Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017 , and ending 12-31-2017

Name of foundation
THE LEONETTIO'CONNELL FAMILY FOUNDATION

A Employer identification number
20-3889415

Number and street (or P O box number if mail is not delivered to street address)
515 S FIGUEROA ST 1050

Room/suite

B Telephone number (see instructions)
(213) 622-0066

City or town, state or province, country, and ZIP or foreign postal code
LOS ANGELES, CA 90071

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 50,627,901

J Accounting method ☐ Cash ☑ Accrual
☐ Other (specify) ______
(Part I, column (d) must be on cash basis)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1		Contributions, gifts, grants, etc , received (attach schedule)				
	2		Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3		Interest on savings and temporary cash investments				
	4		Dividends and interest from securities	45,833	45,833		
	5a		Gross rents				
	b		Net rental income or (loss)				
	6a		Net gain or (loss) from sale of assets not on line 10	5,990,303			
	b		Gross sales price for all assets on line 6a 10,059,933				
	7		Capital gain net income (from Part IV, line 2)		5,990,303		
	8		Net short-term capital gain				
	9		Income modifications				
	10a		Gross sales less returns and allowances				
	b		Less Cost of goods sold				
	c		Gross profit or (loss) (attach schedule)				
	11		Other income (attach schedule)	49,189	164,096	0	
	12		**Total.** Add lines 1 through 11	6,085,325	6,200,232	0	
Operating and Administrative Expenses	13		Compensation of officers, directors, trustees, etc	0	0	0	0
	14		Other employee salaries and wages				
	15		Pension plans, employee benefits				
	16a		Legal fees (attach schedule)	205	0	0	205
	b		Accounting fees (attach schedule)	60,475	0	0	60,475
	c		Other professional fees (attach schedule)	6,170	0	0	6,170
	17		Interest	19,315	19,315	0	0
	18		Taxes (attach schedule) (see instructions)	24,196	23,727	0	0
	19		Depreciation (attach schedule) and depletion				
	20		Occupancy				
	21		Travel, conferences, and meetings	40,776	0	0	40,776
	22		Printing and publications				
	23		Other expenses (attach schedule)	379,363	353,615	0	25,748
	24		**Total operating and administrative expenses.** Add lines 13 through 23	530,500	396,657	0	133,374
	25		Contributions, gifts, grants paid	2,574,500			2,574,500
	26		**Total expenses and disbursements.** Add lines 24 and 25	3,105,000	396,657	0	2,707,874
	27		Subtract line 26 from line 12				
	a		**Excess of revenue over expenses and disbursements**	2,980,325			
	b		**Net investment income** (if negative, enter -0-)		5,803,575		
	c		**Adjusted net income**(if negative, enter -0-)			0	

Part II	**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash—non-interest-bearing	50,011	50,428	50,428
2	Savings and temporary cash investments	10,270,397	7,040,490	7,040,490
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	263,774		
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	2,692,666	6,354,591	6,354,591
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	35,739,163	37,182,392	37,182,392
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	49,016,011	50,627,901	50,627,901
Liabilities 17	Accounts payable and accrued expenses	303,376	295,650	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities**(add lines 17 through 22)	303,376	295,650	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	48,712,635	50,332,251	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	48,712,635	50,332,251	
31	**Total liabilities and net assets/fund balances** (see instructions)	49,016,011	50,627,901	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	48,712,635
2	Enter amount from Part I, line 27a	2	2,980,325
3	Other increases not included in line 2 (itemize) ▶	3	1,328,131
4	Add lines 1, 2, and 3	4	53,021,091
5	Decreases not included in line 2 (itemize) ▶	5	2,688,840
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	50,332,251

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	5,990,303
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	2,233,506	46,452,550	0 048081
2015	2,210,016	45,568,546	0 048499
2014	2,072,017	44,064,411	0 047022
2013	1,905,799	41,845,990	0 045543
2012	1,553,756	36,713,560	0 042321

2	**Total** of line 1, column (d)	2	0 231466
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	0 046293
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	49,655,509
5	Multiply line 4 by line 3	5	2,298,702
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	58,036
7	Add lines 5 and 6	7	2,356,738
8	Enter qualifying distributions from Part XII, line 4	8	2,707,874

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	58,036
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2.			3	58,036
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	58,036
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	33,555		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d	0		
7	Total credits and payments Add lines 6a through 6d.			7	74,555
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	16,519
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 16,519 **Refunded** ▶			11	0

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?.	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?.	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?.	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation* .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶THE ORGANIZATION Telephone no ▶(213) 622-0066

Located at ▶515 S FIGUEROA ST 1050 LOS ANGELES CA ZIP+4 ▶90071

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶	☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☑ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017).*		3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		4b		No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**		No
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
CARA ESPOSITO 515 S FIGUEROA ST 1050 LOS ANGELES, CA 90071	EXECUTIVE DIRECTOR 25 00	0	0	0
MARGO LEONETTI O'CONNELL 515 S FIGUEROA ST 1050 LOS ANGELES, CA 90071	PRESIDENT, DIRECTOR 2 00	0	0	0
MICHAEL F O'CONNELL 515 S FIGUEROA ST 1050 LOS ANGELES, CA 90071	SECRETARY, CFO, DIRECTOR 2 00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000. . . . . ▶				0

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities.		1a	4,523,629
b	Average of monthly cash balances.		1b	8,705,663
c	Fair market value of all other assets (see instructions).		1c	37,182,392
d	**Total** (add lines 1a, b, and c).		1d	50,411,684
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e 0		
2	Acquisition indebtedness applicable to line 1 assets.		2	0
3	Subtract line 2 from line 1d.		3	50,411,684
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	756,175
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	49,655,509
6	**Minimum investment return.** Enter 5% of line 5.		6	2,482,775

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6.		1	2,482,775
2a	Tax on investment income for 2017 from Part VI, line 5.	2a 58,036		
b	Income tax for 2017 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	58,036
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	2,424,739
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	2,424,739
6	Deduction from distributable amount (see instructions).		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.		7	2,424,739

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	2,707,874
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,707,874
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 (see instructions).	5	58,036
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	2,649,838

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,424,739
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			681,523	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 2,707,874				
a Applied to 2016, but not more than line 2a			681,523	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				2,026,351
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				398,388
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013. . . .				
b Excess from 2014. . . .				
c Excess from 2015. . . .				
d Excess from 2016. . . .				
e Excess from 2017. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2017	**(b)** 2016	**(c)** 2015	**(d)** 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

See Additional Data Table

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

See Additional Data Table

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ 3a				2,574,500
b *Approved for future payment*				
Total . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	45,833	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	5,990,303	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a See Additional Data Table					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		-114,907		6,200,232	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 6,085,325

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

****** | 2018-11-08 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
MARK CHAPMAN				P00085456
Firm's name ▶ KATZ CASSIDY AN ACCOUNTANCY CORPORATION				Firm's EIN ▶95-4046751
Firm's address ▶ 11400 W OLYMPIC BLVD SUITE 1050 LOS ANGELES, CA 90064				Phone no (310) 477-6300

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
TRP NEW HORIZONS		2011-06-30	2017-06-30
TDA ALPHABET		2017-01-01	2017-08-04
TDA AMAZON		2017-01-01	2017-06-21
TDA ASSURANT		2017-01-01	2017-08-03
TDA BANK OF AMERICA		2017-01-01	2017-08-11
TDA CITIGROUP		2017-01-01	2017-08-11
TDA DEUTSCHE		2017-01-01	2017-08-04
TDA GAMESTOP		2017-01-05	2017-05-25
TDA ISHARES MSCI		2017-01-01	2017-08-11
TDA JP MORGAN CHASE		2017-01-01	2017-08-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
24,161			24,161
555,284		537,458	17,826
597,253		542,588	54,665
363,457		362,764	693
286,918		278,668	8,250
267,511		242,542	24,969
341,484		329,491	11,993
151,440		164,650	-13,210
351,840		341,445	10,395
551,868		520,033	31,835

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			24,161
			17,826
			54,665
			693
			8,250
			24,969
			11,993
			-13,210
			10,395
			31,835

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
TDA LAM RESEARCH		2017-01-01	2017-08-03
TDA MITSUBISHI		2017-01-01	2017-03-22
ALLDOCUMENTS INC	P		2017-03-22
AMERICAN BIOSURGICAL LLC (ABI)	P		2017-06-30
BG LLH, LLC	P		2017-06-30
GORDIAN CAPITAL, LLC	P		2017-06-30
HOUSATONIC EQUITY INVESTORS IV, L P	P		2017-06-30
HOUSATONIC EQUITY INVESTORS V, L P	P		2017-06-30
HOUSATONIC EQUITY INVESTORS V, L P	P		2017-06-30
HOUSATONIC EQUITY INVESTORS V, L P	P		2017-06-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
463,096		464,411	-1,315
159,015		160,985	-1,970
10,580			10,580
67			67
47,062			47,062
		88,433	-88,433
3,053,701			3,053,701
		91	-91
8,051			8,051
27,134			27,134

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-1,315
			-1,970
			10,580
			67
			47,062
			-88,433
			3,053,701
			-91
			8,051
			27,134

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
HOUSATONIC MICRO FUND, L P	P		2017-06-30
LEGION PARTNERS, L P II	P		2017-06-30
LEGION PARTNERS, L P II	P		2017-06-30
LIGHT BEAM CAPITAL, LLC	P		2017-06-30
OCM OPPORTUNITIES FUND VIIB AIF LP (CAYMAN)	P		2017-06-30
OCM OPPORTUNITIES FUND VIIB AIF LP	P		2017-06-30
OCM OPPORTUNITIES FUND VIIB AIF LP	P		2017-06-30
PC MEADOWBROOK, LLC	P		2017-06-30
PEAK MOUNTAIN FUND, LLC	P		2017-06-30
PEAK VENTURES FUND II L P	P		2017-06-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
		2,346	-2,346
9,772			9,772
14,416			14,416
40			40
		28,692	-28,692
		108	-108
		4,223	-4,223
1,966,286			1,966,286
3,648			3,648
2,677			2,677

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,346
			9,772
			14,416
			40
			-28,692
			-108
			-4,223
			1,966,286
			3,648
			2,677

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PETERSON PARTNERS VII, LP	P		2017-06-30
PETERSON PARTNERS VII, LP	P		2017-06-30
PETERSON PARTNERS VIII, LP	P		2017-06-30
ROCKWOOD EQUITY PARTNERSHIP FUND, LP	P		2017-06-30
S BOX LLC	P		2017-06-30
SERENT CAPITAL ASSOCIATES LP	P		2017-06-30
SERENT CAPITAL ASSOCIATES II, LP	P		2017-06-30
TENNENBAUM OPPORTUNITIES FUND V LLC	P		2017-06-30
TENNENBAUM OPPORTUNITIES FUND V LLC	P		2017-06-30
TRUMPET SEARCH, LLC	P		2017-06-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,642			6,642
5			5
409			409
315,340			315,340
		702	-702
3,431			3,431
75,405			75,405
618			618
211,531			211,531
189,791			189,791

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6,642
			5
			409
			315,340
			-702
			3,431
			75,405
			618
			211,531
			189,791

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000).

MARGO LEONETTI O'CONNELL
MICHAEL F O'CONNELL

Form 990PF Part XV Line 1b - List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

CARA ESPOSITO
MARGO LEONETTI O'CONNELL
MICHAEL F O'CONNELL

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ARCS24520 HAWTHORNE BLVD STE 113 TORRANCE, CA 90505		PC	SCIENCE & TECHNOLOGY	1,000
CALIFORNIA COMMUNITY FOUNDATION 221 SOUTH FIGUEROA STREET LOS ANGELES, CA 90012		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	25,000
CALIFORNIA SCIENCE CENTER 700 EXPOSITION PARK DR LOS ANGELES, CA 90037		PC	SCIENCE & TECHNOLOGY	10,000
Total . . . . ▶ **3a**				2,574,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CENTER FOR EXCELLENCE IN EDUCATION 8201 GREENSBORO DR MCLEAN, VA 22102		PC	EDUCATION	80,000
CENTER ON PHILANTHROPY & PUBLIC POLICY USC LEWIS HALL 210 LOS ANGELES, CA 90089		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	35,000
CENTER THEATER GROUP 601 W TEMPLE ST LOS ANGELES, CA 90012		PC	ARTS, CULTURE & HUMANITIES	1,500
Total . . . . ▶ **3a**				2,574,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CHILDREN'S BUREAU 1910 MAGNOLIA AVENUE LOS ANGELES, CA 90007		PC	COMMUNITY DEVELOPMENT	2,500
CHILDREN'S INSTITUTE INC 711 S NEW HAMPSHIRE AVE LOS ANGELES, CA 90005		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	27,500
CLASSICAL KUSC1149 S HILL STREET LOS ANGELES, CA 90015		PC	ARTS, CULTURE & HUMANITIES	10,000
Total . . . . ▶ 3a				2,574,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
COVENANT HOUSE CALIFORNIA 1325 N WESTERN AVE LOS ANGELES, CA 90027		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	15,000
EDUCATORS FOR EXCELLENCE 448 SOUTH HILL STREET SUITE 708 LOS ANGELES, CA 90013		PC	EDUCATION	25,000
EPISCOPAL SCHOOL OF LOS ANGELES 6325 SANTA MONICA BLVD LOS ANGELES, CA 90038		PC	EDUCATION	10,000
Total . . . . ▶ 3a				2,574,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FOLAR570 W AVE 26 250 LOS ANGELES, CA 90065		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	250,000
FOUNDATION FOR CA COMMUNITY COLLEGES 1102 Q ST STE 4800 SACRAMENTO, CA 95811		PC	EDUCATION	50,000
HARVARD UNIVERSITY 124MOUNTAUBURNSTREET CAMBRIDGE, MA 02138		PC	EDUCATION	125,000
Total . . . . ▶ **3a**				2,574,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
INTERNATIONAL WOLF CENTER 1396 HIGHWAY 169 ELY, MN 55731		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	500
JEWISH FREE LOAN ASSOCIATION 6505 WILSHIRE BLVD 715 LOS ANGELES, CA 90048		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	33,000
LOYOLA HIGH SCHOOL 1901VENICEBLVD LOS ANGELES, CA 90006		PC	EDUCATION	260,000
Total . . . . ▶ **3a**				2,574,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE LOS ANGELES, CA 90045		PC	EDUCATION	550,000
NATURE CONSERVANCY UNION BANK PLAZA 445 S FIGUEROA ST 1950 LOS ANGELES, CA 90071		PC	ENVIRONMENT	250,000
OCEANA INC1350 CONNECTICUT AVE WASHINGTON, DC 20036		PC	ENVIRONMENT	15,000
Total . . . . ▶ 3a				2,574,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PLANNED PARENTHOOD LOS ANGELES 400 W 30TH STREET LOS ANGELES, CA 90027		PC	WOMEN'S HEALTH	100,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA 1111 FRANKLIN ST OAKLAND, CA 94607		PC	EDUCATION	50,000
ROXBURY LATIN SCHOOL 101 ST THERESA AVENUE WEST ROXBURY, MA 02132		PC	EDUCATION	50,000
Total . . . . ▶ 3a				2,574,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCRIPPS COLLEGE 1030 COLUMBIA AVENUE 2009 CLAREMONT, CA 91711		PC	EDUCATION	30,000
SEA SHEPHERD CONSERVATION SOCIETY PO BOX 8628 ALEXANDRIA, VA 22306		PC	ENVIRONMENT	10,000
SHOES THAT FIT 1420 N CLAREMONT BLVD SUITE204A CLAREMONT, CA 91711		PC	CHILDREN & YOUTH SERVICES	20,000
Total . . . . ▶ 3a				2,574,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SOCIAL VENTURE PARTNERS 800 WILSHIRE BLVD SUITE 200 PLAYA DEL REY, CA 90293		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	12,500
SOUTHERN CALIFORNIA GRANTMAKERS 1000 ALAMEDA ST 230 LOS ANGELES, CA 90012		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	10,000
SOUTHERN CALIFORNIA PUBLIC RADIO 474 S RAYMOND AVE PASADENA, CA 91105		PC	ARTS, CULTURE & HUMANITIES	100,000
Total . . . . ▶ **3a**				2,574,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SUSTAINABLE CONSERVATION 98 BATTERY STREET SUITE 302 SAN FRANCISCO, CA 94111		PC	ENVIRONMENT	10,000
TEMPLE ISAIAH1404 STONY BROOK ST STONY BROOK, NY 11790		PC	EDUCATION	50,000
THE J PAUL GETTY TRUST 1200 GETTY CENTER DR LOS ANGELES, CA 90049		PC	ARTS, CULTURE & HUMANITIES	25,000
Total . . . . ▶ **3a**				2,574,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE POSSE FOUNDATION INC 515 S FIGUEROA ST LOS ANGELES, CA 90071		PC	EDUCATION	50,000
THE UCLA FOUNDATION 10945 LE CONTE AVENUE SUITE 3132 LOS ANGELES, CA 90095		PC	MEDICAL DISCIPLINES	100,000
TURNING POINT SCHOOL 8780 NATIONAL BLVD CULVER CITY, CA 90232		PC	EDUCATION	15,000
Total . . . . ▶ **3a**				2,574,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UCLA MATTEL CHILDREN'S HOSPITAL 650 CHARLES E YOUNG DR SOUTH SUITE 12-260 LOS ANGELES, CA 90095		PC	MEDICAL DISCIPLINES	5,000
UPSTREAM USA 1630 SAN PABLO AVE SUITE 400 OAKLAND, CA 94612		PC	WOMEN'S HEALTH	100,000
US LACROSSE2 LOVETON CIRCLE SPARKS, MD 21152		PC	ATHLETICS	500
Total . . . . ▶ **3a**				2,574,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
USA HOCKEY FOUNDATION 1775 BOB JOHNSON DRIVE COLORADO SPRINGS, CO 80906		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	500
USC SOL PRICE SCHOOL OF PUBLIC POLICY 650 CHILDS WAY LOS ANGELES, CA 90089		PC	EDUCATION	10,000
YOUNG EISNER SCHOLARSPO BOX 3085 INGLEWOOD, CA 90304		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	50,000
Total . . . . ▶ **3a**				2,574,500

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		**(e)** Related or exempt function income (See the instructions)
11 Other revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
a PARTNERSHIPS INCOME/LOSS	523000	-114,907			
b PARTNERSHIP RENTAL INCOME			16	-139,857	
c PARTNERSHIPS INTEREST AND DIVIDEND INCOME			14	277,703	
d PARTNERSHIP OTHER INCOME			14	-26,167	
e OTHER PORTFOLIO INCOME (LOSS)			14	-11,472	
f FEDERAL INCOME TAX			14	63,889	

TY 2017 Accounting Fees Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	60,475	0	0	60,475

TY 2017 Investments Corporate Stock Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HOVER INC COMMON & PREFERRED	985,000	985,000
RCM TECHNOLOGIES INC (SCHWAB/LEGION)	1,673,606	1,673,606
T ROWE PRICE NEW HORIZONS	409,517	409,517
TDA BROKERAGE BERSHIRE HATHAWAY	1,665,048	1,665,048
TDA BROKERAGE ISHARES	839,020	839,020
TDA BROKERAGE PROSHARES VIXY	782,400	782,400

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TY 2017 Investments - Other Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMERICAN BIOSURGICAL, LLC	FMV	168,000	168,000
AUXO MANAGEMENT, LLP	FMV	1,300,000	1,300,000
GLOBAL ATLANTIC FUND (GS)	FMV	199,900	199,900
GOLDMAN SACHS VINTAGE FUND IV	FMV	128,770	128,770
GOLDMAN SACHS VINTAGE FUND V	FMV	165,865	165,865
GOLDMAN SACHS VINTAGE FUND VII	FMV	238,692	238,692
GS PRIVATE EQUITY ENERGY FUND	FMV	122,402	122,402
HOUSATONIC EQUITY INVESTORS II	FMV	22,000	22,000
HOUSATONIC EQUITY INVESTORS IV	FMV	3,416,000	3,416,000
HOUSATONIC EQUITY INVESTORS V	FMV	1,016,000	1,016,000
HOUSATONIC MICRO	FMV	162,000	162,000
I R S PARTNERS NO. 12 LP	FMV	5,949,000	5,949,000
LEGION PARTNERS II (SCHWAB)	FMV	161,000	161,000
LIBERTY PLACE RAPTOR	FMV	200,000	200,000
LIGHT BEAM CAPITAL LLC	FMV	510,001	510,001
LINEAGE LOGISTICS-BG LLH	FMV	6,482,000	6,482,000
MST SERVICE HOLDINGS, LLC	FMV	928,000	928,000
NEXT COAST VENTURES I, LP	FMV	633,000	633,000
OCM OPPORTUNITIES FD (CAYMAN)	FMV	70,444	70,444
OCM OPPORTUNITIES FD (DELAWARE)	FMV	14,709	14,709
OCM OPPORTUNITIES FD VIIB LP	FMV	148,846	148,846
OLMO COLD STORAGE	FMV	500,000	500,000
PEAK JOAQUIN HOLDINGS LLC	FMV	3,289,000	3,289,000
PEAK MOUNTAIN FUND LLC	FMV	450,000	450,000
PEAK VENTURES FUND II, LP	FMV	225,000	225,000
PETERSON PARTNERS VII LP	FMV	808,002	808,002
PETERSON PARTNERS VIII LP	FMV	446,002	446,002
PREDICTIVE INDEX HOLDINGS LLC	FMV	250,000	250,000
PSS II LLC	FMV	4,177,000	4,177,000
RELAY HOLDINGS LLC	FMV	500,000	500,000

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ROCKWOOD EQUITY PARTNERS III	FMV	130,000	130,000
ROCKWOOD EQUITY PARTNERSHIP FD	FMV	425,000	425,000
S BOX LLC	FMV	100,000	100,000
SERENT CAPITAL ASSOC II LP	FMV	544,000	544,000
SERENT CAPITAL ASSOCIATES LP	FMV	200,000	200,000
TENNENBAUM OPPORTUNITIES FUND	FMV	1,560,000	1,560,000
TOMA CAPITAL MANAGEMENT	FMV	119,000	119,000
TRUSTAR TECHNOLOGY, INC.	FMV	250,000	250,000
UCIT ONLINE SECURITY NOTE	FMV	42,759	42,759
VOLLEY PARTNERS, LLC	FMV	580,000	580,000
CARNEROS BAY NOTE	FMV	550,000	550,000

TY 2017 Legal Fees Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	205	0	0	205

TY 2017 Other Decreases Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	2,688,840

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TY 2017 Other Expenses Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK SERVICE CHARGES	739	739	0	0
DUES AND SUBSCRIPTIONS	15,357	0	0	15,357
INSURANCE	2,310	0	0	2,310
LIABILITY INSURANCE	4,331	0	0	4,331
OFFICE EXPENSE	1,456	0	0	1,456
PARTNERSHIPS - INVESTMENT FEE	352,876	352,876	0	0
PARTNERSHIPS - CHARITABLE CONTRIBUTIONS	2,294	0	0	2,294

TY 2017 Other Income Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIPS INCOME/LOSS	-114,907	0	0
PARTNERSHIP RENTAL INCOME	-139,857	-139,857	0
PARTNERSHIPS INTEREST AND DIVIDEND INCOME	277,703	277,703	0
PARTNERSHIP OTHER INCOME	-26,167	-26,167	0
OTHER PORTFOLIO INCOME (LOSS)	-11,472	-11,472	0
FEDERAL INCOME TAX	63,889	63,889	0

TY 2017 Other Increases Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Description	Amount
NET TAX GAIN FROM INVESTMENTS CAPITAL GAINS	1,328,131

TY 2017 Other Professional Fees Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING	6,170	0	0	6,170

TY 2017 Taxes Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE INCOME TAX	469	0	0	0
FOREIGN TAXES	23,727	23,727	0	0