ON BEHALF OF EMERGING PRACTITIONERS IN PHILANTHROPOLY PO BOX 29907 SAN FRANCISCO, CA 94129	NONE	PUBLIC CHARITY	OTHER	1500.
TOOLS FOR PEACE 75 S GRAND AVE SUITE 217 PASADENA, CA 91105	NONE	PUBLIC CHARITY	SPIRITUALITY	10000.
TREEPEOPLE 12601 MULHOLLAND DR BEVERLY HILLS, CA 90210	NONE	PUBLIC CHARITY	OTHER	2500.
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BLVD #1955 LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	150000.
UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA, CA 92093	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	35000.
UNIVERSITY OF NEW HAMPSHIRE FOUNDATION 9 EDGEWOOD RD DURHAM, NH 03824	NONE	PUBLIC CHARITY	SPIRITUALITY	50000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
URBAN FOOD INITIATIVE, DBA DAILY TABLE 450 WASHINGTON STREET DORCHESTER , MA 02124	NONE	PUBLIC CHARITY	FOOD SECURITY	150000.
USC HILLEL FOUNDATION 3300 S HOOVER ST LOS ANGELES, CA 90007	NONE	PUBLIC CHARITY	OTHER	3000.
UU ROWE CAMP & CONFERENCE CENTER INC PO BOX 273 ROWE, MA 01367	NONE	PUBLIC CHARITY	SPIRITUALITY	25000.
VERMONT FOODBANK 33 PARKER ROAD BARRE, VT 05641	NONE	PUBLIC CHARITY	FOOD SECURITY	125000.
VERMONT SUSTAINABLE JOBS FUND INC 3 PITKIN COURT #301E MONTPELIER, VT 05641	NONE	PUBLIC CHARITY	FOOD SECURITY	50000.
VIBE OF PORTLAND PO BOX 83627 PORTLAND, OR 97283	NONE	PUBLIC CHARITY	EDUCATION:CAREER READINESS	7500.
VIRGINIA SUPPORTIVE HOUSING 8002 DISCOVERY DR SUITE 201 RICHMOND , VA 23229	NONE	PUBLIC CHARITY	OTHER	3500.
WESTSIDE CENTER FOR INDEPENDENT LIVING 12901 VENICE BLVD LOS ANGELES, CA 90066	NONE	PUBLIC CHARITY	OTHER	2500.
WESTSIDE FOOD BANK 1710 22ND STREET SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	FOOD SECURITY	100000.
YOUTH ACTION PROJECT 600 N ARROWHEAD AVE #208 SAN BERNADINO, CA 92401	NONE	PUBLIC CHARITY	OTHER	10000.
Total from continuation sheets				

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

Schedule of Contributors

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

OMB No 1545-0047

2016

Name of the organization

THE ANGELL FOUNDATION

Employer identification number

01-0789717

Organization type (check one):

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
THE ANGELL FOUNDATION	01-0789717

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANGELL FAMILY TRUST(ONGOING CONTRIBUTOR) 11150 WEST OLYMPIC BLVD #915 LOS ANGELES, CA 90024	$ 2700000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
THE ANGELL FOUNDATION	01-0789717

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE ANGELL FOUNDATION	01-0789717

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ARISTOTLE	114171.	0.	114171.	114171.	
CNB	508378.	0.	508378.	470396.	
HORTER	51874.	0.	51874.	51874.	
IRS	1103.	0.	1103.	1103.	
OPPENHEIMER	32074.	0.	32074.	32074.	
US BANK- CAMBIAR	249530.	0.	249530.	249530.	
WELLS FARGO	788982.	0.	788982.	428077.	
TO PART I, LINE 4	1746112.	0.	1746112.	1347225.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LAZARUS INV	278.	278.	
LAZARUS INV 2	380.	380.	
LAZARUS ISRAEL	-31649.	-31649.	
TARGA RESOURCES	8438.	8438.	
TIGER GLOBAL PRIVATE INV IV	-3804.	-3804.	
TIGER GLOBAL PRIVATE INV V	-3688.	-3688.	
ARCHROCK(FKA EXTERRAN)	-480.	54597.	
CYGNUS PROPERTY FUND I	12181.	-6901.	
ARCO(FKA NORTHWEST ASSOC.)	22876.	22876.	
BUCKEYE PARTNERS	-20.	3896.	
GMT EXPLORATION NORTH SLOPE	1101.	1101.	
GMT EXPLORATION	997.	132848.	
TIGER GLOBAL PRIVATE INV VII	-10798.	-10798.	
CYGNUS PROPERTY FUND II	2821.	59684.	
SUBURBAN PROPANE	18.	-48.	
SOUTHCROSS ENERGY	-4.	5602.	
SHOPPES AT RIVERS EDGE	39031.	39031.	
CRESTWOOD EQUITY	-11164.	-7139.	
KKR FINANCIAL HOLDINGS	3547.	-588.	
TIGER GLOBAL IX	-35297.	-35297.	
GMT EXPLORATION NEW MEXICO	3335.	3335.	
CYGNUS 111	439.	81173.	
OPPENHEIMER ACTIVIST PARTNERS	-26620.	-34330.	
LAZARUS ISRAEL (ZIMPERIUM)	-554.	-554.	
LAZARUS (KAMINARIO)	-1206.	-1206.	
LAZARUS (SHOES)	98.	98.	
CYGNUS STRATEGIC FUND IV	-19542.	-19542.	

TIGER GLOBAL X	-5491.	-5491.	
KKR & CO	8927.	6285.	
ARES MANAGEMENT	9819.	9819.	
FIREBIRD REPUBLICS FUND	-803.	-803.	
LAZARUS (DAVLYN)	-19520.	-19520.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-56354.	248083.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	17409.	0.		0.
TO FM 990-PF, PG 1, LN 16A	17409.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEES/ACCTG	112981.	56490.		0.
TO FORM 990-PF, PG 1, LN 16B	112981.	56490.		0.

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
GRANT MANAGEMENT	81000.	0.		81000.
INVESTMENT MANAGEMENT	557569.	557569.		0.
PROGRAM EXPENSE	25730.	0.		25730.
ADMINISTRATIVE FEES	16500.	0.		0.
COMPUTER FEES	18695.	0.		18695.
TO FORM 990-PF, PG 1, LN 16C	699494.	557569.		125425.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES	2125.	810.		0.
TAXES WITHHELD ON DIVIDENDS	7548.	7548.		0.
PAYROLL TAXES	34081.	7500.		26581.
FILING FEES	588.	498.		0.
TAXES AND LICENSES	980.	980.		0.
NET EXCISE TAXES	-12499.	0.		0.
TO FORM 990-PF, PG 1, LN 18	32823.	17336.		26581.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	10651.	0.		0.
OFFICE EXPENSE	20980.	4196.		16784.
LIFE INSURANCE	24861.	0.		0.
PARKING	9930.	0.		9930.
TO FORM 990-PF, PG 1, LN 23	66422.	4196.		26714.

FOOTNOTES STATEMENT 8

STATEMENT REGARDING SINGLE-MEMBER LLC:

DAVLYN INVESTMENTS LLC (FEIN 81-3488386)IS A WHOLLY-OWNED SINGLE MEMBER LLC. ALL TAX ATTRIBUTES ARE INCLUDED IN THIS RETURN.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
MARILYN MYERS TRUST - FINAL YEAR DEDUCTIONS FLOW THRU	209509.
TOTAL TO FORM 990-PF, PART III, LINE 3	209509.

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

DESCRIPTION	AMOUNT
LOSS ON BOOKS-FMV DECREASE NA TAX RETURN	1212591.
PRIOR PERIOD ADJUSTMENT	4125.
LOSS ON BOOKS - UBTI ADJUSTMENT - NA TAX RETURN	304438.
TOTAL TO FORM 990-PF, PART III, LINE 5	1521154.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS	X		13967364.	14544383.
TOTAL U.S. GOVERNMENT OBLIGATIONS			13967364.	14544383.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			13967364.	14544383.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE EQUITIES	71956635.	84830900.
TOTAL TO FORM 990-PF, PART II, LINE 10B	71956635.	84830900.

FORM 990-PF CORPORATE BONDS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	12921120.	12693034.
TOTAL TO FORM 990-PF, PART II, LINE 10C	12921120.	12693034.

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REAL ESTATE ENTITIES	COST	1402400.	2113400.
OIL AND GAS	COST	-264140.	2328639.
PRIVATE PLACEMENTS	COST	7215637.	6144900.
PARTNERSHIPS	COST	809098.	1100000.
TOTAL TO FORM 990-PF, PART II, LINE 13		9162995.	11686939.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 15

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	2931.	2931.	0.
FURNITURE	785.	785.	0.
EQUIPMENT	75.	75.	0.
FURNITURE	1553.	1553.	0.
FURNITURE	325.	325.	0.
FURNITURE	460.	460.	0.
TELEPHONE	6533.	6533.	0.
COMPUTERS	6046.	6046.	0.
MISC	159.	159.	0.
PRINTER	433.	433.	0.
FAX	325.	325.	0.
SCANNER	832.	832.	0.
TELEPHONE	1867.	1867.	0.
PROJECTOR	549.	546.	3.
READERS	1317.	1317.	0.
SHREDDER	511.	511.	0.
WEBDESIGN	12854.	12854.	0.
DESKS (2)	1612.	1612.	0.
CONF TABLE	1097.	1097.	0.
CONF TABLE CHAIRS	2616.	2616.	0.

LUCITE BASE	220.	220.	0.
MISC (LR)	1209.	1209.	0.
CHAIRS RECEPT	1605.	1605.	0.
FRAMING	1017.	1017.	0.
COMPUTERS (2)	3864.	3864.	0.
SCANNER	839.	714.	125.
OFFICE FURNISHINGS	56636.	28318.	28318.
OFFICE FURNISHINGS	2412.	723.	1689.
OFFICE EQUIPMENT	2540.	762.	1778.
OFFICE EQUIPMENT - HP DESKTOP	754.	226.	528.
COMPUTER SOFTWARE	17000.	8500.	8500.
COMPUTER SOFTWARE	3000.	500.	2500.
TOTAL TO FM 990-PF, PART II, LN 14	133976.	90535.	43441.

FORM 990-PF OTHER ASSETS STATEMENT 16

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	16984.	16984.	16984.
LIFE INSURANCE CSV	550966.	653146.	653146.
ARTWORK	47001.	47201.	47201.
TO FORM 990-PF, PART II, LINE 15	614951.	717331.	717331.

FORM 990-PF OTHER LIABILITIES STATEMENT 17

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PENSION CONTRIBUTION PAYABLE	27511.	28945.
TOTAL TO FORM 990-PF, PART II, LINE 22	27511.	28945.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 18
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PERRY ORETZKY
11150 W OLYMPIC BLVD #910
LOS ANGELES, CA 90064

TELEPHONE NUMBER

310-475-9700

FORM AND CONTENT OF APPLICATIONS

INITIAL CONTACT LETTER

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE LIMITED TO AREAS OF FOCUS FOUND IN THE MISSION STATEMENT: FOOD SECURITY, POST-SECONDARY SUCCESS AND CAREER READINESS, AND SPIRITUALITY IN SOUTHERN CALIFORNIA AND NEW ENGLAND.

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	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	COMPUTER	12/01/05	SL	5.00	HY	17	2931.				2931.	2931.		0.	2931.
2	FURNITURE	06/29/06	SL	7.00	HY	17	785.				785.	785.		0.	785.
3	EQUIPMENT	06/29/06	SL	5.00	HY	17	75.				75.	75.		0.	75.
4	FURNITURE	07/25/06	SL	7.00	HY	17	1553.				1553.	1553.		0.	1553.
5	FURNITURE	10/18/06	SL	7.00	HY	17	325.				325.	325.		0.	325.
6	FURNITURE	10/18/06	SL	7.00	HY	17	460.				460.	460.		0.	460.
7	TELEPHONE	09/05/06	SL	5.00	HY	17	6533.				6533.	6533.		0.	6533.
8	COMPUTERS	10/03/06	SL	5.00	HY	17	6046.				6046.	6046.		0.	6046.
9	MISC	12/15/06	SL	5.00	HY	17	159.				159.	159.		0.	159.
10	PRINTER	10/18/06	SL	5.00	HY	17	433.				433.	433.		0.	433.
11	FAX	10/18/06	SL	5.00	HY	17	325.				325.	325.		0.	325.
12	SCANNER	12/19/07	SL	5.00	HY	17	832.				832.	832.		0.	832.
14	TELEPHONE	10/09/09	SL	7.00		16	1867.				1867.	1802.		65.	1867.
15	PROJECTOR	12/21/09	SL	7.00		16	549.				549.	507.		39.	546.
16	READERS	01/21/10	SL	5.00	HY	17	1317.			659.	658.	658.		0.	658.
17	SHREDDER	01/21/10	SL	7.00	HY	17	511.			256.	255.	230.		25.	255.
18	WEBDESIGN	06/01/10	SL	7.00	HY	17	12854.			6427.	6427.	5623.		804.	6427.
19	DESKS (2)	12/05/09	SL	7.00		16	1612.				1612.	1514.		98.	1612.

628111 04-01-16

(D) - Asset disposed

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

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	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
20	CONF TABLE	12/05/09	SL	7.00		16	1097.				1097.	1033.		64.	1097.
21	CONF TABLE CHAIRS	12/05/09	SL	7.00	MQ	16	2616.				2616.	2462.		154.	2616.
22	LUCITE BASE	02/02/10	SL	7.00	MQ	17	220.			110.	110.	102.		8.	110.
23	MISC (LR)	05/21/10	SL	7.00	MQ	17	1209.			605.	604.	527.		77.	604.
24	CHAIRS RECEPT	02/23/10	SL	7.00	MQ	17	1605.			803.	802.	733.		69.	802.
25	FRAMING	05/07/10	SL	7.00	MQ	17	1017.			509.	508.	447.		61.	508.
26	COMPUTERS (2)	09/08/11	SL	5.00	HY	17	3864.			3864.				0.	
27	SCANNER	07/02/13	SL	5.00	HY	17	839.			420.	419.	210.		84.	294.
28	OFFICE FURNISHINGS	01/01/15	SL	5.00	HY	17	56636.				56636.	16991.		11327.	28318.
29	OFFICE FURNISHINGS	04/25/16	SL	5.00	HY	17	2412.				2412.	241.		482.	723.
30	OFFICE EQUIPMENT	02/19/16	SL	5.00	HY	17	2540.				2540.	254.		508.	762.
31	OFFICE EQUIPMENT - HP DESKTOP	04/19/16	SL	5.00	HY	17	754.				754.	75.		151.	226.
32	COMPUTER SOFTWARE	12/11/15	SL	3.00	HY	17	17000.				17000.	2833.		5667.	8500.
33	COMPUTER SOFTWARE	11/22/16	SL	3.00	HY	19A	3000.				3000.			500.	500.
	* TOTAL 990-PF PG 1 DEPR						133976.			13653.	120323.	56699.		20183.	76882.
	CURRENT YEAR ACTIVITY														
	BEGINNING BALANCE						130976.			13653.	117323.	56699.			76382.

628111 04-01-16

(D) - Asset disposed

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

2016 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Conv	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
	ACQUISITIONS						3000.			0.	3000.	0.			500.
	DISPOSITIONS						0.			0.	0.	0.			0.
	ENDING BALANCE						133976.			13653.	120323.	56699.			76882.
	ENDING ACCUM DEPR											90535.			
	ENDING BOOK VALUE											43441.			

628111 04-01-16

(D) - Asset disposed

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