

Department of the Treasury Internal Revenue Service

EXTENDED TO OCTOBER 15, 2018
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.

2016 en to Public Inspection Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf
The ginning DEC 1 2016 and ending NOV 30

	ror ca	rieni	dar year zo to of tax year beginning DES	2 1, 2010	, and enoing	NOV 30, 201/		
-	Nam	e of	foundation			A Employer identification	number	
	ТŦ	H.	LEONARD & SOPHIE DAVIS	94-3402266				
•			nd street (or P O box number if mail is not delivered to street	B Telephone number				
	C	0	ALAN DAVIS PO BOX 5907	23		212 245-5900		
•			own, state or province, country, and ZIP or foreign			C If exemption application is po		
			FRANCISCO, CA 94159	, 				
•	G CI	neck	all that apply: Initial return	Initial return of a fo	ormer public charity	D 1. Foreign organizations	s, check here	
			Final return	Amended return				
			Address change	Name change		Foreign organizations me check here and attach co	mputation	
	H C	neck	type of organization. X Section 501(c)(3)	exempt private foundation		E If private foundation sta	tus was terminated	
			ction 4947(a)(1) nonexempt charitable trust	Other taxable private founda		under section 507(b)(1)	(A), check here	
	I Fai	r ma	rket value of all assets at end of year 🚺 Accoun	-	Accrual	F If the foundation is in a		
				Other (specify)		under section 507(b)(1)	(B), check here	
		_	154,991,158. (Part I, col			<u> </u>	(4)-	
	Pa	rt I	→ (The total of amounts in columns (b), (c), and (d) may not	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net	(d) Disbursements for charitable purposes	
			necessarily equal the amounts in column (a)	6,255,378.		N/A	(cash basis only)	
	Ì		Contributions, gifts, grants, etc., received Check If the foundation is not required to attach Sch B	0,233,370.		N/A	 	
		2	Interest on savings and temporary	25,883.	25,883.	 	STATEMENT 1	
		J A	cash investments Dividends and interest from securities	2,422,806.	2,422,806.		STATEMENT 2	
		4 50	Gross rents	2/122/0001	Д/12Д/050.		DITTI DILETTI Z	
			Net rental income or (loss)			Di		
	une	_	Net gain or (loss) from sale of assets not on line 10	8,920,782.		T AL	CIEVED	
			Gross sales price for all 46,956,712.				70	
	Revenu	7	Capital gain net income (from Part IV, line 2)		8,920,782.	IXI UC	18 2018 3	
	ă	8	Net short-term capital gain				انا	
		9	Income modifications Gross sales less returns			00	القا القا	
		10a	and allowances				PEN, UT	
			Less Cost of goods sold					
8			Gross profit or (loss)	400	406	 	CM > MENTENTE 2	
2018			Other Income	496. 17,625,345.	496. 11,369,967.		STATEMENT 3	
LC3	_		Total. Add lines 1 through 11 Compensation of officers, directors, trustees, etc.	45,000.	0.	 	45,000.	
		13 14	Other employee salaries and wages	43,000.		 	43,000.	
\geq			Pension plans, employee benefits					
NOV	S		Legal fees STMT 4	91,652.	0.	 	91,652.	
	enses		Accounting fees STMT 5	104,531.	0.		104,231.	
訊	9		Other professional fees STMT 6	555,689.	536,480.		19,209.	
8	ē Ē		Interest					
	ministrative	18	Taxes STMT 7	4,679.	4,679.		0.	
Elos	ist	19	Depreciation and depletion				<u> </u>	
-(/	Ē	20	Occupancy					
	Adi		Travel, conferences, and meetings			<u> </u>		
	and	22	Printing and publications			ļ <u> </u>	<u> </u>	
	bu	23	Other expenses STMT 8	52,888.	52,888.		0.	
	rati	24		054 420	F04 047		200 000	
	Operating and		expenses. Add lines 13 through 23	854,439. 11,069,182.	594,047.		260,092. 11,069,182.	
	J	123	Contributions, gifts, grants paid	11,009,102.		 	11,009,182.	
		26	Total expenses and disbursements.	11,923,621.	594,047		11,329,274.	
		27	Add lines 24 and 25 Subtract line 26 from line 12:	11,723,021.	334,047	' 	11,303,614.	
		ŀ	Excess of revenue over expenses and disbursements	5,701,724.				
			O Net investment income (if negative, enter -0-)		10,775,920		· · · · · · · · · · · · · · · · · · ·	
		l	Adjusted net income (if negative, enter -0-)			N/A	T	

Form **990-PF** (2016)

<u>Fort</u>	n 99	0-PF (2016) THE LEONARD & SOPHIE DAY	/IS FUND Beginning of year	94-	3402266 Page 2
Б	art	f year			
Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (a) Book Value (b) Book Value				(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
		Savings and temporary cash investments	1,734,276.	1,592,990.	1,592,990.
	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			
Assets	9	Prepaid expenses and deferred charges		 	
Ass	_	Investments - U S. and state government obligations			
		Investments - corporate stock STMT 10	123,078,750.	141,441,040.	141,441,040.
		Investments - corporate bonds STMT 11	730,913.	0.	0
		Investments - land, buildings, and equipment basis	730,513.		
	'''		<u>.</u> .		
	12	Less accumulated depreciation			
		Investments - mortgage loans Investments - other STMT 12	7,401,897.	11,094,952.	11,094,952.
	13		7,401,097.	11,094,952.	11,094,932.
	14	Land, buildings, and equipment; basis			
	۱.,	Less accumulated depreciation Other assets (describe ► STATEMENT 13)	865,142.	862,176.	862,176.
	15	,	003,142.	002,170.	002,170.
	16	Total assets (to be completed by all filers - see the	122 010 070	154 001 150	164 001 160
_	_	Instructions Also, see page 1, item I)	133,010,970.	134,991,130.	154,991,158.
	17	, ,			
	18	Grants payable			
es	19	Deferred revenue			
į	20	Loans from officers, directors, trustees, and other disqualified persons			
Liabilitie	21	Mortgages and other notes payable			,
_	22	Other liabilities (describe			1
	23	Total liabilities (add lines 17 through 22)	0.	0.	ì
	23	Foundations that follow SFAS 117, check here			
		and complete lines 24 through 26 and lines 30 and 31.			
ø	24	Unrestricted		11	
ces	•				1
ala	25	Temporarily restricted			
or Fund Balan	26	Permanently restricted Foundations that do not follow SFAS 117, check here			
Š		•			
<u>بر</u>		and complete lines 27 through 31.	9,491,126.	0 401 126	
ţ	-'	Capital stock, trust principal, or current funds	9,491,120.	9,491,126.	
Assets	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
Ř	29	Retained earnings, accumulated income, endowment, or other funds	124,319,852.	145,500,032.	
Net	30	Total net assets or fund balances	133,810,978.	154,991,158.	
	١,,	Table 11-b-114ing and not constalling disclosure	133,810,978.	154,991,158.	
=	31	Total liabilities and net assets/fund balances		134,331,130.	<u></u>
LP	art	III Analysis of Changes in Net Assets or Fund Ba	alances		
1	Tota	I net assets or fund balances at beginning of year - Part II, column (a), line	30		
		st agree with end-of-year figure reported on prior year's return)		1	133,810,978.
2	Ente	r amount from Part I, line 27a		2	5,701,724.
3	15,478,933.				
_		r increases not included in line 2 (itemize)		ATEMENT 9 3	154,991,635.
5	Deci	eases not included in line 2 (itemize) INTEREST AND P	ENALTIES	5	477.
<u>6</u> _	Tota	net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30	6	154,991,158.
_				-	Form 990-PF (2016)

THE LEONARD & SOPHIE DAVIS FUND

94-3402266

94-3402266

THE LEONARD & SOPHIE DAVIS FUND

Part IV Capital Gains and Losses for Tax on Investment Income (b) How acquired (a) List and describe the kind(s) of property sold, e.g., real estate, (c) Date acquired (d) Date sold Purchase (mo., day, yr.) 2-story brick warehouse, or common stock, 200 shs. MLC Co. (mo., day, yr.) D - Donation 1a LIGHTHOUSE CAPITAL PARTNERS VI, Р VARIOUS 11/30/17 b PINEBRIDGE PEP P VARIOUS 11/30/17 c PINEBRIDGE PEP P VARIOUS 11/30/17 d SECTION 1231 GAIN PINEBRIDGE PEP P VARIOUS 11/30/17 e SECTION 1256 LOSS PINEBRIDGE PEP P VARIOUS 11/30/17 THE LYME FOREST FUND III TE, LP P VARIOUS 11/30/17 g US BANK A/C #06247 P SEE ATTACHED VARIOUS 11/30/17 #06247 BANK A/C SEE ATTACHED P VARIOUS 11/30/17 h US #06775 SEE ATTACHED BANK A/C P US VARIOUS 11/30/17 #06775 SEE ATTACHED BANK A/C US P VARIOUS 11/30/17 k US BANK A/C #07198 _ SEE ATTACHED P VARIOUS 11/30/17 BANK A/C #07198 SEE ATTACHED P 11/30/17 ្របន VARIOUS SEE ATTACHED m WELLS FARGO P VARIOUS 11/30/17 n WELLS FARGO - SEE ATTACHED P VARIOUS 11/30/17 0 YOLEV INVESTMENTS LLC P VARIOUS 11/30/17 (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 4,577 4,577. a 81. 81. b 93,858. 93,858. C 571. 571. d -145. -145.е 325. 325. 4,895,002. 4,613,906. 281,096. g 110,992. <u>10,722,823.</u> <u>3,388,169.</u> 367,751 433,848. 66,097. 5,828,659. 1,611,110. 4,217,549. 1,747,384. 1,548,487. 198,897. 2,197,863. 7,564,866. 5,367,003. $\overline{194,473}$. 4,038,924. 3,844,451. m 8,195,346. 7,336,344. 859,002. n 21,838. 21,838. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (j), if any 4,577. 81. b 93,858. 571. d -145. 325. 281,096. 3,388,169. h 66,097. 611,110. 198,897. 2,197,863. 194,473. m 859,002. n 21,838. 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 2 Capital gain net income or (net capital loss) 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

THE LEONARD & SOPHIE DAVIS FUND Part IV | Capital Gains and Losses for Tax on Investment Income

Oupital damo and Lo	33C3 IOI TUX OII IIIVCSUITCIIL IIIGGIIIC				
(a) List and	d describe the kind(s) of property sold rick warehouse; or common stock, 20	I, e.g., real estate,	(b) How acquired P - Purchase	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr.)
		ou sils. IVILU UU.	D - Donation	(Ino., day, yr)	(IIIo., day, yr.)
1a YOLEV INVESTME				VARIOUS	11/30/17
b CAPITAL GAIN D			<u> P</u>		
		P REAL ESTATE SEC			11/30/17
	AIN YOLEV INVESTM				11/30/17
	REAL ESTATE SECO				11/30/17
f PARTNERS GROUP	REAL ESTATE SECO	NDARY	P	VARIOUS	11/30/17
<u>g</u>		<u> </u>			
<u>h</u>					
					
_k	 				
<u>m</u>				 	
<u>n</u>					
0	/ft Depresention allowed	(a) Coat or other have		Com or (loss)	L
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		Gain or (loss)	
	(er alle riable)	17,616.	(0) F		-17,616.
a b 17,983.		17,010.	-		$\frac{-17,818.}{17,983.}$
4 240					1,348.
1 104	<u> </u>				$\frac{1,348.}{1,184.}$
F 4					54.
f 54.		· · · · · · · · · · · · · · · · · · ·			17.
1 27.	 		· · · · · · · · · · · · · · · · · · ·		<u> </u>
<u>y</u>					
<u>h</u>					
<u>k</u>			·		
<u></u>					
<u>m</u>					
n					
0					
	ng gain in column (h) and owned by t	he foundation on 12/31/69	(I) Los	ses (from col. (h))	
	(j) Adjusted basis	(k) Excess of col. (i)	Gains (excess of	of col. (h) gain ove	r col. (k),
(i) F.M.V. as of 12/31/69	as of 12/31/69	over col. (j), if any	but n	ot less than "-0-")	
a					-17,616.
b					17,983.
c					1,348.
d					$1,\overline{184}.$
e					54.
f					17.
9					
<u>h</u>					
<u>i</u>					
<u>k</u>				-	
<u> </u>					
<u>m</u>		<u> </u>			
<u>n</u>					
0	<u> </u>				
	r If oam also enter	in Part I, line 7		-	
2 Capital gain net income or (net o	apıtal loss) { If gaın, also enter If (loss), enter "-0	-" in Part I, line 7	2	8,	920,782.
	oss) as defined in sections 1222(5) an	d (6):			
If gain, also enter in Part I, line 8		}		37/5	
If (loss), enter "-0-" in Part I, line	: 0	, ,	3 1	N/A	

(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.)			ARD & SOPHIE			an:				4-340		Page 3
The section of the section of the section of 1921 (bit of the section of 1921 (bit of the section of 1941 (bit of the section of 1940) (c)) and other the section of 1940 (bit of the section of 1940) (c)) and other the section of 1940 (bit of the section of 1940) (c)) and other the section of 1940 (bit of the section of 1940) (c)) and other the section of 1940 (bit of the section of 1940) (bit of the 1940) (bit of the section of 1940) (bit of the 19					IIICOIIIE					_	Т.	
Captrol gam est income or (net captrol loss) (if) gam, also enter in Part I, line 7 (boss), enter or (loss) (cot.), francy (cot.), f						D, D	- Purci - Dona	hase ation				
Complete soft for assets showing gain in column (in) and owned by the foundation on 123/169 (i) Same of Cod. (ii) span minus (ii) Same of Cod. (ii) span minus (iii) Same of Cod. (iii) Same of Cod. (iii) span minus (iii) Same of Cod. (iii) span minus (iii) Same of Cod. (iii) span minu	1a											
(a) Gross sales price (f) Deprecation allowed (g) Cost or other basis plus appears of sale (h) Gian or (floss) (g) plus (f) minus (g) (e) Gross sales price (for allowable) (for allowable) (g) plus (g) plus (f) minus (g) (e) plus (f) minus (g) (f) plus (f)	b										<u> </u>	
(e) Gross sales price (f) Deprecation allowed (g) Cost or other basis glus appense of sale (h) Gain or (loss) (e) plus (f) minus (g) (e) plus (f) minus (g) (e) plus (p) minus (g) (e) plus (g) minus (g) (e) plus (g) p	С										<u> </u>	
(e) Gross sales price (f) Deprecation allowed (or allowable) (h) plus (f) p	d										ļ	
(i) F.M.V. as of 123169 (ii) Adjusted basis as of 1273169 (ii) Adjusted basis as of 1273169 (iii) F.M.V. as of 123169 (iii) Adjusted basis as of 1273169 (ii	е					<u> </u>						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (i) Gains (Cot., (h) gain minus cot., (h) but not less than -0-) or (l) Gains (Cot., (h) gain minus cot., (h) but not less than -0-) or (l) Gains (Cot., (h) gain minus cot., (h) but not less than -0-) or (l) Gains (Cot., (h) gain minus cot., (h) but not less than -0-) or (l) Gains (Cot., (h) gain minus cot., (h) but not less than -0-) or (l) Gains (Cot., (h) gain minus cot., (h) but not less than -0-) or (l) gains (Cot., (h) gain minus cot., (h) but not less than -0-) or (l) gains (Cot., (h) gain minus cot., (h) but not less than -0-) or (l) gains (Cot., (h) gain minus cot., (h) but not less than -0-) or (l) gains (Cot., (h) gain minus cot., (h) but not less than -0-) or (l) gains (Cot., (h) gain minus cot., (h) but not less than -0-) or (l) gains (Cot., (h) gain minus cot., (h) but not less than -0-) or (l) gains (Cot., (h) gain minus cot., (h) but not less than -0-) or (l) gains (Cot., (h) gain minus cot., (h) but not less than -0-) or (l) gains (Cot., (h) gain minus cot., (h) but not less than -0-) or (l) gains (Cot., (h) gain minus cot., (h) but not less than -0-) or (l) gains (Cot., (h) gain minus cot., (l) gains (Cot., (h) gains (Cot., ((e) Gross sales price	(f) D										
Complete only for asserts showing gain in column (h) and owned by the foundation in 12/31/69 (ii) Gains (Cot. (h) parm notice (iii) Adjusted basis as of 12/31/69 (iii) Adjusted basis (iii) F.M.V. as of 12/31/69 (iii) Adjusted basis as of 12/31/69 (iii) Adjusted basis (iii) F.M.V. as of 12/31/69 (iii) Adjusted basis (iii) F.M.V. as of 12/31/69 (iii) Adjusted basis (iii) F.M.V. as of 12/31/69 (iii) Adjusted basis (iv) F.M.V. as of 12/31/69 (iii) Adjusted basis (iv) F.M.V. as of 12/31/69 (iv) F.M.V. as of 12/31/69 (iii) Adjusted (iii) F.M.V. as of 12/31/69 (iii) F	<u>a</u>											
	<u>b</u>			_								
46 , 956 , 712 .											<u></u>	
Complete only for assets showing gain in continum (h) and owned by the foundation on 12/31/69 (i) F.M.V. as of 12/31/69 (ii) Adjusted basis (iv) Excess of cot. (i), if any ce d.				3	2 035 93	$\overline{}$					8 920	782
(ii) F.M.V. as of 12/31/69 (iii) Adjusted basis (iv) Faces of rot. (i) over col. (ii), if any col. (iii), but not less than -0-) or col. (iii), but not less than -0-) or col. (iii), but not less than -0-) or col. (iii), if any col. (iii) as of 12/31/69 (over col. (iii), if any col. (iii) as of 12/31/69 (over col. (ii), if any col. (iii) as of 12/31/69 (over col. (iii) as of 12/31/69 (over col. (iii) as of 12/31/69 (over col. (iii) and in the col. (iii) as of 12/31/69 (over col. (iii) and in the col. (iii) as of 12/31/69 (over col. (iii) and in the col. (iii) as of 12/31/69 (over col. (iii) and in the col. (iii) as of 12/31/69 (over col. (iii) and in the col. (iii) as of 12/31/69 (over col. (iii) any col. (iii) as of 12/31/69 (over col. (iii) and in the col. (ii		ימ מפוח וח מ	olumn (h) and owned by t			•			Came /	'ol (b) gau		, 102.
Capital gam net income or (net capital loss) (if gam, also enter in Part I, line 7 8, 920, 782.	Complete only for assets showin							col	, Gains (C	not less tha	an -0-) or	
Capital gain net income or (net capital loss)	(i) F.M.V. as of 12/31/69	(Losses	(from col.	(h))	
Capital gain net income or (net capital loss)												
Capital gain net income or (net capital loss)	<u>b</u>											
Capital gain net income or (net capital loss)												
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 [If gain, also enter in Part I, line 8, column (c). If (loss), enter -0 - in Part I, line 8, column (c). If (loss), enter -0 - in Part I, line 8, column (c). If (loss), enter -0 - in Part I, line 8, column (c). If (loss), enter -0 - in Part I, line 8, column (c). If (loss), enter -0 - in Part I, line 8, column (c). If (loss), enter -0 - in Part I, line 8 Capital Foundation Under Section 4940(e) for Reduced Tax on Net Investment Income. Foundation lable for the section 4940(e) for Reduced Tax on Net Investment Income. Foundation lable for the section 4940(e) for Reduced Tax on net investment income.) Foundation lable for the section 4940(e) for Reduced Tax on net investment income. Foundation lable for the section 4940(e) for Reduced Tax on net investment income. Foundation lable for the section 4940(e) for Reduced Tax on net investment income. Foundation lable for the section 4940(e) for Reduced Tax on net investment income. Foundation lable for the section 4940(e) for Reduced Tax on Net Investment income. Foundation lable for the section 4940(e) for Reduced Tax on Net Investment income. Foundation lable for the section 4940(e) for Reduced Tax on Net Investment income. Foundation lable for the section 4940(e) for Reduced Tax on Net Investment income. Foundation lable for the section 4940(e) for Reduced Tax on Net Investment income. Foundation lable for the section 4940(e) for Reduced Tax on Net Investment income. Foundation lable for the section 4940(e) for Reduced Tax on Net Investment income. Foundation lable for the section 4940(e) for Reduced Tax on Net Investment for Reduced Tax on Net Investment Income. Foundation lable for the section 4940(e) for Reduced Tax on Net Investment for Reduced Tax on Net Investment Income. Foundation lable for the section 4940(e) for Reduced Tax on Net Investment for Reduced Tax on Net Investment	_d										0 000	700
2 Capted gain net income or (net capital Joss)	е				***	_					8,920	, 182.
If gain, also enter in Part I, line 8, column (c).	2 Capital gain net income or (net ca	ipital loss)				}	2				8,920	<u>,782.</u>
If (loss), enter -0- in Part I, line 8 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?	3 Net short-term capital gain or (lo	ss) as defii	ned in sections 1222(5) an	d (6):		`						
Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income	If gain, also enter in Part I, line 8,	column (d	c).			\				/-		
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?	If (loss), enter -0- in Part I, line 8		No - 10 40/-\ f	Dadasad			3			N/A	4	
If section 4940(d)(2) apphes, leave this part blank. Was the foundation hable for the section 4942 tax on the distributable amount of any year in the base period? Yes	Part V Qualification U	naer S	ection 4940(e) for	Reduced	rax on Net	IIIVE	Sum	ent inco	me		<u> </u>	
Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes	(For optional use by domestic private	e foundation	ons subject to the section 4	1940(a) tax on	net investment in	come	:.)					
Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes	If section 4940(d)(2) applies, leave t	his part bla	ank.									
Enter the appropriate amount in each column for each year; see the instructions before making any entries. Calendar year (of tax year beginning in) Adjusted qualifying distributions Net value of noncharitable-use assets Col. (b) divided by col. (c)	, , , , , ,	·										(TT)
Enter the appropriate amount in each column for each year; see the instructions before making any entries. Calendar year (or tax year beginning in) Adjusted qualifying distributions Net value of noncharitable-use assets Distribution ratio (col. (b) divided by col. (c))					•	10d?					Yes	X No
Base period years Adjusted qualifying distributions Net value of noncharitable-use assets Color, (b) divided by col. (c)						ntrion						
Calendar year (of tax year beginning in) Adjusted qualifying distributions Net value of noncharitable-use assets (col. (b) divided by col. (c))		each colui		istructions ber	ore making any e						(4)	
2015 8 , 8 4 9 , 17 3 . 125 , 415 , 490 . .070 559 2014 8 , 424 , 970 . 125 , 284 , 991 . .067246 2013 7 , 357 , 337 . 120 , 693 , 484 . .060 959 2012 5 , 559 , 750 . 104 , 650 , 495 . .053127 2011 3 , 970 , 032 . 87 , 266 , 993 . .045493 2	Base periód years	na in)		tributions	Net value of no			use assets		Distr	ibution ratio	(c))
2014 8,424,970. 125,284,991		ilg iii)							_	(001. (0) 0		
2013 7, 357, 337. 120, 693, 484												
2012 5,559,750. 104,650,495			7 35	7 337								
2 Total of line 1, column (d) 2 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 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 5 Multiply line 4 by line 3 6 Enter 1% of net investment income (1% of Part I, line 27b) 7 Add lines 5 and 6 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.										•		
2 Total of line 1, column (d) 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			3,93	0 032								
A 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	2011		3,37	0,000.		<u> </u>	,	0,000	Ť	1		
A 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	2. Total of line 1 column (d)								١,		. 2	97384
the foundation has been in existence if less than 5 years		E year bac	so pariod - divida the total i	on line 2 hy 5	or by the number	of vo	are		-		• •	3 7 3 0 4
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 Multiply line 4 by line 3 5 8,538,925. 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 107,759. 7 Add lines 5 and 6 7 8,646,684. 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	•	•	•	= :	or by the number	UI ye	ais		١,		. 0	59477
5 8,538,925. 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 Inter 1% of net investment income (1% of Part I, line 27b) 7 Add lines 5 and 6 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	the roundation has been in existe	1116 11 1633	than 5 years	•		•	•					551
6 Enter 1% of net investment income (1% of Part I, line 27b) 6 107,759. 7 Add lines 5 and 6 7 8,646,684. 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	4 Enter the net value of noncharital	ble-use ass	sets for 2016 from Part X,	line 5					4	14	13,566	,840.
6 Enter 1% of net investment income (1% of Part I, line 27b) 6 107,759. 7 Add lines 5 and 6 7 8,646,684. 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	5 Multiply line 4 by line 3								5		<u>8,5</u> 38	,925.
7 Add lines 5 and 6 7 8,646,684. 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	., ,											
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	6 Enter 1% of net investment incor	ne (1% of	Part I, line 27b)						6	ļ	107	<u>,759.</u>
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.	7 Add lines 5 and 6								7		8,646	,684.
See the Part VI instructions.	8 Enter qualifying distributions fro	m Part XII,	, line 4						8		11,329	,274.
		n line 7, cl	neck the box in Part VI, line	e 1b, and comp	lete that part usi	ng a 1	% tax r	rate.				
										_	Form 990-	PF (2016)

	990-PF (2016) THE LEONARD & SOPHIE DAVIS FUN			<u>/</u>	94-	34022	<u> 56</u>		Page 4	
Pa	t VI Excise Tax Based on Investment Income (Section 4940	(a), 49	40(b), 4940(d	e), or 49	48 -	see inst	ruc	tion	s)	
1a	Exempt operating foundations described in section 4940(d)(2), check here 🕨 🔲 and e	nter "N/A"	on line 1.	ا		ļ				
	Date of ruling or determination letter: (attach copy of letter if nec	essary-se	e instructions)					_		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here	► X aı	nd enter 1%)	1		<u>10'</u>	7,7	<u>59.</u>	
	of Part I, line 27b					Ì				
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. Ot	hers enter	-0-)		2				0.	
3	Add lines 1 and 2				_3		<u>10'</u>	7,7	<u>59.</u>	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. O	thers ente	r -0-)		4				<u>0.</u>	
	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-				5		<u>10'</u>	7,7	<u>59.</u>	
	Credits/Payments:								1	
	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	52	,372.						
	Exempt foreign organizations - tax withheld at source	6b	100	000						
	Tax paid with application for extension of time to file (Form 8868)	6c	120	,000.						
	Backup withholding erroneously withheld	6d				l .	4			
	Total credits and payments. Add lines 6a through 6d				7	ļ	<u> </u>	4,3	$\frac{72.}{41}$	
	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is atta	iched			8	-		1,2	<u>41.</u>	
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed				9	 	 ;	2 2	72	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	62	272		10		<u> 6.</u>	3,3		
	Enter the amount of line 10 to be: Credited to 2017 estimated tax rt VII-A Statements Regarding Activities	6.3	, 372. Refu	inded 🚩	11	L			0.	
		1-4	1.4.444				\neg	Yes	No	
ıa	During the tax year, did the foundation attempt to influence any national, state, or local legis	iation or o	ilo it participate o	rintervene	III	<u> </u>	_	162		
_	any political campaign? Did it spend more than \$100 during the year (either directly or indirectly) for political purpo	000 (000 u	antrustions for the	dofinition)			1a		X	
U		•		,			1b			
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities a	na copie:	s of any materia	is publish	ea or					
,	distributed by the foundation in connection with the activities Did the foundation file Form 1120-POL for this year?						1c		х	
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the	vear.				<u> </u>	-			
•	(1) On the foundation. \blacktriangleright \$ 0 . (2) On foundation managers	•		0.						
e	Enter the reimbursement (if any) paid by the foundation during the year for political expendi	_							Į.	
·	managers. ► \$ 0.								;	
2	Has the foundation engaged in any activities that have not previously been reported to the II	38?				ľ	2		Х	
	If "Yes," attach a detailed description of the activities									
3	Has the foundation made any changes, not previously reported to the IRS, in its governing i	nstrument	, articles of incor	oration, or						
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the change	es				-	3		X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the yea					4	4a	Х		
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?						5		X	
	If "Yes," attach the statement required by General Instruction T									
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied en	ther:					ĺ			
	By language in the governing instrument, or						ŀ			
	By state legislation that effectively amends the governing instrument so that no mandator	y direction	is that conflict wif	h the state	law		ļ	_	-	
	remain in the governing instrument?					<u> </u>	6		<u> </u>	
7	Did the foundation have at least $$5,000$ in assets at any time during the year? If "Yes," con	nplete Pa	art II, col (c), an	d Part XV		<u> </u>	7	Х		
8a	Enter the states to which the foundation reports or with which it is registered (see instruction	ns) 🟲 _								
	CA									
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the A	ttorney Ge	eneral (or designa	te)			ļ			
	of each state as required by General Instruction G? If "No," attach explanation						3b	Х		_
9	Is the foundation claiming status as a private operating foundation within the meaning of se			5) for caler	ndar		-			~)
	year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," of						9		X	
10	Did any persons become substantial contributors during the tax year? If "Yes" attach a schedu	de listing the	or names and addres	ses			10		_ X	

	990-PF (2016) THE LEONARD & SOPHIE DAVIS FUND 94-3402	200		Page 5
Pa	rt 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		i	
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		<u> X</u>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?	1 1		
	If "Yes," attach statement (see instructions)	12		<u> </u>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A			
14	The books are in care of ► ALAN DAVIS Telephone no. ► 212-24	<u> 5−5</u>	<u>900</u>	
	Located at ▶ 460 PARK AVENUE 12TH FLOOR, NEW YORK, NY ZIP+4 ▶10	022		
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	N	/A	
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16		Х
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the			
	foreign country >			
Pa	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			} .
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	'		ĺ
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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)?			
	(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	1		
	termination of government service, if terminating within 90 days.) Yes X No			
		1 1		
,	olf 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			-
		1 <u>b</u>		
	Organizations relying on a current notice regarding disaster assistance check here			
•	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected	1		x
	before the first day of the tax year beginning in 2016?	1c		
2				
	defined in section 4942(j)(3) or 4942(j)(5)):			١,
8	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 X No			
	If "Yes," list the years , , , , , , , , , , , , , , , , , , ,			
ľ	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect	1		İ
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach	1 1		
	statement - see instructions.) N/A	<u>2</u> b		
	: If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
38				l
	during the year?			
١	o 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,	[]		l
	Form 4720, to determine if the foundation had excess business holdings in 2016)	3b		<u> </u>
4	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
ı	b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that	!		l '
_	had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		_ X
	Fo	rm 99 0)-PF	(2016)

Form 990-PF (2016) THE LEONARD & SOPHIE DAV			94-34022	6 Page 6
Part VII-B Statements Regarding Activities for Which F	orm 4720 May Be R	equired (continu	ued)	
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))?	Ye	es X No	
(2) Influence the outcome of any specific public election (see section 4955); or	to carry on, directly or indire	• •		
any voter registration drive?			s X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes'	7	Y6	es X No	1 1
(4) Provide a grant to an organization other than a charitable, etc., organization	described in section			
4945(d)(4)(A)? (see instructions)		Ye	s X No	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or f	or		
the prevention of cruelty to children or animals?		Ye	s X No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	der the exceptions described i	in Regulations	1	1 1
section 53.4945 or in a current notice regarding disaster assistance (see instru	ctions)?		N/A	5b
Organizations relying on a current notice regarding disaster assistance check hi	ere			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr	om the tax because it maintai	ined		
expenditure responsibility for the grant?	N	I/A 🔲 Y6	es 🔲 No	
If "Yes," attach the statement required by Regulations section 53 4945	-5(d)			1 1
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	` '			
a personal benefit contract?			s X No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?			66 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 s	helter transaction?	☐ Ye	s X No	1
b If "Yes," did the foundation receive any proceeds or have any net income attribu				7b
Part VIII Information About Officers, Directors, Truste		nagers, Highly	- <u> </u>	
Paid Employees, and Contractors	•			
1 List all officers, directors, trustees, foundation managers and their c	compensation.			
<u> </u>	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	and deferred compensation	account, other allowances
ALAN S DAVIS	CHIEF EXECUTI			
PO BOX 590723				
SAN FRANCISCO, CA 94159	10.00	15,000.	0.	0.
MARY LOU DAVIS	CHIEF FINANCI			
PO BOX 590723				
SAN FRANCISCO, CA 94159	2.00	15,000.	0.	0.
			-	
<u> </u>		1		
	·			
2 Compensation of five highest-paid employees (other than those incl	luded on line 1). If none,	enter "NONE."		
() No	(b) Title, and average		(d) Contributions to employee benefit plans	(e) Expense account, other
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	and deferred compensation	account, other allowances
NONE	action to product		20111panoadon	
		 	-	
		 		
		1		
		 		 -
		 	· · · · · · · · · · · · · · · · · · ·	
Tatal number of other ampleyees paid over CEA 000		<u> </u>	<u> </u>	
Total number of other employees paid over \$50,000				0 990-PF (2016)
			Form	əə∪•rr (2016)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly	ige 7
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) Compensi	ation
BOSTON TRUST & INVESTMENT MANAGEMENT COMPANY	
ONE BEACON STREET, BOSTON, MA 02108 INVESTMENT ADVISORS 469,56	<u> 4.</u>
FARKOUH, FURMAN, & FACCIO, LLP	
460 PARK AVE, 12TH FL, NEW YORK, NY 10022 ACCOUNTING FEES 104,23	<u> 31.</u>
WELLS FARGO	
PO BOX 20160, LONG BEACH, CA 90801 INVESTMENT ADVISORS 66,91	<u> 6.</u>
LAWRENCE S OTTINGER - 7004 W GREENVALE	
PARKWAY, CHEVY CHASE, MD 20815 LEGAL FEES 55,70	00.
Total number of others receiving over \$50,000 for professional services	0
Part IX-A Summary of Direct Charitable Activities	
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. Expenses	
1 N/A	
2	
3	
4	
Port IV P. C	
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	
37/3	
1 N/A	
2	
	
All other program-related investments. See instructions.	
3	
	

Total. Add lines 1 through 3

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	dations	s, see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	_1a	139,994,894.
b	Average of monthly cash balances	1b	5,628,412.
C	Fair market value of all other assets	1c	129,831.
d	Total (add lines 1a, b, and c)	1d	145,753,137.
е	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	145,753,137.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,186,297.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	_ 5	143,566,840.
6_	Minimum investment return. Enter 5% of line 5	6	7,178,342.
LP	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations an	d certaır	1
	foreign organizations check here 🕨 🔲 and do not complete this part.)		
1	Minimum investment return from Part X, line 6	1	7,178,342.
2a	Tax on investment income for 2016 from Part VI, line 5	Ì	
b	Income tax for 2016. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	107,759.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,070,583.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,070,583.
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	7,070,583.
P	art XII Qualifying Distributions (see instructions)		
_	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes;		
a	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	11,329,274.
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		3a	
b		3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,329,274.
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	107,759.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	107,759. 11,221,515.
	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation q	ualifies	for the section
	4940(e) reduction of tax in those years.		

Part XIII Undistributed Income (see instructions)

Inter 2 United about account of early, set of the and of 20 to a Enter amount for 2015 only		(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
2 Undershould recome, a way, as a side was used 75 to 8. Enter amount of the same amounts of the same amou	·	· · · · · · · · · · · · · · · · · · ·			7 070 503
Excess distributions carryover, if any, to 2016: a From 2011 b From 2012 c From 2013 d From 2014	la de la companya de				7,070,583.
3 Excess distributions carryover, if any, to 2016: a From 2017 From 2019 From 2014 Construction 2015 From 2015 That of time 3s through to 4 Charles 3s through to 5 Charles 3s	· · · · · · · · · · · · · · · · · · ·				
3 Excess distributions carryover, it amy, to 2016: a From 2011 b From 2012 c From 2013 d From 2014	F				
3 Excess distributions curryover, it any, to 2016: a from 2015 b From 2015 c F	g rotal for prior years.		0		
a From 2012 b From 2012 c From 2013 d From 2014 c From 2015	2 Evenes distributions carryover if any to 2016:		0.		
From 2012 From 2014 2, 43, 238. From 2015 2, 677, 654. 3, 220, 892.	1' ' '				
From 2014	- · · · · · · · · · · · · · · · · · · ·				' :
d From 2014					
From 2015					
4 Qualifying distributions for 2016 from Part XII, Inv 4 1	dFrom 2014 543, 238.				
4. Qualitying distributions for 2016 from Part XII, Inte 4: Ps. \$ 11, 329, 274. a Applied to 2015, but not more than line 2a					i
Part XI, Inne 4 ► \$ 11,329,274. a Applied to 2015, but not more than tine 2a b Applied to undistributed income of prior years (Election required - see instructions) (Election required - see instructions) (Applied to 2016 distributable amount eRemaining amount distributed out of corpus (Election required - see instructions) 4 Applied to 2016 distributable amount eRemaining amount distributed out of corpus 5 Excess distributions carryow applied to 2016 (firs a mornat special ex received (in the sema embount mats the distributed income for value) (firs a mornat special ex ceasing (in the sema embount mats indicate 6 below: 5 Prior years' undistributed income in which a notice of deficiency has been assued, or on which the section 4942(a) tax has been previously assessed 6 Subtract line 6 from line 6b. Taxable amount - see instructions 9 Undistributed income for 2015, Subtract line 4s from line 2.1 Taxable amount - see instructions 9 Undistributed income for 2016, Subtract line 4s from line 2.1 Taxable amount - see instructions 1 Undistributed income for 2016, Subtract line 4s from line 2.1 Taxable amount - see instructions 1 Undistributed income for 2016, Subtract line 4s from line 2.1 Taxable amount - see instructions 2 Undistributed income for 2016, Subtract line 4s from line 2.1 Taxable amount - see instructions 3 Undistributed income for 2016, Subtract line 4s for line 2.1 Taxable amount - see instructions 4 (2,258,691. 7 (4,79,583. 5 (2,479,583. 6 (3,479,583. 7 (4,79,583. 6 (3,479,583. 7 (4,79,583. 7 (4,79,583. 8 (3,479,583. 8 (4,258,691. 9 (4,2	· •	3,220,892.			
a Applied to 2015, but not more than line 2a b Applied to undistributed income of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2016 distributable amount e Remaining amount distributed out of corpus 5 Excees destributions carelyive applied to 2016 (if an amount appears in column (a), the same amount must be shown reclumn (a)) 6 Enter the net total of each column as indicated below: a Corpus Add fines 31, 40, and 40 substract line 4 b Prior years' undistributed income. Subtract line 4 b Prior years' undistributed income for which a notice of deticinery has been resulud, or on which the section 494(a) tax has been previously assessed d Subtract line 65 from line 65, Taxable amount - see instructions e Undistributed income for 2015. Subtract line 4 all rom line 2a. Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4 all rom line 2a. Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4 all rom line 2a. Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4 all rom line 2a. Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4 all rom line 2a. Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4 all rom line 2a. Taxable amount - see instructions e Excess distributions carryover from 2011 or applied on line 5 or line 7 9 Excess distributions carryover from 2011 not applied on line 5 or line 7 9 Excess distributions carryover from 2011 not applied on line 5 or line 7 9 Excess distributions carryover from 2011 a Excess from 2013 c Excess from 2014 c Excess from 2014 c Excess from 2015 c Excess from 2014 c Excess from 2015 c Excess from 2015 c Excess from 2016 c Excess f					,
b Applied to undistributed income of prior years (Election required - see instructions) (Election required - see instructions) (Election required - see instructions) (Applied to 2016 distributable amount e Remaining amount distributed out of corpus (Election required - see instructions) 4 (Applied to 2016 distributable amount e Remaining amount distributed out of corpus 5 (Exess distributions carryowr applied to 2016 (first entrollar) (firs	Part XII, line 4: ► \$ 11,329,274.				1
years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2016 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carryover aprice to 2016 (if an amount appears in column (g), the same amount must be allowin (g), the same amount must be allowed (g), the same amount must be all	a Applied to 2015, but not more than line 2a			0.	
c Treated as distributions out of corpus (Election requiredsee instructions) d Applied to 2016 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carryover to 2017 Centre the net total of each column as indicated below: T7, 479, 583. D Pror years' undistributed morme. Subtract line 4b from line 2b Enter the amount of prior years' undistributed morme. Subtract line 4b from line 2b Enter the amount of prior years' undistributed morme for which a notice of deticiency has been issued, or on which the section 4942(a) tax has been previously assessed Subtract line 6c from line 6b. Taxable amountsee instructions e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amountsee instructions e Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(q)(3) (Election may be requiredsee instructions) 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 Excess distributions carryover from 2011 not applied on line 5 or line 7 Excess distributions carryover from 2011 not applied on line 5 or line 7 Excess from 2012 Excess from 2012 Excess from 2015 Excess from 2016	b Applied to undistributed income of prior				
(Election required - see instructions) d Applied to 2016 distributable amount e Remaining amount distributed out of corpus 5 5 Excess deshrbutions excription amount (first amount agreement inchine (sh) 5 Exters the allowers in column (sh) 6 Enter the net total of each column as indicated below: a Corpus Add Inne 31, ex, and 46 Subtract line 5 b Priory years' undistributed morners, Subtract line 4b from line 2b 6 Enter the amount of priory years' undistributed income for which a notice of deficiency has been issued, or on which the section 494(2) lax has been previously assessed 3 Subtract line 6b from line 6b. Taxable amount - see instructions 4 Undistributed income for 2015, Subtract line 4a from line 1. This amount must be distributed in 2017 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) 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 9 Excess distributions carryover for 2017. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9. 10 Excess from 2012 10 Excess from 2014 11 Excess from 2015 12 (2, 6777, 658 4.)	years (Election required - see instructions)		0.		ı
d Applied to 2016 distributable amount e Remaining amount distributed out of corpus Excess distributions carryover to 2017. Subtract line 4 and 5 from line 1. This amount must be distributed in corp for 2016. Subtract line 4 and 5 from line 1. This amount must be distributed in corp for 2016. Subtract line 4 and 5 from line 1. This amount must be distributed in corp for 2017. Subtract line 4 and 5 from line 1. This amount of 20. Excess distributions carryover from 2011 not applied on line 5 or line 7 Excess distributions carryover from 2017. Subtract line 4 from line 9. Excess distributions carryover from 2017. Subtract line 4 from line 9. Excess distributions carryover from 2017. Subtract line 4 from 10 from 9. Excess distributions carryover from 2017. Subtract line 4 from 10 from	c Treated as distributions out of corpus				
d Applied to 2016 distributable amount e Remaining amount distributed out of corpus Excess distributions carryover specified to 2016 (if an amount appears in column (a)) E Enter the net total of each column as indicated below: a Corpus Add lines 31, 4c, and 4e. Subtract line 5 b Prior years' undistributed income. Subtract line 4b from line 2b. E Enter the amount of prior years' undistributed income. Subtract line 4b from line 2b. E 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 d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed one for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed one for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(f) or 4942(q)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 9 Excess distributions carryover from 2017. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9. a Excess from 2012 b Excess from 2014 c Excess from 2015 c Excess from 2015 c Excess from 2015 c Excess from 2016 c Excess from 2016 d A, 258, 691. 7, 479, 583. 0 . 0 . 0 . 0 . 0 . 0 . 0 . 0	(Election required - see instructions)	0.			,
e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2015 of the same amount indicated below: 8 Excess distribution from the 25 of the same amount indicated below: 9 Prior years' undistributed income. Subtract line 40 from line 25 of the first mount of prior years' undistributed income. Subtract line 40 from line 25 of the first mount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 942(a) tax has been previously assessed of Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2015. Subtract line 44 and 5 from line 1. This amount must be distributed in 2017 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(f) for 948(p)(3) (felction may be required - see instructions) 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 of the first of the f	· · · · · /			· · · · · · · · · · · · · · · · · · ·	7.070.583.
5 Excess distributions cerryover applied to 2016 (frid amount and peapes in column (b)) 6 Enter the net total of each column as indicated below: a Corpus Add here 31, 4c, and 4e Subtract line 5 b Prior years' undistributed income. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed mome for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed 4 Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 8c has been previously assessed 4 Tundistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 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) 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 9 Excess distributions carryover from 2017. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9, a Excess from 2012 b Excess from 2013 c Excess from 2014 c Excess from 2015 c Excess from 2016 c	``'	4.258.691.			1707073030
(if an anount appears in column (q), the same amount must be shown in column (q). 6 Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 b Prior years' undistributed income. Subtract line 4 b from line 2b 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 d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2015. Subtract line 4d from line 2. This amount must be distributed in 2017 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(f) or 4942(g)(3) (clicition may be required - see instructions) e Excess distributions carryover from 2011 not applied on line 5 or line 7 9. Excess distributions carryover from 2017. Subtract line 9. a Excess from 2012 b Excess from 2013 c Excess from 2014 d Excess from 2015 c Excess from 2016 c					0
6 Enter the net total of each column as indicated below: 3 Corpus Add Innes 31, 4c, and 4e Subtract line 5 b Prior years' undistributed income, Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 942(3) at xab been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 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) Excess distributions carryover from 2011 not applied on line 5 or line 7 9. Excess distributions carryover from 2011. Subtract lines 7 and 8 from line 6a 10. Analysis of line 9. a Excess from 2012 b Excess from 2013 c Excess from 2014 c Excess from 2014 c Excess from 2015 c Excess from 2016 c Ex	(If an amount appears in column (d), the same amount				<u>0.</u>
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income. Subtract line 4b from line 2b 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 d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 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) Excess distributions carryover from 2011 not applied on line 5 or line 7 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a 10. Analysis of line 9. a Excess from 2012 b Excess from 2013 c Excess from 2014 d Excess from 2015 c Ex	6 Enter the net total of each column as				<u> </u>
b Prior years' undistributed income. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 494(2q) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions for Junior 1970 (10, 10) (10, 1	·	7 470 502			
line 4b from line 2b 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 d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 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) 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9. a Excess from 2012 b Excess from 2013 c Excess from 2013 c Excess from 2014 d Excess from 2015 c Excess from 2016 c Excess from	· •	1,419,303.			
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 d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 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) Excess distributions carryover from 2011 not applied on line 5 or line 7 Subtract lines 7 and 8 from line 6a Analysis of line 9. a Excess from 2012 b Excess from 2014 d Excess from 2015 C 2, 677, 654.			0		
undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 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) 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9. a Excess from 2012 b Excess from 2014 c Excess from 2015 c Excess from 2014 d Excess from 2015 c Excess from 2015	l l		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 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) 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9. a Excess from 2012 b Excess from 2015 c Excess fro	undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously		0.		
amount - see instructions e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 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) 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9. a Excess from 2012 b Excess from 2013 c Excess from 2014 d Excess from 2015 2, 6777, 654.	· ·	-			
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr. 1 Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Electron may be required - see instructions) 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9. a Excess from 2012 b Excess from 2014 d Excess from 2015 C Excess from 2014 d Excess from 2015			n		
4a from line 2a. Taxable amount - see instr. f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 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) 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9. a Excess from 2012 b Excess from 2013 c Excess from 2014 d Excess from 2015 2 , 677 , 654.					
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 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) 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9. a Excess from 2012 b Excess from 2013 c Excess from 2014 d Excess from 2015 2, 677, 654.				0	
lines 4d and 5 from line 1. This amount must be distributed in 2017 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) 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9. a Excess from 2012 b Excess from 2013 c Excess from 2014 d Excess from 2015 2, 6777, 654.	· · · · · · · · · · · · · · · · · · ·			U •	
be distributed in 2017 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) 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9. a Excess from 2012 b Excess from 2013 c Excess from 2014 d Excess from 2015 2 , 677 , 654.					
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) 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9. a Excess from 2012 b Excess from 2013 c Excess from 2014 d Excess from 2015 2 , 677 , 654.					^
corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9. a Excess from 2012 b Excess from 2013 c Excess from 2014 d Excess from 2015 2 , 677 , 654.		· · · · · · · · · · · · · · · · · · ·		,	<u> </u>
section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9. a Excess from 2012 b Excess from 2013 c Excess from 2014 d Excess from 2015 2 , 677 , 654.					
may be required - see instructions) 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9. a Excess from 2012 b Excess from 2013 c Excess from 2014 d Excess from 2015 2 , 677 , 654.				,	
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9. a Excess from 2012 b Excess from 2013 c Excess from 2014 d Excess from 2015 2,677,654.					
not applied on line 5 or line 7 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9. a Excess from 2012 b Excess from 2013 c Excess from 2014 d Excess from 2015 2 , 677 , 654.	· · · · · · · · · · · · · · · · · · ·	<u> </u>			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a 7,479,583. 10 Analysis of line 9. a Excess from 2012 b Excess from 2013 c Excess from 2014 d Excess from 2015 2,677,654.		_			
Subtract lines 7 and 8 from line 6a 7,479,583. IDENTIFY THE PROOF OF	not applied on line 5 or line 7	0.			
a Excess from 2012 b Excess from 2013 c Excess from 2014 d Excess from 2015 2,677,654.	9 Excess distributions carryover to 2017.				
a Excess from 2012 b Excess from 2013 c Excess from 2014 d Excess from 2015 2,677,654.	Subtract lines 7 and 8 from line 6a	7,479,583.			
b Excess from 2013 c Excess from 2014 d Excess from 2015 2,677,654.	10 Analysis of line 9.				
c Excess from 2014 543, 238. d Excess from 2015 2, 677, 654.	a Excess from 2012				
d Excess from 2015 2,677,654.					
	e Excess from 2016 4, 258, 691.		_		

	NARD & SOPH				.02266 Page 10
Rant*XIV Private Operating F	oundations (see in:	structions and Part VII	-A, question 9)	N/A	
1 a If the foundation has received a ruling of	r determination letter that	it is a private operating			
foundation, and the ruling is effective fo	r 2016, enter the date of t	he ruling	▶		
b Check box to indicate whether the found	dation is a private operation	g foundation described i		4942(j)(3) or4	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e)-Tótal
investment return from Part X for					
each year listed					
b 85% of line 2a				<u> </u>	
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				1	
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	ļ	/			
securities loans (section					
512(a)(5)), or royalties)		/			<u></u>
(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 Info	rmation (Comple	te this part only i	f the foundation	had \$5,000 or mo	re in assets
at any time during t				. ,	
1 Information Regarding Foundation	n Managers				
a List any managers of the foundation wh	•	than 2% of the total cont	ributions received by the	foundation before the clos	ea of any tay
year (but only if they have contributed i			ribations received by the	i louiluation belore tile cio:	oc or any tax
NONE	, , , ,	(// //			
b List any managers of the foundation wi	no own 10% or more of th	a stock of a corneration	for an equally large ports	on of the ownership of a n	artnerchin or
other entity) of which the foundation ha			or an equally large porti	on or the ownership or a p	al thership of
NONE					
	ing Out City I and	Oshalamakia sas Du			
2 Information Regarding Contribut					-4- 4- 4 - 4- H
Check here X if the foundation					
the foundation makes gifts, grants, etc.	····				<u> </u>
a The name, address, and telephone num	nber or e-mail address of t	ne person to whom appli	cations should be addres	ssed	
<u> </u>					
b The form in which applications should	be submitted and informa	tion and materials they s	hould include:		
				_	
c Any submission deadlines:					
	<u> </u>				
d Any restrictions or limitations on award	is, such as by geographic	al areas, charitable fields.	kinds of institutions, or	other factors:	

THE LEONARD & SOPHIE DAVIS FUND Form 990-PF (2016) 94-3402266 Page 11 Supplementary Information (continued) Part XV Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, show any relationship to any foundation manager or substantial contributor Recipient Purpose of grant or contribution Foundation status of recipient Amount Name and address (home or business) a Paid during the year SEE ATTACHED SCHEDULE NONE 501(C)(3) SUPPORT FOR SOCIAL SOCIAL SERVICE SERVICE PROGRAMS OR DRG EDUCATIONAL PROGRAMS 11,069,182. 11,069,182. **▶** 3a **b** Approved for future payment NONE

Total

Unrelated business income

Part XVI-A	Analysis of Income-Producing	Activities

Enter gross amounts unless otherwise indicated.	Unrelat	ed business income		ded by section 512, 513, or 514	(e)
	(a) Business	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:	code		Code	,	
a		_			·
b			\vdash		
<u> </u>	<u> </u>		1		
d			1		
e			 		
f	-		+		
 g Fees and contracts from government agencies 2 Membership dues and assessments 			++		
3 Interest on savings and temporary cash					<u> </u>
Investments			14	25,883.	
4 Dividends and interest from securities			14	2,422,806.	
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			1		
property					
7 Other investment income			01	496.	
8 Gain or (loss) from sales of assets other					
than inventory			18	8,920,782.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d	<u> </u>				
e			ļ		<u> </u>
12 Subtotal. Add columns (b), (d), and (e)		0.		11,369,967.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	11,369,967.
(See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities to	the Acco	mplishment of Ex	empt	Purposes	
The state of the s		! (-) -(D) \(\text{\tint{\text{\tin\text{\texit{\texi{\tex{\texi{\texi{\texi{\texi{\texi{\texi{\texi{\texi\tin{\texi{\texitt{\texi{\texi{\texi{\texi{\texi{\texi{\texi{\texi{\texi{\texi{\t			
Explain below how each activity for which incore the foundation's exempt purposes (other than be			A COMUID	uted importantly to the accon	ipiisnineni oi
the roundation's exempt purposes (ether than a	y providing to	nos for such purpososy.			
	<u> </u>				
		<u> </u>			
					
				-	
	··				.
623621 11-23-16					Form 990-PF (2016)

Part X			To and Transactions and	d Relationships With Nonchar	ritable	
1 Did t			following with any other organization	described in section 501(c) of	Υe	es No
	• • • • • • • • • • • • • • • • • • • •		tion 527, relating to political organiza	ations?		
	sfers from the reporting founda	ation to a noncharitable exer	npt organization of:			
(1) (1a(1)	$\frac{\mathbf{x}}{\mathbf{x}}$
• •	Other assets				1a(2)	 ^ -
	r transactions: Sales of assets to a noncharital	thle exempt proaptization			1b(1)	X
	Purchases of assets from a nor	· -	ation		1b(1)	$\frac{x}{x}$
• • •	Rental of facilities, equipment,	· · ·			1b(3)	X
	Reimbursement arrangements				1b(4)	х
• • •	Loans or loan guarantees				1b(5)	X
(6)	Performance of services or me	mbership or fundraising sol	licitations		1b(6)	Х
	ing of facilities, equipment, ma				1c	X
			• • •	ays show the fair market value of the goods,		,
				in any transaction or sharing arrangement, s	show in	
	mn (d) the value of the goods,			T		
(a) Line no	(b) Amount involved		naritable exempt organization	(d) Description of transfers, transactions, and	sharing arranger	ments
	 		I/A			
	 	 				
	 					
	 			+		
	 			 		
				 		
	 	† · · · · · · · · · · · · · · · · · · ·				
	 					
		Ī				
	ļ	_				
		<u> </u>				
	•	•	to, one or more tax-exempt organiza	itions described	— (احمت
	ection 501(c) of the Code (other		in section 527?	l	Yes	LX No
<u>b</u> IT Tr	es," complete the following sch (a) Name of org		(b) Type of organization	(c) Description of relation	-ahın	
	(a) Name of org	Jahrzation	(U) Type of organization	(c) Description or relation	Ship	
	14/12					
						
		-				

Signature of officer or trustee Title Date Print/Type preparer's name Check _____ if Preparer's signature PTIN Date self- employed 10 Paid P00092160 Preparer FACCIO, Firm's name FARKOUH, FURMAN & Firm's EIN ► 11-2318995 Use Only Firm's address ► 460 PARK AVENUE NEW YORK, NY 10022 Phone no. 212.245.5900

PRESIDENT

Form 990-PF (2016)

X Yes

Sign Here

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

Employer identification number

	THE LEONARD & SOPHIE DAVIS FUND	94-3402266
Organization type (ch	neck 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	X 501(c)(3) exempt private foundation	
	4947(a)(1) nonexempt charitable trust treated as a private foundation	
	501(c)(3) taxable private foundation	
	ation is covered by the General Rule or a Special Rule. 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special R	ule. See instructions
General Rule	,	
	nization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling In any one contributor. Complete Parts I and II. See instructions for determining a contributo	
Special Rules		
sections 509 any one cont	nization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support 9(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a htributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amo 190-EZ, line 1 Complete Parts I and II	, or 16b, and that received from
year, total co	nization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from ontributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or edution of cruelty to children or animals. Complete Parts I, II, and III	•
year, contribi is checked, e purpose. Dor	nization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from outions exclusively for religious, charitable, etc., purposes, but no such contributions totaled is enter here the total contributions that were received during the year for an exclusively religion on the complete any of the parts unless the General Rule applies to this organization because is aritable, etc., contributions totaling \$5,000 or more during the year	more than \$1,000 If this box us, charitable, etc.,
but it must answer "N	ation that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (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 meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).	•

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

	_
n	7
-ane	_

Name of organization

Employer identification number

THE LEONARD & SOPHIE DAVIS FUND

94-3402266

TUE D	EUNARD & SUPHIE DAVIS FUND		4-3404400
Part I	Contributors (See instructions) Use duplicate copies of Part I if addit	ional space is needed	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALAN STEPHEN DAVIS CLAT WILMINGTON TRUST FSB, 100 WILSHIRE BLVD, STE 1230 SANTA MONICA, CA 90401	\$6,255,378. 	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		s	Person Payroll Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
523452 10-1		Schodulo B (Form	Person Payroll Noncash (Complete Part II for noncash contributions)

Name of organization

Employer identification number

THE LEONARD & SOPHIE DAVIS FUND

94-3402266

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
		 s	

Name of org	ganization		Employer identification number	er
וו פאיז	EONARD & SOPHIE DAVIS FU	NID	94-3402266	
Part III	Exclusively religious, charitable, etc., contr the year from any one contributor. Complete of	butions to organizations described in	section 501(c)(7), (8), or (10) that total more than \$1,000 to	0 for
	completing Part III, enter the total of exclusively religious,	charitable, etc., contributions of \$1,000 or le	uss for the year (Enter this info once)	
(a) No.	Use duplicate copies of Part III if additiona	space is needed		
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, ar	A 71D + 4	Relationship of transferor to transferee	
	Transieree's name, address, ar	UZIF + 4	nelationship of transfer of to transferee	
l				
(a) No. from	(L) Dumage of mit	(a) Has at with		
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, ar	nd 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, a	nd 7IP + 4	Relationship of transferor to transferee	
	Transfer to Transfer dearest, and		Trotationship of darrotor to darrotore	
				
(a) No. from	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held	
Part I	(b) Full pose of gift	(c) Ose of girt	(u) Description of now girt is field	
		(a) Taxandan ad add		
		(e) Transfer of gift		
	Transferee's name, address, a	nd ZIP + 4	Relationship of transferor to transferee	

FORM 990-PF	TNTEREST ON	SAVINGS	AND	TEMPORARY	CASH	TNVESTMENTS	STATEMENT 1	

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BILL PRESS PARTNERS	10.	10.	
DBL PARTNERS III LP	24.	24.	
LIGHTHOUSE CAPITAL PARTNERS VI	18.	18.	
PARTNERS GROUP REAL ESTATE			
SECDONARY	84.	84.	
PINEBRIDGE PEP	3,974.	3,974.	
THE LYME FOREST FUND III	116.	116.	
WELLS FARGO - 7299	13,051.	13,051.	
WELLS FARGO CHECKING	1,998.	1,998.	
YOLEV	6,608.	6,608.	
TOTAL TO PART I, LINE 3	25,883.	25,883.	

FORM 990-PF	DIVIDENDS	AND INTEREST	FROM SECUR	ITIES ST	PATEMENT 2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERS GROUP					
REAL ESTATE					
SECONDARY	23.	0.	23.	23.	
PINEBRIDGE PEP	5,932.	0.	5,932.	5,932.	
THE LYME FOREST					
FUND III TE, LP	984.	0.	984.	984.	
US BANK 9393	28.	0.	28.	28.	
US BANK 6247	1,050,822.	0.	1,050,822.	1,050,822.	
US BANK 6775	469,564.	0.	469,564.	469,564.	
US BANK 7198	517,308.	0.	517,308.	517,308.	
WELLS FARGO	350,760.	0.	350,760.	350,760.	
YOLEV	27,385.	0.	27,385.	27,385.	
TO PART I, LINE 4	2,422,806.	0.	2,422,806.	2,422,806.	
IO PART I, DINE 4		· ·	2,422,000.	2,422,800.	

FORM 990-PF	OTHER :	INCOME		STATEMENT 3
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME - US BANK 6247	_	1,115.	1,115.	
OTHER INCOME - US BANK 7198		-25,059.		
ORDINARY INCOME FROM BILL PR	ESS	-1,592.		
ORDINARY INCOME FROM THE LYM		•	•	
FOREST FUND III TE, LP		-210.	-210.	
ORDINARY INCOME FROM PARTNER	S GROUP			
REAL ESTATE SECONDARY		790.		
OTHER INCOME FROM PINEBRIDGE		-1,103.		
PORTFOLIO INCOME FROM PINEBR OTHER INCOME FROM PARTNERS G		452.	452.	
REAL ESTATE SECONDARY		7,885.	7,885.	
ORDINARY INCOME FROM PINEBRI		-602.		
ORDINARY INCOME FROM LIGHTHO	USE	-4,383.		
PORTFOLIO INCOME FROM YOLEV		67,285.		
OTHER INCOME - US BANK 6775		-47,397.	•	
OTHER INCOME - US BANK 9393		41.		
CANCELLATON OF DEBT		3,274.	3,274.	
TOTAL TO FORM 990-PF, PART I	, LINE 11	496.	496.	
FORM 990-PF	LEGA	L FEES		STATEMENT 4
	(A)	(B)	(C)	(D)
DESCRIPTION	EXPENSES PER BOOKS	NET INVEST- MENT INCOME		CHARITABLE PURPOSES
LEGAL FEES	91,652	. 0	•	91,652.
TO FM 990-PF, PG 1, LN 16A	91,652	0	•	91,652.
FORM 990-PF	» CCOIDIT	ING FEES		STATEMENT 5
	ACCOUNT	ING FEES		STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITABLE PURPOSES
ACCOUNTING	104,531	. 0	•	104,231
TO FORM 990-PF, PG 1, LN 16B	104,531	. 0	•	104,231
		= 		

FORM 990-PF O	OTHER PROFESSIONAL FEES			STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY CONSULTING	536,480. 19,209.	536,480.		19,209.	
TO FORM 990-PF, PG 1, LN 16C	555,689.	536,480.		19,209.	
FORM 990-PF	TAX	ES	S	TATEMENT 7	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX WITHHELD	4,679.	4,679.		0.	
TO FORM 990-PF, PG 1, LN 18	4,679.	4,679.		0.	

FORM 990-PF	OTHER E	XPENSES	S	TATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SECTION 59(F)(2)				
EXPENDITURES FROM PINEBRIDGE				
PEP	6.	6.		0.
2% PORTFOLIO DEDUCTION FROM				
LYME FOREST FUND	1,241.	1,241.		0.
2% PORTFOLIO DEDUCTION FROM				
PINEBRIDGE PEP	23,550.	23,550.		0.
2% PORTFOLIO DEDUCTION FROM				
YOLEV	4,149.	4,149.		0.
NON 2% PORTFOLIO DEDUCTION				
FROM PINEBRIDGE PEP	10.	10.		0.
OTHER DEDUCTIONS FROM				
PINEBRIDGE PEP	386.			0.
INTEREST EXPENSE FROM YOLEV	9,721.	9,721.		0.
INTEREST EXPENSE FROM				
PINEBRIDGE PEP	1,207.	1,207.		0.
2% PORTFOLIO DEDUCTION FROM				
DBL PARTNERS III LLP	6,595.	6,595.		0.
INTEREST EXPENSE FROM DBL				
PARTNERS III LP	30.	30.		0.
2% PORTFOLIO DEDUCTION FROM				
PARTNERS GROUP REAL ESTATE	2 550	2 850		_
SECONDARY INTEREST EXPENSE FROM	3,778.	3,778.		0.
PARTNERS GROUP REAL ESTATE				
SECONDARY	1 224	1 224		•
BANK CHARGES	1,224. 408.			0.
MISC EXPENSE	348.			0.
FILING FEES	235.			0.
LIDING LEED	433.	435.		0.
TO FORM 990-PF, PG 1, LN 23	52,888.	52,888.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCE	CES STATEMENT 9
DESCRIPTION	AMOUNT
TAX EXEMPT INCOME THRU YOLEV FROM PASS THROUGHS - BOOK TO TAX DIFFERENCES UNREALIZED APPRECIATION	20,698. 160,084. 15,298,151.
TOTAL TO FORM 990-PF, PART III, LINE 3	15,478,933.

FORM 990-PF	CORPORATE STOCK		STATEMENT 10
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
US BANK #6247 -SEE ATTACHED	•	50,616,367.	50,616,367.
US BANK #6775 -SEE ATTACHED		32,387,114.	32,387,114.
US BANK #7198 -SEE ATTACHED		37,362,725.	37,362,725.
WELLS FARGO-SEE ATTACHED		14,099,991.	14,099,991.
US BANK #9393 -SEE ATTACHED		6,974,843.	6,974,843.
TOTAL TO FORM 990-PF, PART II,	LINE 10B	141,441,040.	141,441,040.
FORM 990-PF	CORPORATE BONDS		STATEMENT 11
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO-SEE ATTACHED		0.	0.
TOTAL TO FORM 990-PF, PART II,	LINE 10C	0.	0.
FORM 990-PF	OTHER INVESTMENTS		STATEMENT 12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BILL PRESS PARTNERS WELLS FARGO HEDGE FUNDS - SEE	FMV FMV	20,351.	20,351.
ATTACHED	FMV	1,286,883.	1,286,883
YOLEV INVESTMENT LLC	FMV	9,787,718.	9,787,718
TOTAL TO FORM 990-PF, PART II,	T.TNR 13	11,094,952.	11,094,952
TOTAL TO FORM 990-FF, PART II,	DIME IN	11,034,332.	11,034,334

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF	END OF YEAR	FAIR MARKET
	YR BOOK VALUE	BOOK VALUE	VALUE
ART ACCRUED DIVIDEND INCOME	666,450.	666,450.	666,450.
	198,692.	195,726.	195,726.
TO FORM 990-PF, PART II, LINE 15	865,142.	862,176.	862,176.

THE LEONARD AND SOPHIE DAVIS FUND INC Form 990-PF - Return of Private Foundation EIN 94-3402266 Grant and Contibulant Paid

	3
	9
œ	
٠	
Ž	
2	
Š	
š	
z	bun sann

Grants and Contributions Paid							in dualionation of	
ent's Name	Street	Ç	State	2IP or Postal Code	Description	Purpose of Grant or Contribution	Т	Amount
350 ORG	20 LAY ST SUITE 732	BROOKLYN	Ę	11201	SOLICI(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS		\$,000 00
	39 DRUMM ST	SAN FRANCISCO	California	94111	S01(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PR	OGRAMS NONE	00 000 00
	1220 L ST NW STE 850	WASHINGTON	District of Columbia	20005	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS ON EDUCATIONAL PR	DOKAMS MONE	00,000,000
	1010 WISCONSIN AVE NW SUITE 7058	WASHINGTON	District of Columbia	20007	S01(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PR	DGRAMS NONE	201,500.00
	1333 HST, NW, 131H FL	WASHINGTON	District of Columbia		SOLICIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PR	NOW NOW	00000
	121 CRAND BLVD	ROOME	North Carolina	28607	SOLUTION SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PR	OGRAMS NONE	15,000 00
	1015 15th NW Suite 600	WASHINGTON	District of Cotumbia	20005	SOLICITAL SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PR	OGRAMS NONE	00 000 02
	1041 TORNEY AVE	SAN FrANCISCO	California	94129	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PR	DGRAMS NONE	\$ 000 00
	PO Box 88	Glendale Springs	North Carolina	28629	S01(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	DGRAMS NONE	10 000 00
BRENNAN CENTER FOR JUSTICE	120 BROADWAY, SUITE 1750	NEW YORK	New York	10271	SO1(C)(3) SOCIAL SERVICE ORG	SERVICE PROGRAMS OR ED	DGRAMS NONE	00 000 059
	333 SE 2ND AVE	PORTLAND	Oregon	97214	SDI(C)(3) SOCIAL SERVICE ORG	SOCIAL SERVICE PROGRAMS OR EDUCATIONAL	PROGRAMS NONE	20 000 00
	4801 W Exposition Blvd	IOS ANGELES	California	90016	S01(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PR	DGRAMS NONE	20,000,00
	221 S FIGUEROA ST SUITE 200	LOS ANGELES	California	90012	SOT(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PR	DGRAMS NONE	00 000 08
	1333 H Street NW, 10th Floor	WASHINGTON	District of Columbia	20005	SO1(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PR	CORAMS NONE	200,000,00
	820 FIRST STREET NE SUITE STO	WASHINGTON	District of Columbia	20002	S01(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PR	DGRAMS NONE	0000000
	734 A STREET	SAN RAPAEL	California	94901	SOI(C)(3) SOLIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS ON EDUCATIONAL PR	SUCK SHOWS	00 000 031
	CAR PEDETAL ST	Boston	Massachuserts	07770	SUICIJAJ SULIAL SERVICE ORG	SUPPORT FOR SOCIAL SCHALLE PROGRAMS ON EDUCATIONAL PR	STORY STORY	0000001
	1133 19TH STREET NW SUITE 900	WESHINGTON	District of Columbia	20036	SOT(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROUSRAMS OR EDUCATIONAL PR	OGRAMS NONE	0000001
		200	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		O CO LONG COLOR CONTROL CONTRO	de la comación de paragonal por una ser por esta con tracason a	and a seed of	192.00
DANCE THEATER OF HARLEM	466 W 152ND 51	NEW TORK	NEW TORK	10031	SUITCITAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS ON EDUCATIONAL PR	DCBANG NONE	116,000,00
	ZZO SI H AVENUE	NEW TORK	California	10001	SOLICIAS SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OF EDUCATIONAL PR	NONE WORLD	300000
	STOU WAILANE DECKNETI NOAG	Santa barbara	Description of Columbia	73117	SOLICIO SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PR	OCEDANS MONE	100,000,001
	1025 Cress, NW, Suite Box	WASHINGING	District of Columbia	30036	SOUTH SERVICE ONG	SUBBORT FOR SOCIAL SERVICE PROGRAMS OR FILICATIONAL PR	OGRAMS NONE	150,000,00
	ESTO CARROLL AVENUE SUITE 240	TAKONA PARK	Maryland	20012	SOLICITAL SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR FOLICATIONAL PR	OGRAMS	100.000.00
	THE WANDOON AVE AND	PILIPANCION	Vermont	05401	SOLUCIAL SOCIAL SERVICE ORG	SUIPPORT FOR SOCIAL SERVICE PROGRAMS OR FILICATIONAL PR	DGBAMS NONE	00 000 00
FULL MANAGER S COLL ABORDATIVE SE	THE GIRL STREET	SANFRANCISO	Caldornia	94103	SOUCHAI SOCIAL SERVICE ORG	ISLIPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PR	OGRAMS NONE	2,000.00
	SOCIAL SETA CTOFFT	HOLISTON	Tevas	79705	SOLICIAL SOCIAL SERVICE ORG		DGBAMS NONE	00 000 05
	Thomas Ma Madages	PICTOICT A INACO	DAIACTUAN	306916	SOLICIAL SOCIAL SERVICE ORG	SUIPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PR	DGBAMS NONE	5,000,00
	1110 Vermont Aus NW Suits ESD	MACHINETON	Custom of Columbia	20005	SOLICIAL SOCIAL SERVICE OBG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR FOLICATIONAL PR	DERAMS NONE	25,000,00
	COLUMN CONTRACTOR SECONO	10131101		23022	SOLICION SOCIAL SERVICE ONC	CHIEDOR FOR SOCIAL SERVICE BROGRAMS OF SOLVENIONAL DR	DOG NATIONE	15,000,00
GREATER HUUSTON COMMUNITY	SIZU WCCUWAT DR 18000	NOISON N	Durales of Columbia	2002	SOLICIAS SOCIAL SERVICE ONS	SUPPORT FOR SOCIAL SERVICE PROGRAMS OF EDUCATIONAL PR	Section Sectin Section Section Section Section Section Section Section Section	00000
	1301 CONNECTICUL AVE, NW SUITE BE	WASHINGTON	91	20036	SUITCHS) SUCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OF EDUCATIONAL PR	OGRAMS INONE	00,000,00
	INDI K SIREE I NW, SUITE 350	WASHINGTON	District of Columbia	20002	SUITCHS) SUCHAL SERVICE UNG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OF EDUCATIONAL PR	NOW STATE	000000
	1515 P Street NW Suite 150	WASHINGION	District or Columbia	95002	SUITCH SUCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR COUCHTONAL PR	NOW SWEET	000000
KIPP SCHOOLS	SZU BIH AVE #2005	NEW YORK	NEW TORK	10018	SOI(C)(3) SOUNT SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PR	OUKAMS NONE	000000
	ZOS BUSH STREET #555	San Francisco	Cantornia	30000	SOLICIA) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS ON EDUCATIONAL PRO	DORAMS NONE	000000
	:l:	WASHINGTON	District of Calumoid	20002	SOCIETIES SOCIAL SERVICE ONG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OF EDUCATIONAL PR	STORY STORY	300000
	ě	WASHINGLON	CASTICA OF COLUMNIA	20030	SOLICITAL SERVICE ONG	SUPPORT FOR SOCIAL SERVICE PROGRAMS ON EDUCATIONAL PR	Second Second	00000
Teography Voters maine containing time	534 Conjus to #1500	AUGUST C	California	0433210003	SOLICIOS SOCIAL SERVICE ONG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OF FOLICATIONAL BOX	CONTRACT NOME	000000
	COLUMN STATE OF THE STATE OF TH	DOD'T AND	Males	2000	South Section Service Con	SUPPORT FOR SOCIAL SERVICE PROGRAMS OF EDUCATIONAL PR	STORY STORY	30,000,00
Section	ASSESSMENT AND DESCRIPTION OF THE PARTY AND	DEDUCTOR OF THE PERSON OF THE	California	04704	SOUCH SERVICE ONG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PR	DEBANG MONE	000000
MATCHES AND BOLD AND BICK	ASS. Massachusetts Ave NW #600	WASHINGTON	District of Columbia	20001	SOLICITAL SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PRO	DGRAMS NONE	00 000 00
		NEW YORK	NEW YORK		SOTICITAL SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PRO	DGRAMS NONE	00 000 08
	PO ROX 49	NEW YORK	New York	10113	SDITCHES SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PR	DGRAMS NONE	32.000.00
	latter than	LOC ANGELES	California	90035	SOLICITAL SOCIAL SERVICE ORG	SUIPPORT FOR SOCIAL SERVICE PROGRAMS OR FOLICATIONAL PR	CCRAMS NONE	300000
MUSCULI DI TOTO DE CANDODINI	THE CENTRAL AND	WUITE BLAINE	NEW YORK	10606	SOLICIOS SOCIAL SERVICE ORG	SUBPORT FOR SOCIAL SERVICE PROGRAMS OF FULCATIONAL PRI	SCRAMS NONE	0000001
	AND DECTOR OF	MENN YORK	MEN YORK	10000	SOLICIOS SOCIAL SERVICE ONG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OF EDUCATIONAL PRO-	SECOND SECOND	00000
	1 200 84	Pho. II	New Mexico	875.10	SOLICIAL SOCIAL SERVICE ORG	SUBBORT FOR SOCIAL SERVICE PROGRAMS OF FULL ATTOMAL PRO	DORBANS NONE	2,000
	TACO WOLSHIPE RIVO CIOR 62	IOS ANGELES	California	90010	SOLICITAL SOCIAL SERVICE ORG	SUIPPORT FOR SOCIAL SERVICE PROGRAMS OR FOLICATIONAL PR	JORDANS INONE	5,000.00
	1 YOU CONNECTION AVE NAME	WASHINGTON	District of Columbia	2002	SOLICIAN SOCIAL SERVICE ORG	SUIPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PRO	NON NON	190,000,00
	TOTAL CONTROL OF THE PARTY OF T	TAN TO LO STATE OF THE PARTY OF	California	20030	SOLICITAL SOCIAL SERVICE ONG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OF COUCATIONAL BRI	STORY STORY	400000
MONTH OF THE PART	ASSURE WITH DRIVE	AVE DI ACID	SIGN YORK	13046	SOLICIOS SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OF EDUCATIONAL PRO	OCBARAC MONE	0000
	TARE COUNT AVE	WIECT DAY AS DE AC	Doubles	10752	Society Secret Service One	SUBPORT FOR EACING SERVICE PROCERASE OF EDUCATIONAL PRO	SEALS NOW	1 500 000 00
	1101 15th Cream NW Court 600	WASHINGTON	District of Columbia	20000	CONTOUR COUNTY CONTOUR	SHIPPORT FOR SOCIAL SERVICE PROCEAMS OF FOLICATIONAL PR	SCHOOL NOWE	000000
	on since and carries on the state	NEW YORK	NEW YORK	Compa	SOLICIAL SOCIAL SERVICE ONG	SUBPORT FOR SOCIAL SERVICE PROGRAMS OF EDUCATIONAL PRO	NONE NONE	200000
	335 C Manhington Courses Culter 135	1	Michigan	46033	SOLCHER SCHOOL SERVICE ONC	SUIPPORT FOR SOCIAL SERVICE DROGRAMS OF EDUCATIONAL BRO	NOW STORY	35,000,00
	Den State Company Comp	A CONTRACTOR	AIEN VOOV	1001	SOCIAL SERVICE ON	SUPPORT FOR SOCIAL SERVICE PROCERMS ON EDUCATIONAL BRI	Section Section	00 000 003
	10 EOX 1103	AGON MON	NEW YORK	22.00	SOUTH SERVICE ONCE	SURPORT FOR SOCIAL SERVICE PROCRAMS OF EDUCATIONAL PR	STORY STORY	1000000
BOT Micheso	111 f Grand Diver Ave Bler	Detroit	Michigan	48276	SOLICITAL SOCIAL SERVICE ONS	SUIPPORT FOR SOCIAL SERVICE PROGRAMS OF EDUCATIONAL PRO	DOBANG NOME	25,000,00
	375 Covereth Ave Curte 1703	NEW YORK	NEW YORK	10001	SOLICITAL SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PRO	SERVICE MONE	80,000,00
	A N. Rherride Drhe Sure 900	NEW YORK	NFW YORK	10115	SOLUTION SOCIAL SERVICE CITO	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PRO	SERVICE NONE	0000001
	CM terdenton Ave 18th Stoor	NEW YORK	NEW YORK	1000	SOLICIAN SOCIAL SERVICE ORG	SUIPPORT FOR SOCIAL SERVICE PROGRAMS OR FOLICATIONAL PR	DGRAMS NONF	10000001
		NEW YORK	NFW YORK		SOTICUSI SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR FOLICATIONAL PR	DGRAMS NONE	40,000,00
į	CAY FARBABCADERO CENTER CHITE 14	CAND FRANCISCO	Callfornia	04111	SOLICIO SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OF EDUCATIONAL PRO	SCHALLS MONE	3 200 000 00
	151 RD CT	SAN FRANCISCO	California	10176	SOUCHAI SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR FOLICATIONAL PRO	JORAMS NONE	20 000 00
	13 Church Hill Road	Newton	Connecticut	6470	SOLICITAL SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR FOUCATIONAL PRO	SCRAMS INONE	00 000 09
	P.O. Box 628298	Orlando	Florida	32862	SOUCKS SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR FOLICATIONAL PRO	DGRAMS NONE	37 500 00
	ACO WASHINGTON AVENUE	MONTGOMERY	Alabama	36104	SDITCHE SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PRO	DGRAMS NONE	75,000,00
	P.O. Box 260230	Madison	Wisconsin	53776	SOTICITAL SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR FOUCATIONAL PRO	JGRAMS NONF	00 000 001
	LACA ERFEDOM PROMY NE	ATIANTA	Georgia	30307	SOLICITAL SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR FOLICATIONAL PRO	NON STATE	OU OUT OF
	LARO TROUTINAN STREET SLITE A	BROOKLYN	New York	11217	SOLICIES SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR FOLICATIONAL PRO	DGRAMS NONE	25,000.00
	PO BOX 29198	SAN FRANCISCO	California	94129	SOJICICAL SOCIAL SERVICE DRG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR FOLICATIONAL PRO	DGRAMS NONE	450 000 00
	207 Eaglewew Blvd #105	EXTON	Pennsylvania	19341	SOT(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PRO	DGRAMS NONE	12,000 00
UNDLAGROUND KINDNESS	P Q. Box 73	sandpoint	Idaho	83864	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PRO	XGRAMS NONE	10,000 00

INIVERSITY OF SOUTHERN CALIFORNIA	3351 TROUSDALE PKWY	LOS ANGELES	California	20006		SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS NONE	¥E	1,500,000 00
IDEO VERACLIY INC	3020 ROYAL ST	NEW ORLEANS	Coulstana	70117	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS NONE	NE	25,000 00
olces for Progress/Tides	1616 P Street NW Suite 430	WASHINGTON	District of Columbia	20036	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS NONE	37	00 000'09
JELISTONE ACTION FUND	2446 UNIVERSITY AVE W	SAINT PAUL	Minnesota	55114	501(C)(3) SOCIAL SERVICE ORG SU	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS NONE		70,000,00
HE WOODEN FLOOR	1810 N MAIN STREET	SANTA ANA	California	92706	501(c)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS NONE	38	2,000 00

Total

UNIVERS VILLEST WELLST THE WO