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.**
▶ **Go to *www.irs.gov/Form990PF* for instructions and the latest information.**

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018 , and ending 12-31-2018

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*) ▶$ 72,086,334

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))*

			(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	288,812	288,812		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	8,953,054			
	b	Gross sales price for all assets on line 6a 13,565,249				
	7	Capital gain net income (from Part IV, line 2)		8,953,054		
	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)	3,351,671	1,632,074	0	
	12	**Total.** Add lines 1 through 11	12,593,537	10,873,940	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)				
	b	Accounting fees (attach schedule)	53,300	0	0	53,300
	c	Other professional fees (attach schedule)				
	17	Interest	14,534	14,534	0	0
	18	Taxes (attach schedule) (see instructions)	8,050	7,876	0	0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	24,925	0	0	24,925
	22	Printing and publications				
	23	Other expenses (attach schedule)	421,035	403,091	0	17,944
	24	**Total operating and administrative expenses.** Add lines 13 through 23	521,844	425,501	0	96,169
	25	Contributions, gifts, grants paid	2,526,222			2,526,222
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,048,066	425,501	0	2,622,391
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	9,545,471			
	b	**Net investment income** (if negative, enter -0-)		10,448,439		
	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	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	50,428	49,779	49,779
2	Savings and temporary cash investments	7,040,490	15,919,214	15,919,214
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 (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		9,769	9,769
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	6,604,591	2,586,858	2,586,858
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)	36,932,392	53,520,714	53,520,714
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)	50,627,901	72,086,334	72,086,334
Liabilities 17	Accounts payable and accrued expenses	295,650	501,144	
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)	295,650	501,144	
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	50,332,251	71,585,190	
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)	50,332,251	71,585,190	
31	**Total liabilities and net assets/fund balances** (see instructions)	50,627,901	72,086,334	

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	50,332,251
2	Enter amount from Part I, line 27a	2	9,545,471
3	Other increases not included in line 2 (itemize) ▶	3	14,158,665
4	Add lines 1, 2, and 3	4	74,036,387
5	Decreases not included in line 2 (itemize) ▶	5	2,451,197
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	71,585,190

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	8,953,054
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))
2017	2,649,838	49,655,509	0 053364
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

2 Total of line 1, column (d)	2	0 242509
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 048502
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	68,611,322
5 Multiply line 4 by line 3	5	3,327,786
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	104,484
7 Add lines 5 and 6	7	3,432,270
8 Enter qualifying distributions from Part XII, line 4	8	2,622,391

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	208,969
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	208,969
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	208,969
6	Credits/Payments			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a 182,519		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0		
d	Backup withholding erroneously withheld	6d 0		
7	Total credits and payments Add lines 6a through 6d.		7	182,519
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	487
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	26,937
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 2018 or the taxable year beginning in 2018? See the 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)

			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

			Yes	No
16	At any time during calendar year 2018, 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 the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions		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 2018?		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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	☐ 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 2018 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 2018).*		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 2018?		4b		No

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

			Yes	No
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? *If "Yes" to 6b, file Form 8870*	6b		No
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		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment during the year? ☐ Yes ☑ No			

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	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
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	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000. ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** ***(continued)***

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	4,345,725
b	Average of monthly cash balances.		1b	11,529,956
c	Fair market value of all other assets (see instructions).		1c	53,780,483
d	**Total** (add lines 1a, b, and c).		1d	69,656,164
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	69,656,164
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	1,044,842
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	68,611,322
6	**Minimum investment return.** Enter 5% of line 5.		6	3,430,566

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	3,430,566
2a	Tax on investment income for 2018 from Part VI, line 5.	2a 208,969		
b	Income tax for 2018 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	208,969
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	3,221,597
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	3,221,597
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	3,221,597

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	2,622,391
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	2,622,391
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	2,622,391

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				3,221,597
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			398,388	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 2,622,391				
a Applied to 2017, but not more than line 2a			398,388	
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 2018 distributable amount.				2,224,003
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018	0			0
(If an amount appears in column (d), the same amount must be shown in column (a))				
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 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				997,594
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 2013 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2014. . . .				
b Excess from 2015. . . .				
c Excess from 2016. . . .				
d Excess from 2017. . . .				
e Excess from 2018. . . .				

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 2018, 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) 2018	**(b)** 2017	**(c)** 2016	**(d)** 2015	
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 foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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 to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

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**				
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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	288,812	
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	8,953,054	
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).		1,719,597		10,873,940	0

13 Total. Add line 12, columns (b), (d), and (e). 13 12,593,537

(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) (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) (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

******	2019-11-15	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
MARK CHAPMAN		2019-11-14		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)
1 BERKSHIRE HATHAWAY INC COM CL		2018-01-01	2018-04-10
1 ISHARES INC MSCI JPN ETF NEW		2018-01-01	2018-01-24
ISHARES INC MSCI JPN ETF NEW		2018-01-01	2018-04-10
PROSHARES TRUST UL MSCI JP ETF		2018-01-01	2018-04-10
SPDR GOLD TRUST GOLD SHS ETF		2018-01-01	2018-04-10
SPDR GOLD TRUST GOLD SHS ETF		2001-01-01	2018-02-06
SPDR GOLD TRUST GOLD SHS ETF		2001-01-01	2018-03-07
SPDR GOLD TRUST GOLD SHS ETF		2001-01-01	2018-04-04
TRP NEW HORIZONS		2001-01-01	2018-12-31
ALLDOCUMENTS INC	P	2001-01-01	2018-12-31

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)
1,672,814		1,555,257	117,557
514,303		445,527	68,776
1,057,669		1,074,838	-17,169
777,966		741,265	36,701
507,745		513,950	-6,205
174		174	0
154		154	0
168		168	0
45,260			45,260
12,650			12,650

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	
			117,557
			68,776
			-17,169
			36,701
			-6,205
			0
			0
			0
			45,260
			12,650

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)
	RAPTOR TECH	P	2001-01-01	2018-12-31
1	S BOX	P	2001-01-01	2018-12-31
	LIGHT BEAM	P	2001-01-01	2018-12-31
	GORDIAN CAPITAL, LLC	P		2018-12-31
	HOUSATONIC EQUITY INVESTORS II, LP	P		2018-12-31
	HOUSATONIC EQUITY INVESTORS IV, L P	P		2018-12-31
	HOUSATONIC EQUITY INVESTORS V, L P	P		2018-12-31
	HOUSATONIC EQUITY PARTNERS, L P	P		2018-12-31
	HOUSATONIC MICRO FUND, L P	P		2018-12-31
	LEGION PARTNERS, L P II	P		2018-12-31

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)
		4	-4
198,914			198,914
		26,975	-26,975
31,479			31,479
		1,099	-1,099
1,390,342			1,390,342
1,807			1,807
419			419
131			131
34,843			34,843

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	
			-4
			198,914
			-26,975
			31,479
			-1,099
			1,390,342
			1,807
			419
			131
			34,843

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)
	LIGHT BEAM CAPITAL, LLC	P		2018-12-31
1	NEXT COAST VENTURES I, LP	P		2018-12-31
	OCM OPPORTUNITIES FUND VIIB AIF LP (CAYMAN)	P		2018-12-31
	OCM OPPORTUNITIES FUND VIIB AIF LP	P		2018-12-31
	PETERSON PARTNERS VII, LP	P		2018-12-31
	PETERSON PARTNERS VIII, LP	P		2018-12-31
	RAPTOR TECHNOLOGIES HOLDING, LLC	P		2018-12-31
	ROCKWOOD EQUITY PARTNERSHIP FUND, LP	P		2018-12-31
	S BOX LLC	P		2018-12-31
	SERENT CAPITAL ASSOCIATES LP	P		2018-12-31

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)
908,761			908,761
6,563			6,563
		26,458	-26,458
9,419			9,419
223,320			223,320
90			90
2,339,358			2,339,358
710			710
638			638
33,809			33,809

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	
			908,761
			6,563
			-26,458
			9,419
			223,320
			90
			2,339,358
			710
			638
			33,809

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)
	SERENT CAPITAL ASSOCIATES II, LP	P		2018-12-31
1	TENNENBAUM OPPORTUNITIES FUND V LLC	P		2018-12-31
	TOMA CAPITAL MANAGEMENT LLC	P		2018-12-31
	BG LLH LLC PARTIAL SALE	P		2018-12-31

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)
5,195			5,195
		226,326	-226,326
258,078			258,078
3,532,470			3,532,470

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	
			5,195
			-226,326
			258,078
			3,532,470

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*				
ARCS 24520 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	75,000
CALIFORNIA SCIENCE CENTER 700 EXPOSITION PARK DR LOS ANGELES, CA 90037		PC	SCIENCE & TECHNOLOGY	10,000
Total . . . . ▶ **3a**				2,526,222

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*				
CARLTHORP SCHOOL 438 SAN VICENTE BLVD SANTA MONICA, CA 90402		PC	EDUCATION	30,000
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
Total . . . . ▶ **3a**				2,526,222

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 THEATER GROUP 601 W TEMPLE ST LOS ANGELES, CA 90012		PC	ARTS, CULTURE & HUMANITIES	1,500
CHILDREN'S INSTITUTE INC 711 S NEW HAMPSHIRE AVE LOS ANGELES, CA 90005		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	15,000
CLASSICAL KUSC1149 S HILL STREET LOS ANGELES, CA 90015		PC	ARTS, CULTURE & HUMANITIES	10,000
Total . . . . ▶ **3a**				2,526,222

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*				
COLLEGE TRACK112 LINDEN ST OAKLAND, CA 94607		PC	EDUCATION	50,000
COVENANT HOUSE CALIFORNIA 1325 N WESTERN AVE LOS ANGELES, CA 90027		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	15,000
CRAYON COLLECTION 149 S BARRINGTON AVE 649 LOS ANGELES, CA 90049		PC	EDUCATION & ENVIRONMENT	10,000
Total . . . . ▶ **3a**				2,526,222

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*				
DEFENDERS OF WILDLIFE 1130 17TH ST NW WASHINGTON, DC 20036		PC	ENVIRONMENT	2,000
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**				2,526,222

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*				
ESSENTIAL ACCESS HEALTH (CALIFORNIA FAMILY HEALTH COUNCIL INC) 3600 WILSHIRE BLVD 600 LOS ANGELES, CA 90010		PC	REPRODUCTIVE HEALTHCARE	255,022
FOLAR570 W AVE 26 250 LOS ANGELES, CA 90065		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	50,000
FOUNDATION FOR CA COMMUNITY COLLEGES 1102 Q ST STE 4800 SACRAMENTO, CA 95811		PC	EDUCATION	50,000
Total . . . . ▶ **3a**				2,526,222

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*				
GUIDESTAR USA INC 4801 COURTHOUSE STREET 220 WILLIAMSBURG, VA 23188		PC	INFORMATION FOR PHILANTHROPICAL DECISIONMAKING	5,000
JEWISH FREE LOAN ASSOCIATION 6505 WILSHIRE BLVD 715 LOS ANGELES, CA 90048		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	46,000
LOYOLA HIGH SCHOOL 1901 VENICE BLVD LOS ANGELES, CA 90006		PC	EDUCATION	10,000
Total . . . . ▶ **3a**				2,526,222

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	750,000
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	1,500
Total . . . . ▶ **3a**				2,526,222

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*				
ONE DEGREE2370 MARKET ST 160 SAN FRANCISCO, CA 94114		PC	CHILD WELFARE	50,000
PARTNERSHIP FOR LOS ANGELES SCHOOLS 1055 WILSHIRE BLVD 1850 LOS ANGELES, CA 90017		PC	EDUCATION	138,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA 1111 FRANKLIN ST OAKLAND, CA 94607		PC	EDUCATION	50,000
Total . . . . ▶ **3a**				2,526,222

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*				
ROXBURY LATIN SCHOOL 101 ST THERESA AVENUE WEST ROXBURY, MA 02132		PC	EDUCATION	50,000
SCRIPPS COLLEGE 1030 COLUMBIA AVENUE 2009 CLAREMONT, CA 91711		PC	EDUCATION	25,000
SOCIAL VENTURE PARTNERS 800 WILSHIRE BLVD SUITE 200 PLAYA DEL REY, CA 90293		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	25,000
Total . . . . ▶ **3a**				2,526,222

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*				
SOUTHERN CALIFORNIA GRANTMAKERS 1000 ALAMEDA ST 230 LOS ANGELES, CA 90012		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	16,200
SOUTHERN CALIFORNIA PUBLIC RADIO 474 S RAYMOND AVE PASADENA, CA 91105		PC	ARTS, CULTURE & HUMANITIES	55,000
TEMPLE ISAIAH1404 STONY BROOK ST STONY BROOK, NY 11790		PC	EDUCATION	20,000
Total . . . . ▶ **3a**				2,526,222

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 COLLEAGUES3312 PICO BLVD SANTA MONICA, CA 90405		PC	CHILDREN & YOUTH SERVICES	10,000
THE J PAUL GETTY TRUST 1200 GETTY CENTER DR LOS ANGELES, CA 90049		PC	ARTS, CULTURE & HUMANITIES	50,000
THE POSSE FOUNDATION INC 515 S FIGUEROA ST LOS ANGELES, CA 90071		PC	EDUCATION	50,000
Total . . . . ▶ **3a**				2,526,222

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 UCLA FOUNDATION 10945 LE CONTE AVENUE SUITE 3132 LOS ANGELES, CA 90095		PC	MEDICAL DISCIPLINES	100,000
UNIVERSITY OF SOUTHERN CALIFORNIA UNIVERSITY GARDENS UGB203 LOS ANGELES, CA 90089		PC	EDUCATION	25,000
USC SOL PRICE SCHOOL OF PUBLIC POLICY 650 CHILDS WAY LOS ANGELES, CA 90089		PC	EDUCATION	10,000
Total . . . . ▶ **3a**				2,526,222

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*				
YOUNG EISNER SCHOLARS PO BOX 3085 INGLEWOOD, CA 90304		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	65,000
Total . . . . ▶ **3a**				2,526,222

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	-152,365			
b PARTNERSHIP RENTAL INCOME			16	102,618	
c PARTNERSHIPS INTEREST AND DIVIDEND INCOME			14	1,492,765	
d PARTNERSHIP OTHER INCOME			14	36,691	
e OTHER PORTFOLIO INCOME (LOSS)			14		
f SEC 751 RECAPTURE - P/S PARTIAL SALE	523000	1,871,962			

TY 2018 Accounting Fees Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	53,300	0	0	53,300

TY 2018 Investments Corporate Stock Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Investments Corporation Stock Schedule

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)	824,829	824,829
T ROWE PRICE NEW HORIZONS	426,072	426,072
TRUSTAR TECHNOLOGY, INC.	250,000	250,000
GOLDMAN SACHS SECURITIES	100,957	100,957

TY 2018 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	167,837	167,837
AUXO MANAGEMENT, LLP	FMV	1,300,000	1,300,000
GLOBAL ATLANTIC FUND (GS)	FMV	204,000	204,000
GOLDMAN SACHS VINTAGE FUND IV	FMV	134,001	134,001
GOLDMAN SACHS VINTAGE FUND V	FMV	130,001	130,001
GOLDMAN SACHS VINTAGE FUND VII	FMV	602,487	602,487
GORDIAN CAPITAL LLC	FMV	6,294	6,294
GS PRIVATE EQUITY ENERGY FUND	FMV	100,000	100,000
HOUSATONIC EQUITY INVESTORS II	FMV	1,200	1,200
HOUSATONIC EQUITY INVESTORS IV	FMV	1,252,000	1,252,000
HOUSATONIC EQUITY INVESTORS V	FMV	1,217,000	1,217,000
HOUSATONIC MICRO	FMV	162,000	162,000
I R S PARTNERS NO. 12 LP	FMV	14,245,000	14,245,000
LINEAGE LOGISTICS-BG LLH	FMV	10,727,315	10,727,315
MST SERVICE HOLDINGS, LLC	FMV	928,000	928,000
NEXT COAST VENTURES I, LP	FMV	1,066,000	1,066,000
OCM OPPORTUNITIES FD (CAYMAN)	FMV	500	500
OCM OPPORTUNITIES FD (DELAWARE)	FMV	8,840	8,840
OCM OPPORTUNITIES FD VIIB LP	FMV	152,658	152,658
OLMO COLD STORAGE	FMV	1,764,000	1,764,000
PEAK JOAQUIN HOLDINGS LLC	FMV	3,287,578	3,287,578
PEAK MOUNTAIN FUND LLC	FMV	400,000	400,000
PEAK VENTURES FUND II, LP	FMV	400,000	400,000
PETERSON PARTNERS VII LP	FMV	623,000	623,000
PETERSON PARTNERS VIII LP	FMV	1,209,002	1,209,002
PREDICTIVE INDEX HOLDINGS LLC	FMV	1,500,000	1,500,000
PSS II LLC	FMV	6,244,000	6,244,000
RELAY HOLDINGS LLC	FMV	500,000	500,000
ROCKWOOD EQUITY PARTNERS III	FMV	1,207,000	1,207,000
ROCKWOOD EQUITY PARTNERSHIP FD	FMV	130,000	130,000

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SERENT CAPITAL ASSOC II LP	FMV	479,000	479,000
SERENT CAPITAL ASSOCIATES LP	FMV	146,000	146,000
TENNENBAUM OPPORTUNITIES FUND	FMV	1,209,000	1,209,000
TOMA CAPITAL MANAGEMENT	FMV	400,001	400,001
UCIT ONLINE SECURITY NOTE	FMV	37,000	37,000
VOLLEY PARTNERS, LLC	FMV	580,000	580,000
FRAZIL NOTE	FMV	1,000,000	1,000,000

TY 2018 Other Decreases Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Description	Amount
NET TAX LOSS FROM INVESTMENTS CAPITAL GAINS	2,028,149
DEFERRED TAXES EXPENSE	285,499
FEDERAL TAX PAID	137,549

TY 2018 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	5,697	5,697	0	0
DUES AND SUBSCRIPTIONS	9,256	0	0	9,256
EDUCATION	1,800	0	0	1,800
INSURANCE	4,331	0	0	4,331
OFFICE EXPENSE	1,293	0	0	1,293
PARTNERSHIPS - INVESTMENT FEE	397,394	397,394	0	0
PARTNERSHIPS - CHARITABLE CONTRIBUTIONS	1,264	0	0	1,264

TY 2018 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	-152,365	0	0
PARTNERSHIP RENTAL INCOME	102,618	102,618	0
PARTNERSHIPS INTEREST AND DIVIDEND INCOME	1,492,765	1,492,765	0
PARTNERSHIP OTHER INCOME	36,691	36,691	0
SEC 751 RECAPTURE - P/S PARTIAL SALE	1,871,962		0

TY 2018 Other Increases Schedule

Name: THE LEONETTIO'CONNELL FAMILY FOUNDATION

EIN: 20-3889415

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	14,158,665

TY 2018 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	174	0	0	0
PARTNERSHIPS - FOREIGN TAXES	7,876	7,876	0	0