

29491/0702804 1

EXTENDED TO OCTOBER 15, 2020

Return of Private Foundation

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

OMB No 1545-0052

2018

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue ServiceDo 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.

1911

For calendar year 2018 or tax year beginning DEC 1, 2018, and ending NOV 30, 2019

Name of foundation
THE LEONARD & SOPHIE DAVIS FUND

Number and street (or P O box number if mail is not delivered to street address)
C/O ALAN DAVIS PO BOX 590723

City or town, state or province, country, and ZIP or foreign postal code
SAN FRANCISCO, CA 94159

A Employer identification number
94-3402266

B Telephone number
212 245-5900

C If exemption application is pending, check here ☐

D If foreign organizations, check here ☐

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

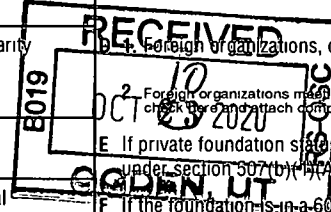
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 180,629,594.

J Accounting method:
☒ Cash
☐ Accrual
☐ Other (specify) _____



Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	6,255,338.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	30,681.	30,681.		STATEMENT 1
4	Dividends and interest from securities	2,921,019.	2,921,019.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	9,159,003.			
b	Gross sales price for all assets on line 6a	28,210,752.			
7	Capital gain net income (from Part IV, line 2)		9,159,003.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	68,323.	68,323.		STATEMENT 3
12	Total. Add lines 1 through 11	18,434,364.	12,179,026.		
13	Compensation of officers, directors, trustees, etc.	18,000.	0.		18,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	9,963.	0.		9,963.
b	Accounting fees	117,400.	0.		117,400.
c	Other professional fees	708,314.	622,531.		85,783.
17	Interest				
18	Taxes	101,348.	40,058.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	126,350.	121,644.		4,706.
24	Total operating and administrative expenses. Add lines 13 through 23	1,081,375.	784,233.		235,852.
25	Contributions, gifts, grants paid	8,845,636.			8,845,636.
26	Total expenses and disbursements. Add lines 24 and 25	9,927,011.	784,233.		9,081,488.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	8,507,353.			
b	Net investment income (if negative enter -0-)		11,394,793.		
c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED MAY 11 2021

29

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,932,378.	2,423,156.	2,423,156.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 11	147,712,455.	169,445,484.	169,445,484.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 12		8,711,432.	7,848,032.	7,848,032.
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)		884,161.	912,922.	912,922.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		159,240,426.	180,629,594.	180,629,594.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	9,491,126.	9,491,126.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	149,749,300.	171,138,468.	
	30 Total net assets or fund balances	159,240,426.	180,629,594.	
31 Total liabilities and net assets/fund balances	159,240,426.	180,629,594.		

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	159,240,426.
2 Enter amount from Part I, line 27a	2	8,507,353.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	14,417,378.
4 Add lines 1, 2, and 3	4	182,165,157.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	1,535,563.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	180,629,594.

Part IV Capital Gains and Losses for Tax on Investment Income**SEE ATTACHED STATEMENTS**

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e	28,210,752.	19,051,749.	9,159,003.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			9,159,003.

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	9,159,003.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	10,947,119.	155,993,498.	.070177
2016	11,221,515.	143,566,840.	.078162
2015	8,849,173.	125,415,490.	.070559
2014	8,424,970.	125,284,991.	.067246
2013	7,357,337.	120,693,484.	.060959

2 Total of line 1, column (d)	2	.347103
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	.069421
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	164,715,620.
5 Multiply line 4 by line 3	5	11,434,723.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	113,948.
7 Add lines 5 and 6	7	11,548,671.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	9,081,488.

THE LEONARD & SOPHIE DAVIS FUND

 CONTINUATION FOR 990-PF, PART IV
 94-3402266 PAGE 1 OF 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PINEBRIDGE PEP	P		11/30/19
b	PINEBRIDGE PEP	P		11/30/19
c	SECTION 1231 LOSS PINEBRIDGE PEP	P		11/30/19
d	LIGHTHOUSE CAP PARTNERS IV, LP	P		11/30/19
e	THE LYME FOREST FUND III TE, LP	P		11/30/19
f	SECTION 1231 GAIN PARTNERS GROUP REAL ESTATE	P		11/30/19
g	SECTION 1256 GAIN PARTNERS GROUP REAL ESTATE	P		11/30/19
h	PARTNERS GROUP REAL ESTATE	P		11/30/19
i	PARTNERS GROUP REAL ESTATE	P		11/30/19
j	YOLEV INVESTMENTS	P		11/30/19
k	YOLEV INVESTMENTS	P		11/30/19
l	DBL PARTNERS III LP	P		11/30/19
m	US BANK A/C #06247 - SEE ATTACHED	P		11/30/19
n	US BANK A/C #06247 - SEE ATTACHED	P		11/30/19
o	US BANK A/C #06775 - SEE ATTACHED	P		11/30/19

(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 1,016.			1,016.
b		66,276.	-66,276.
c		16.	-16.
d 3,984.			3,984.
e 123.			123.
f 574.			574.
g 16.			16.
h 8.			8.
i 1,186.			1,186.
j		289,166.	-289,166.
k 382,771.			382,771.
l		11.	-11.
m 97,289.		86,015.	11,274.
n 8,258,660.		4,956,836.	3,301,824.
o 1,611,307.		1,578,541.	32,766.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,016.
b			-66,276.
c			-16.
d			3,984.
e			123.
f			574.
g			16.
h			8.
i			1,186.
j			-289,166.
k			382,771.
l			-11.
m			11,274.
n			3,301,824.
o			32,766.

 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 }

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

2

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	US BANK A/C #06775 - SEE ATTACHED	P		11/30/19
b	US BANK A/C #06775 - RETURN OF CAPITAL	P		11/30/19
c	US BANK A/C #07198 - SEE ATTACHED	P		11/30/19
d	US BANK A/C #07198 - SEE ATTACHED	P		11/30/19
e	WELLS FARGO - SEE ATTACHED	P		11/30/19
f	WELLS FARGO - SEE ATTACHED	P		11/30/19
g	WELLS FARGO - SEE ATTACHED	P		11/30/19
h	WELLS FARGO - SEE ATTACHED	P		11/30/19
i	WELLS FARGO - SEE ATTACHED	P		11/30/19
j	WELLS FARGO - SEE ATTACHED	P		11/30/19
k	WELLS FARGO - SEE ATTACHED	P		11/30/19
l	WELLS FARGO - SEE ATTACHED	P		11/30/19
m	WELLS FARGO - SEE ATTACHED	P		11/30/19
n	WELLS FARGO - SEE ATTACHED	P		11/30/19
o	WELLS FARGO - SEE ATTACHED	P		11/30/19

(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 6,725,530.		4,634,318.	2,091,212.
b 27.			27.
c 1,312,547.		1,183,808.	128,739.
d 6,446,315.		3,231,955.	3,214,360.
e 1,404.		1,386.	18.
f 545,108.		602,894.	-57,786.
g 1,200.		1,323.	-123.
h 149,008.		141,515.	7,493.
i 6,225.		5,976.	249.
j 305,183.		292,677.	12,506.
k 1,340.		1,637.	-297.
l 599,039.		526,551.	72,488.
m 9,310.		10,695.	-1,385.
n 188,494.		204,286.	-15,792.
o 33,094.		32,860.	234.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,091,212.
b			27.
c			128,739.
d			3,214,360.
e			18.
f			-57,786.
g			-123.
h			7,493.
i			249.
j			12,506.
k			-297.
l			72,488.
m			-1,385.
n			-15,792.
o			234.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

THE LEONARD & SOPHIE DAVIS FUND

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WELLS FARGO - SEE ATTACHED	P		11/30/19
b	WELLS FARGO - SEE ATTACHED	P		11/30/19
c	WELLS FARGO - SEE ATTACHED	P		11/30/19
d	SECTION 1256 GAIN YOLEV INVESTMENTS	P		11/30/19
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 682,811.		663,535.	19,276.
b 92,783.		85,561.	7,222.
c 751,480.		453,911.	297,569.
d 2,470.			2,470.
e 450.			450.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			19,276.
b			7,222.
c			297,569.
d			2,470.
e			450.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	9,159,003.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part 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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	227,896.
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	227,896.
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	227,896.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	89,436.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	260,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	349,436.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	121,540.	
11 Enter the amount of line 10 to be. Credited to 2019 estimated tax <input type="checkbox"/> 121,540. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ▶ N/A		
14 The books are in care of ▶ ALAN DAVIS Telephone no. ▶ 212-245-5900		
Located at ▶ 460 PARK AVENUE 12TH FLOOR, NEW YORK, NY ZIP+4 ▶ 10022		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		

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

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	N/A	
Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>		
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		X

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b	
Organizations relying on a current notice regarding disaster assistance, check here	<input checked="" type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	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(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ALAN S DAVIS	CHIEF EXECUTIVE OFFICER			
PO BOX 590723				
SAN FRANCISCO, CA 94159	10.00	6,000.	0.	0.
MARY LOU DAVIS	CHIEF FINANCIAL OFFICER			
PO BOX 590723				
SAN FRANCISCO, CA 94159	2.00	6,000.	0.	0.
JAMES HASSAN	DIRECTOR			
PO BOX 590723				
SAN FRANCISCO, CA 94159	1.00	6,000.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BOSTON TRUST & INVESTMENT MANAGEMENT COMPANY ONE BEACON STREET, BOSTON, MA 02108	INVESTMENT ADVISORS	531,888.
FARKOUH, FURMAN, & FACCIO, LLP 460 PARK AVE, 12TH FL, NEW YORK, NY 10022	ACCOUNTING FEES	104,500.
WELLS FARGO PO BOX 20160, LONG BEACH, CA 90801	INVESTMENT ADVISORS	90,643.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Part IX 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	163,759,700.
b	Average of monthly cash balances	1b	3,316,371.
c	Fair market value of all other assets	1c	147,909.
d	Total (add lines 1a, b, and c)	1d	167,223,980.
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	167,223,980.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,508,360.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	164,715,620.
6	Minimum investment return. Enter 5% of line 5	6	8,235,781.

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	8,235,781.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	227,896.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	227,896.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,007,885.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,007,885.
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	8,007,885.

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	9,081,488.
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	9,081,488.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,081,488.

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				8,007,885.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018.				
a From 2013				
b From 2014	543,238.			
c From 2015	2,677,654.			
d From 2016	4,258,691.			
e From 2017	3,303,566.			
f Total of lines 3a through e	10,783,149.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 9,081,488.				
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				8,007,885.
e Remaining amount distributed out of corpus	1,073,603.			
5 Excess distributions carryover applied to 2018 (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:	11,856,752.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	11,856,752.			
10 Analysis of line 9:				
a Excess from 2014	543,238.			
b Excess from 2015	2,677,654.			
c Excess from 2016	4,258,691.			
d Excess from 2017	3,303,566.			
e Excess from 2018	1,073,603.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☒ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon.

a "Assets" alternative test - enter:
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., 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 ATTACHED SCHEDULE N/A N/A, WY 00000	NONE	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	8,845,636.
Total			3a	8,845,636.
b Approved for future payment				
NONE				
Total			3b	0.

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

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Name of the organization

THE LEONARD & SOPHIE DAVIS FUND

Employer identification number

94-3402266

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization	Employer identification number
THE LEONARD & SOPHIE DAVIS FUND	94-3402266

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALAN STEPHEN DAVIS CLAT WILMINGTON TRUST FSB, 100 WILSHIRE BLVD, STE 1230 SANTA MONICA, CA 90401	\$ 6,255,338.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

THE LEONARD & SOPHIE DAVIS FUND**94-3402266****Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

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

Name of organization

Employer identification number

THE LEONARD & SOPHIE DAVIS FUND**94-3402266****Part III**

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BILL PRESS PARTNERS	15.	15.	
DBL PARTNERS III LP	6.	6.	
PARTNERS GROUP REAL ESTATE SECNDARY	852.	852.	
PINEBRIDGE PEP	2,256.	2,256.	
THE LYME FOREST FUND III	112.	112.	
WELLS FARGO - 7299	14,127.	14,127.	
WELLS FARGO CHECKING	10,867.	10,867.	
YOLEV	2,446.	2,446.	
TOTAL TO PART I, LINE 3	30,681.	30,681.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERS GROUP REAL ESTATE SECONDARY	33.	0.	33.	33.	
PINEBRIDGE PEP	841.	0.	841.	841.	
THE LYME FOREST FUND III TE, LP	1,790.	0.	1,790.	1,790.	
US BANK 9393	122,266.	0.	122,266.	122,266.	
US BANK 6247	1,037,733.	0.	1,037,733.	1,037,733.	
US BANK 6775	631,398.	450.	630,948.	630,948.	
US BANK 7198	704,995.	0.	704,995.	704,995.	
WELLS FARGO	313,503.	0.	313,503.	313,503.	
YOLEV	108,910.	0.	108,910.	108,910.	
TO PART I, LINE 4	2,921,469.	450.	2,921,019.	2,921,019.	

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM THE LYME FOREST FUND III TE, LP	-2.	-2.	
ORDINARY INCOME FROM PARTNERS GROUP REAL ESTATE SECONDARY	-310.	-310.	
RENTAL INCOME FROM THE LYME FOREST FUND III TE, LP	16.	16.	
OTHER INCOME FROM YOLEV	57,011.	57,011.	
OTHER INCOME FROM PINEBRIDGE	9,414.	9,414.	
PORTFOLIO INCOME FROM PINEBRIDGE	937.	937.	
OTHER INCOME FROM PARTNERS GROUP REAL ESTATE SECONDARY	117.	117.	
ORDINARY INCOME FROM PINEBRIDGE	136.	136.	
ORDINARY INCOME FROM LIGHTHOUSE	-485.	-485.	
PORTFOLIO INCOME FROM YOLEV	-824.	-824.	
CANCELLATION OF DEBT	0.	0.	
ORDINARY INCOME FROM BILL PRESS PARTNERS LLC	-7.	-7.	
RENTAL INCOME FROM PARTNERS GROUP REAL ESTATE	-3,709.	-3,709.	
PORTFOLIO INCOME FROM PARTNERS GROUP REAL ESTATE	6,029.	6,029.	
TOTAL TO FORM 990-PF, PART I, LINE 11	68,323.	68,323.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	9,963.	0.		9,963.
TO FM 990-PF, PG 1, LN 16A	9,963.	0.		9,963.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	117,400.	0.		117,400.
TO FORM 990-PF, PG 1, LN 16B	117,400.	0.		117,400.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY	622,531.	622,531.		0.
CONSULTING	55,783.	0.		55,783.
OTHER PROFESSIONAL FEES	30,000.	0.		30,000.
TO FORM 990-PF, PG 1, LN 16C	708,314.	622,531.		85,783.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	61,290.	0.		0.
FOREIGN TAX WITHHELD	40,058.	40,058.		0.
TO FORM 990-PF, PG 1, LN 18	101,348.	40,058.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2% PORTFOLIO DEDUCTION FROM LYME FOREST FUND	1,054.	1,054.		0.
2% PORTFOLIO DEDUCTION FROM PINEBRIDGE PEP	14,757.	14,757.		0.
2% PORTFOLIO DEDUCTION FROM YOLEV	75,558.	75,558.		0.
NON 2% PORTFOLIO DEDUCTION FROM PINEBRIDGE PEP	20.	20.		0.
OTHER DEDUCTIONS FROM PINEBRIDGE PEP	5,308.	5,308.		0.
INTEREST EXPENSE FROM YOLEV	13,838.	13,838.		0.
INTEREST EXPENSE FROM PINEBRIDGE PEP	214.	214.		0.
2% PORTFOLIO DEDUCTION FROM DBL PARTNERS III LLP	6,699.	6,699.		0.
INTEREST EXPENSE FROM DBL PARTNERS III LP	17.	17.		0.
INTEREST EXPENSE FROM PARTNERS GROUP REAL ESTATE SECONDARY	287.	287.		0.
OTHER DEDUCTIONS FROM PARTNERS GROUP REAL ESTATE SECONDARY	3,825.	3,825.		0.
FILING FEES	470.	0.		470.
INTEREST EXPENSE FROM LYME FOREST FUND	22.	22.		0.
SECTION 179 DEDUCTION FROM BILL PRESS PARTNERS	45.	45.		0.
MISCELLANEOUS EXPENSE	4,236.	0.		4,236.
TO FORM 990-PF, PG 1, LN 23	126,350.	121,644.		4,706.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 9

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION	14,399,026.
TAX EXEMPT INCOME THROUGH PASSTHROUGHS	18,352.
TOTAL TO FORM 990-PF, PART III, LINE 3	14,417,378.

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

DESCRIPTION	AMOUNT
FROM PASS THROUGHS - BOOK TO TAX DIFFERENCES	1,535,563.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,535,563.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
-------------	-----------------	--------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US BANK #6247 -SEE ATTACHED	60,975,604.	60,975,604.
US BANK #6775 -SEE ATTACHED	39,948,284.	39,948,284.
US BANK #7198 -SEE ATTACHED	44,772,398.	44,772,398.
WELLS FARGO-SEE ATTACHED	16,531,175.	16,531,175.
US BANK #9393 -SEE ATTACHED	7,218,023.	7,218,023.
TOTAL TO FORM 990-PF, PART II, LINE 10B	169,445,484.	169,445,484.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BILL PRESS PARTNERS	FMV	18,256.	18,256.
WELLS FARGO HEDGE FUNDS - SEE ATTACHED	FMV	1,646,440.	1,646,440.
YOLEV INVESTMENT LLC	FMV	6,183,336.	6,183,336.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,848,032.	7,848,032.

FORM 990-PF

OTHER ASSETS

STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART	666,450.	666,450.	666,450.
ACCRUED DIVIDEND INCOME	217,711.	246,472.	246,472.
TO FORM 990-PF, PART II, LINE 15	884,161.	912,922.	912,922.

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

Grant's and Contributions Paid

Recipient's Name	Street	City	State	ZIP or Postal Code	Description	Purpose of Grant or Contribution	Relationship of Recipient	Amount
350 ORG	20 JAY ST SUITE 732	BROOKLYN	NEW YORK	11201	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	5,000.00
ACCELERATE CHANGE	294 WASHINGTON ST, STE 500	BOSTON	MA	02108	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	50,000.00
ACRE INSTITUTE	7065 WESTPONT BLVD #305	ORLANDO	FLORIDA	32735	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	60,000.00
ACKERMAN INSTITUTE FOR THE FAMILY	936 BROADWAY	NEW YORK	NEW YORK	10010	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	30,000.00
ACT OF NORTHERN CALIFORNIA	38 DRUMM ST	SAN FRANCISCO	CALIFORNIA	94111	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	65,000.00
ADVANCEMENT PROJECT	1910 W Sunset Blvd Ste 500	LOS ANGELES	CALIFORNIA	90028	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	80,000.00
ADVOCATES FOR HUMAN RIGHTS	330 7th Ave S Ste 800	MINNEAPOLIS	MINNESOTA	55401	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	45,000.00
ALBERT EINSTEIN COLLEGE OF MEDICINE	100 W 32ND AVE NW SUITE 706B	WASHINGTON	DISTRICT OF COLUMBIA	20007	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	50,000.00
AMERICAN BALLET THEATRE	100 W 32ND AVE NW SUITE 706B	WASHINGTON	DISTRICT OF COLUMBIA	20007	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	20,000.00
AMERICAN CONSERVATORY THEATRE	880 BROADWAY 1100R	NEW YORK	NEW YORK	10018	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	10,000.00
AMERICAN PROMISE	30 GRANT AVE 7TH FL	SAN FRANCISCO	CALIFORNIA	94108	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	45,000.00
AMNESTY INTERNATIONAL USA	1110 VERMONT AVE NW, SUITE 900	WASHINGTON	DISTRICT OF COLUMBIA	20005	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	20,000.00
AMERICAN CONSTITUTION SOCIETY	5 PENN PLAZA, 16TH FL	NEW YORK	NEW YORK	10001	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	70,000.00
ISRAEL PHILHARMONIC ORCHESTRA	1333 H ST, NW, 11TH FL	WASHINGTON	DISTRICT OF COLUMBIA	20005	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	30,000.00
AMERICANS FOR FINANCIAL REFORM	122 EAST 42ND STREET, SUITE 4507	NEW YORK	NEW YORK	10168	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	100,000.00
AMERICAN ISRAEL CULTURAL FOUNDATION	1615 L STREET NW, STE 450	WASHINGTON	DISTRICT OF COLUMBIA	20036	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	30,000.00
APPALACHIAN VOICES	1140 BROADWAY SUITE #304	NEW YORK	NEW YORK	10001	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	20,000.00
BALLOT INITIATIVE STRATEGY CENTER	171 GRAND BLVD	BOONE	NORTH CAROLINA	28607	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	70,000.00
BERKELEY REPERTORY THEATRE	1015 15th NW Suite 600	WASHINGTON	DISTRICT OF COLUMBIA	20005	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	10,000.00
BEYOND CLIQUE	2025 ADDISON STREET	BERKELEY	CALIFORNIA	94704	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	40,000.00
BHAKTI INTERNATIONAL	124 S MAPLE STREET	AMSTER	PENNSYLVANIA	19022	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	5,000.00
BOLDERS COLLECTIVE HERITAGE	100 TOWNSEND AVENUE #182	SAN FRANCISCO	CALIFORNIA	20912	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	40,000.00
BRENNAN CENTER FOR JUSTICE	120 BROADWAY, SUITE 1750	NEW YORK	NEW YORK	10071	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	20,000.00
CENTER FOR AMERICAN PROGRESS	480 W EXPOSITION BLVD	LOS ANGELES	CALIFORNIA	90016	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	20,000.00
CENTER FOR BUDGET AND POLICY PRIORITIES	1333 H Street NW, 10th floor	WASHINGTON	DISTRICT OF COLUMBIA	20005	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	330,000.00
CENTER FOR DOMESTIC PEACE	820 FIRST STREET, NE, SUITE 510	WASHINGTON	DISTRICT OF COLUMBIA	20002	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	10,000.00
CENTER FOR POPULAR DEMOCRACY	734 A STREET	SAN RAFAEL	CALIFORNIA	94901	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	100,000.00
CENTRA PARK CONSERVATORY	449 TROUTMAN STREET, SUITE A	BROOKLYN	NEW YORK	11237	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	10,000.00
COMMUNITY CATALYST	14 E 60TH STREET	NEW YORK	NEW YORK	10022	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	150,000.00
COMMUNITY CHANGE	3750 CONVOY ST, STE 306	SAN DIEGO	CALIFORNIA	92111	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	100,000.00
COLOR OF CHANGE EDUCATION	1516 U ST NW	WASHINGTON	DISTRICT OF COLUMBIA	20009	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	100,000.00
COMMON CAUSE EDUCATION FUND	1714 FRANKLIN ST, SUITE #136	OAKLAND	CALIFORNIA	94612	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	55,000.00
CONGREGATION SHEARIN ISRAEL	1133 19TH STREET NW SUITE 900	WASHINGTON	DISTRICT OF COLUMBIA	20036	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	5,000.00
CONGRESSIONAL PROGRESSIVE CAUCUS	1059 P STREET NW	COLUMBIA	TEXAS	75203	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	105,000.00
CONTRIBUTIONS PAID THROUGH PASSTHROUGHS	900 DOUGLAS AVE	WASHINGTON	DISTRICT OF COLUMBIA	20511	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	105,000.00
CRYSTIC FIBROSIS FOUNDATION	1421 LONGWORTH HOB	WASHINGTON	DISTRICT OF COLUMBIA	20511	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	105,000.00
DANCE "HEATER OF MARLEAM"	50 BRUAR HOLLOW LN	HOUSTON	TEXAS	77027	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	20,000.00
DEMOCRACY INITIATIVE EDUCATION FUND	466 W 132ND ST	NEW YORK	NEW YORK	10031	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	105,000.00
DEMOS	805 15TH STREET NW, SUITE 800	WASHINGTON	DISTRICT OF COLUMBIA	20001	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	250,000.00
ECONOMIC POLICY INSTITUTE	220 2TH AVENUE	NEW YORK	NEW YORK	10001	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	356,500.00
FAIR ELECTIONS CENTER	1225 EYE ST, NW, SUITE 600	WASHINGTON	DISTRICT OF COLUMBIA	20005	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	50,000.00
FAIR WINDS ENERGY EDUCATION	1825 K ST NW Ste 450	WASHINGTON	DISTRICT OF COLUMBIA	20006	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	100,000.00
FIRE SPECIMEN PROJECT	6930 CARROLL AVENUE, SUITE 740	TACOMA PARK	MARYLAND	20912	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	10,000.00
GIEFFERS LAW CENTER	70 S WINDOOST AVE 2189	BURLINGTON	VERMONT	05401	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	50,000.00
GLIDE FOUNDATION	1700 MARKET STREET	SAN FRANCISCO	CALIFORNIA	94118	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	100,000.00
A GREATER WASHINGTON FIELD OF DREAMS	50 W 37TH STREET	MINNEAPOLIS	MINNESOTA	55401	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	5,000.00
INDIVISIBLE CIVICS	728 UNIVERSITY AVE SE STE 202	DAVIS	CALIFORNIA	95617	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	80,000.00
INSTITUTE FOR POLICY STUDIES	P.O. BOX 1710	WASHINGTON	DISTRICT OF COLUMBIA	20006	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	362,500.00
INSTITUTE ON TAXATION AND ECONOMIC POLICY	1328 FLORIDA AVENUE NW	WASHINGTON	DISTRICT OF COLUMBIA	20005	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	50,000.00
HARLEM STAGE	1301 CONNECTICUT AVE, NW SUITE 600	WASHINGTON	DISTRICT OF COLUMBIA	20036	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	20,000.00
HISTODOSS ASSOCIATION	1616 P St NW Ste 200	WASHINGTON	DISTRICT OF COLUMBIA	20036	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	10,000.00
ISSUE ONE	150 CONVENT AVE	NEW YORK	NEW YORK	10031	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	30,000.00
JEWISH COMMUNITY CENTER	332 N BROADWAY	PITMAN	DISTRICT OF COLUMBIA	20005	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	10,000.00
KATHAROS MUSEUM OF ART	1401 K STREET NW, SUITE 350	WASHINGTON	DISTRICT OF COLUMBIA	20005	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	10,000.00
KATHAROS MUSEUM OF ART	520 8TH AVE	NEW YORK	NEW YORK	10018	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	10,000.00
KOED	1616 P Street NW SUITE 150	WASHINGTON	DISTRICT OF COLUMBIA	20036	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	5,000.00
LAMDA IN AMERICA	24 JAY ST	WASHINGTON	DISTRICT OF COLUMBIA	20007	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	30,000.00
LAWYERS COMMITTEE FOR CIVIL RIGHTS UNDER LAW	360 MARIPosas STREET	SAN FRANCISCO	CALIFORNIA	94110	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	50,000.00
LEAGUE OF CONSERVATION VOTERS	120 WALL STREET	NEW YORK	NEW YORK	10005	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	30,000.00
LOS ANGELES OPERA	1401 NEW YORK AVENUE, NW, SUITE 400	WASHINGTON	DISTRICT OF COLUMBIA	20005	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	5,000.00
MALIG-T	1920 L STREET, NW SUITE 800	WASHINGTON	DISTRICT OF COLUMBIA	20036	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	60,000.00
MOVEMENT RESEARCH	135 N GRAND AVE	LOS ANGELES	CALIFORNIA	90012	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	37,000.00
Museum of Tolerance	2223 SHATLUCK AVE	BERKELEY	CALIFORNIA	94704	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	80,000.00
MUSIC CONSERVATORY OF SANDOZ	PO BOX 49	NEW YORK	NEW YORK	10113	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	15,000.00
NACPC LEGAL DEFENSE AND EDUCATIONAL FUND	435 14TH ST #600	OAKLAND	CALIFORNIA	94612	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	5,000.00
NATIONAL MUSEUM OF WOMEN IN THE ARTS	9786 Pro Blvd	LOS ANGELES	CALIFORNIA	90035	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	5,000.00
NEW VENTURE FUND	40 DECTOR ST	NEW YORK	NEW YORK	10068	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	5,000.00
	216 CENTRAL AVE	WASHINGTON	DISTRICT OF COLUMBIA	20003	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	615,000.00

NEW VISION PARTNERS	PASADENA	CALIFORNIA	91107	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	15,000.00
NEW YORK CITY BALLET	NEW YORK	NEW YORK	10023	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	20,000.00
NORTH COUNTRY SCHOOL AND CAMPS	LAKE PLACID	NEW YORK	12946	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	6,000.00
PEOPLE FOR THE AMERICAN WAY	WASHINGTON	DISTRICT OF COLUMBIA	20005	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	40,000.00
PEOPLE'S ACTION INSTITUTE	CHICAGO	ILLINOIS	60647	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	80,000.00
PIETER	LOS ANGELES	CALIFORNIA	90031	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	20,000.00
PLANNED PARENTHOOD OF SOUTH FLORIDA	WEST PALM BEACH	FLORIDA	33409	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	30,000.00
PROTEUS FUND	NEW YORK	NEW YORK	10016	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	1,140,000.00
PUSHBLACK	BOSTON	MA	2108	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	100,000.00
BLACK NEWS PROJECT INC	NEW YORK	NEW YORK	10276	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	10,000.00
REX	NEW YORK	NEW YORK	10115	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	80,000.00
ROOSEVELT FAMILY FUNDS	NEW YORK	NEW YORK	10115	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	100,000.00
ROOSEVELT INSTITUTE	NEW YORK	NEW YORK	10072	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	10,000.00
SAFE AND SOUND	HILLSBOROUGH TOWNSHIP	NEW JERSEY	08844	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	10,000.00
SAN FRANCISCO MUSEUM OF MODERN ART	SAN FRANCISCO	CALIFORNIA	94103	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	30,000.00
SCHWAB CHARITABLE	ORLANDO	FLORIDA	32862	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	75,000.00
SOUTHERN POVERTY LAW CENTER	MONTGOMERY	ALABAMA	36104	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	80,000.00
STATE INNOVATION EXCHANGE	MADISON	WISCONSIN	53726	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	100,000.00
THANIS TO SCANDINAVIA	NEW YORK	NEW YORK	10024	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	30,000.00
THE AMERICAN TECHNOLOGY SOCIETY	NEW YORK	NEW YORK	10027	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	10,000.00
THE CARTER CENTER	ATLANTA	GEORGIA	30307	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	40,000.00
THE MODERN FLOOR	SANTA RAFAEL	CALIFORNIA	97706	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	5,000.00
THE PETERBACH CENTER	NEW YORK	DISTRICT OF COLUMBIA	20005	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	101,000.00
THE PETERBACH CENTER	NEW YORK	DISTRICT OF COLUMBIA	20005	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	101,000.00
TIDES FOUNDATION	NEW YORK	NEW YORK	10023	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	85,000.00
TRUSSELL FOUNDATION	EXTON	PENNSYLVANIA	19341	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	5,000.00
UCSF/ CAROL FRANK BLICK BREAST CARE CENTER	SAN FRANCISCO	CALIFORNIA	94143	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	40,000.00
UNDERGROUND KINDNESS	SAN FRANCISCO	CALIFORNIA	94143	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	10,000.00
VOICES FOR PROGRESS EDUCATION	WASHINGTON	DISTRICT OF COLUMBIA	20036	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	100,000.00
WELLSTONE ACTION FUND	MINNEAPOLIS	MINNESOTA	55114	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	60,000.00
WHEN WE ALL VOTE	WASHINGTON	DISTRICT OF COLUMBIA	20005	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	50,000.00
THE WEIZMANN INSTITUTE OF SCIENCE	NEW YORK	NEW YORK	10017	501(C)(3) SOCIAL SERVICE ORG	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	NONE	10,000.00

8,846,636.00