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EXTENDED TO NOVEMBER 16, 2020

Form **990-PF**

Return of Private Foundation

OMB No. 1545-0047

2019

Department of the Treasury
Internal Revenue Service

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

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Open to Public Inspection

For calendar year 2019 or tax year beginning

, and ending

Name of foundation THOMAS & DOROTHY LEAVEY FOUNDATION		A Employer identification number 95-6060162
Number and street (or P.O. box number if mail is not delivered to street address) 10100 SANTA MONICA BLVD., STE 610		B Telephone number 310-551-9936
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90067		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 305,063,499.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		232,411.	1,584.		
4 Dividends and interest from securities		5,624,768.	4,594,170.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		8,854,022.			STATEMENT 1
b Gross sales price for all assets on line 6a		44,308,660.			
7 Capital gain or (loss) from sale of assets on line 2			10,215,254.		
8 Net short-term capital gain or (loss)					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		62,274.	36,697.		STATEMENT 2
12 Total. Add lines 1 through 11		14,773,475.	14,847,705.		
13 Compensation of officers, directors, trustees, etc.		9,600.	4,800.		4,800.
14 Other employee salaries and wages		107,000.	10,700.		96,300.
15 Pension plans, employee benefits		9,950.	995.		8,955.
16a Legal fees	STMT 3	240,489.	160,326.		80,155.
b Accounting fees	STMT 4	264,641.	195,088.		52,509.
c Other professional fees	STMT 5	2,605,642.	1,191,207.		8,000.
17 Interest					
18 Taxes	STMT 6	686,271.	127,158.		10,430.
19 Depreciation and depletion					
20 Occupancy		94,889.	47,444.		47,445.
21 Travel, conferences, and meetings		7,214.	0.		7,214.
22 Printing and publications					
23 Other expenses	STMT 7	67,872.	33,936.		33,933.
24 Total operating and administrative expenses. Add lines 13 through 23		4,093,568.	1,771,654.		349,741.
25 Contributions, gifts, grants paid		7,609,263.			17,113,250.
26 Total expenses and disbursements. Add lines 24 and 25		11,702,831.	1,771,654.		17,462,991.
27 Subtract line 26 from line 12		3,070,644.			
a Excess of revenue over expenses and disbursements			13,076,051.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

3/4

Revenue

Operating and Administrative Expenses

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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	7,058,784.	15,805,708.	15,805,708.
	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	115,851,044.	150,707,753.	150,707,753.
	c Investments - corporate bonds	42,846,526.	45,625,521.	45,625,521.
	11 Investments - land, buildings and equipment basis			
	Less accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other	98,934,698.	92,755,537.	92,755,537.
	14 Land, buildings, and equipment, basis	326,400.		
	Less accumulated depreciation	326,400.		
	15 Other assets (describe)	21,871.	91,745.	91,745.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	264,782,359.	305,063,499.	305,063,499.
Liabilities	17 Accounts payable and accrued expenses	192,250.	115,576.	
	18 Grants payable	43,833,434.	34,332,447.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)	651,398.	1,038,000.	
	23 Total liabilities (add lines 17 through 22)	44,677,082.	35,486,023.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30			
	24 Net assets without donor restrictions	220,105,277.	269,577,476.	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg, and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
	29 Total net assets or fund balances	220,105,277.	269,577,476.	
	30 Total liabilities and net assets/fund balances	264,782,359.	305,063,499.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1 220,105,277.
2 Enter amount from Part I, line 27a	2 3,070,644.
3 Other increases not included in line 2 (itemize)	3 46,405,146.
4 Add lines 1, 2, and 3	4 269,581,067.
5 Decreases not included in line 2 (itemize)	5 3,591.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6 269,577,476.

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	44,308,660.	34,093,406.	10,215,254.

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			10,215,254.

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	10,215,254.
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))
2018	14,692,359.	289,685,311.	.050718
2017	14,398,814.	276,162,799.	.052139
2016	11,433,216.	252,842,035.	.045219
2015	13,445,880.	270,481,467.	.049711
2014	13,986,257.	281,159,728.	.049745

2 Total of line 1, column (d)	2	.247532
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	.049506
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	289,557,648.
5 Multiply line 4 by line 3	5	14,334,841.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	130,761.
7 Add lines 5 and 6	7	14,465,602.
8 Enter qualifying distributions from Part XII, line 4	8	16,462,991.

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
- 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-)
- 3 Add lines 1 and 2
- 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)
- 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-
- 6 Credits/Payments
- a 2019 estimated tax payments and 2018 overpayment credited to 2019
- b Exempt foreign organizations - tax withheld at source
- c Tax paid with application for extension of time to file (Form 8868)
- d Backup withholding erroneously withheld
- 7 Total credits and payments. Add lines 6a through 6d
- 8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached
- 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
- 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
- 11 Enter the amount of line 10 to be Credited to 2020 estimated tax ☒ 137,098. Refunded ☒

1	130,761.
2	0.
3	130,761.
4	0.
5	130,761.
6a	142,859.
6b	0.
6c	125,000.
6d	0.
7	267,859.
8	0.
9	
10	137,098.
11	0.

Part VII-A Statements Regarding Activities

- 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?
- 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
- c Did the foundation file Form 1120-POL for this year?
- 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.
- 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
- 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
- b If "Yes," has it filed a tax return on Form 990-T for this year?
- 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? ~~See instructions for definition of substantial contraction~~
If "Yes," attach the statement required by General Instruction T
- 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied 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?
- 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
- 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
- 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 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV
- 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a	X	
8b	X	
9		X
10		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? Website address N/A	X	
14 The books are in care of ANDERSEN TAX LLC Telephone no 213-593-2300 Located at 400 S. HOPE STREET, SUITE 1000, 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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16 At any time during calendar year 2019, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country N/A		X

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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. Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		X
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 2019?		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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years N/A		
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)		X
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 2019?		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 checked="" type="checkbox"/> Yes <input 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		5b	X
Organizations relying on a current notice regarding disaster assistance, check here <input 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?			
If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A			
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		6b	X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
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		7b	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			
N/A			
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
SEE STATEMENT 15		9,600.	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
RITA DENLEA - 10100 SANTA MONICA BLVD., STE 610, LOS ANGELES, CA	40.00	107,000.	9,950.	0.

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
EDGEWOOD MANAGEMENT CO. 350 PARK AVENUE, 18TH FL, NEW YORK, NY 10022	INVESTMENT COUNSEL	478,237.
BEL AIR INVESTMENT - 1999 AVENUE OF THE STARS # 2800, LOS ANGELES, CA 90067	ADVISORY FEES	362,850.
IRELL & MANELLA, LLP - 1800 AVE OF THE STARS, #900, LOS ANGELES, CA 90067	LEGAL COUNSEL	240,489.
ANDERSEN TAX LLC 400 S. HOPE ST. #1000, LOS ANGELES, CA 90071	ACCOUNTING SERVICES	198,347.
DELOITTE & TOUCHE - 555 WEST 5TH STREET, LOS ANGELES, CA 90013-1010	ACCOUNTING SERVICES	64,200.
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 SEE STATEMENT 16	333,000.
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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
		0.
2		
All other program-related investments See instructions		
3	NONE	
		0.
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	277,325,954.
b	Average of monthly cash balances	1b	12,146,901.
c	Fair market value of all other assets	1c	4,494,300.
d	Total (add lines 1a, b, and c)	1d	293,967,155.
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	293,967,155.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,409,507.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	289,557,648.
6	Minimum investment return. Enter 5% of line 5	6	14,477,882.

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	14,477,882.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	130,761.
b	Income tax for 2019 (This does not include the tax from Part VI.)	2b	45,328.
c	Add lines 2a and 2b	2c	176,089.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,301,793.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	14,301,793.
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	14,301,793.

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	17,462,991.
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	SEE STATEMENT 17
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	16,462,991.
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	130,761.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,332,230.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				14,301,793.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2019				
a From 2014	366,557.			
b From 2015	324,669.			
c From 2016				
d From 2017	404,622.			
e From 2018				
f Total of lines 3a through e	1,095,848.			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ 16,462,991.				
a Applied to 2018, 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 2019 distributable amount				14,301,793.
e Remaining amount distributed out of corpus	2,161,198.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,257,046.			
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 2018 Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				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 2014 not applied on line 5 or line 7	366,557.			
9 Excess distributions carryover to 2020 Subtract lines 7 and 8 from line 6a	2,890,489.			
10 Analysis of line 9				
a Excess from 2015	324,669.			
b Excess from 2016				
c Excess from 2017	404,622.			
d Excess from 2018				
e Excess from 2019	2,161,198.			

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 2019, 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

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

THE TRUSTEES,
10100 SANTA MONICA BLVD, STE 610, LOS ANGELES, CA 90067

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

LETTER FORM

c Any submission deadlines

NONE

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

GRANTS ARE USUALLY MADE IN SOUTHERN CALIFORNIA

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 SCHEDULE A ATTACHED		501(C)(3)	GENERAL/EDUCATIONAL	15,780,250.
SEE SCHEDULE B ATTACHED		501(C)(3)	EDUCATIONAL	333,000.
Total			3a	16,113,250.
b Approved for future payment				
NATIONAL CATHOLIC REPORTER		501(C)(3)	GENERAL/EDUCATIONAL	150,000.
THE URSULINE SCHOOL		501(C)(3)	GENERAL/EDUCATIONAL	500,000.
THE THACHER SCHOOL		501(C)(3)	GENERAL/EDUCATIONAL	2,500,000.
Total			3b	3,150,000.

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		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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
N/A		

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	<div style="border-bottom: 1px solid black; display: flex; align-items: center;"> <div style="flex: 1; text-align: center;"> </div> <div style="flex: 1; text-align: center;"> <div style="border-bottom: 1px solid black; display: inline-block; padding: 0 10px;">11-9-20</div> </div> </div> <div style="display: flex; justify-content: space-between; padding: 5px 0;"> Signature of officer or trustee Date </div>	<div style="border-bottom: 1px solid black; display: flex; align-items: center;"> </div> <div style="border-bottom: 1px solid black; display: flex; align-items: center; justify-content: center;"> Title </div>	
	<div style="border: 1px solid black; padding: 5px;"> May the IRS discuss this return with the preparer shown below? See inst. <div style="display: flex; align-items: center; justify-content: center; margin-top: 5px;"> <input checked="" type="checkbox"/> Yes <div style="margin: 0 10px;">No</div> </div> </div>		

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
	SUSAN K. AMSTER	<i>Susan K. Amster</i>	11/03/2020		P00378875
	Firm's name ▶ ANDERSEN TAX LLC				Firm's EIN ▶ 33-1197384
	Firm's address ▶ 400 SOUTH HOPE STREET, SUITE 1000 LOS ANGELES, CA 90071			Phone no 213-593-2300	

2019 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C on v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE EQUIPMENT	01/01/01	SL	5.00		16	33,992.				33,992.	33,992.		0.	33,992.
2	FURNITURE AND FIXTURES	01/01/01	SL	5.00		16	54,991.				54,991.	54,991.		0.	54,991.
3	LEASEHOLD IMPROVEMENTS	01/01/01	SL	10.00		16	207,952.				207,952.	207,952.		0.	207,952.
4	LEASEHOLD IMPROVEMENTS	04/01/02	SL	10.00		16	2,022.				2,022.	2,022.		0.	2,022.
5	COPIER/PRINTER	02/09/06	SL	5.00		16	4,641.				4,641.	4,641.		0.	4,641.
6	COMPUTER SOFTWARE	02/29/08	SL	5.00		16	974.				974.	974.		0.	974.
8	COMPUTER SOFTWARE	03/11/08	SL	5.00		16	16,540.				16,540.	16,540.		0.	16,540.
9	PRINTERS	03/11/08	SL	5.00		16	1,656.				1,656.	1,656.		0.	1,656.
20	OFFICE FURNITURE	11/15/91	SL	7.00		16	3,632.				3,632.	3,632.		0.	3,632.
	TOTAL 990-PF PAGE 1 DEPR						326,400.				326,400.	326,400.		0.	326,400.

928111 04-01-19

(D) - Asset disposed

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

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	FROM ANRP II (AIV TW) K-1	P	VARIOUS	VARIOUS
b	FROM ANRP II (AIV TW) K-1	P	VARIOUS	VARIOUS
c	FROM APOLLO NATURAL RESOURCES PARTNERS II K-1	P	VARIOUS	VARIOUS
d	FROM WILTON K-1	P	VARIOUS	VARIOUS
e	FROM WILTON K-1	P	VARIOUS	VARIOUS
f	FROM ENERGY CAPITAL PARTNERS II-B K-1	P	VARIOUS	VARIOUS
g	FROM ENERGY CAPITAL PARTNERS II-B K-1	P	VARIOUS	VARIOUS
h	FROM ENERGY CAPITAL PARTNERS III-B K-1	P	VARIOUS	VARIOUS
i	FROM ENERGY CAPITAL PARTNERS III-B K-1	P	VARIOUS	VARIOUS
j	FROM SALIENT MLP TOTAL RETURN TE FUND K-1	P	VARIOUS	VARIOUS
k	FROM SALIENT MLP TOTAL RETURN TE FUND K-1	P	VARIOUS	VARIOUS
l	FROM OFFSHORE MEZZANINE PARTNERS III K-1	P	VARIOUS	VARIOUS
m	FROM OFFSHORE MEZZANINE PARTNERS III K-1	P	VARIOUS	VARIOUS
n	FROM JCR COMMERCIAL REAL ESTATE FINANCE FUND IIIB	P	VARIOUS	VARIOUS
o	FROM JCR COMMERCIAL REAL ESTATE FINANCE FUND IIIB	P	VARIOUS	VARIOUS

(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		-5,892.	5,892.
b		-19,833.	19,833.
c		24,681.	-24,681.
d			0.
e		-21,776.	21,776.
f			0.
g		-3,267.	3,267.
h			0.
i		-603,857.	603,857.
j			0.
k			0.
l		-2,537.	2,537.
m		-4,351.	4,351.
n		699.	-699.
o		-138,835.	138,835.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5,892.
b			19,833.
c			-24,681.
d			0.
e			21,776.
f			0.
g			3,267.
h			0.
i			603,857.
j			0.
k			0.
l			2,537.
m			4,351.
n			-699.
o			138,835.

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

2

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

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

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

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a FROM CRESTVIEW PARTNERS III K-1	P	VARIOUS	VARIOUS
b DISPOSITION OF ANRP II (DE AIV-L I) LP	P	VARIOUS	VARIOUS
c BOOK/TAX ADJUSTMENT (EXCLUDING K-1S AND MLP)	P	VARIOUS	VARIOUS
d SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
e SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
f BOOK/TAX ADJUSTMENT (EXCLUDING K-1S AND MLP)	P	VARIOUS	VARIOUS
g DISPOSITION OF ANRP II 892 TE (CONDUIT AIV-P-1)	P	VARIOUS	VARIOUS
h FROM APOLLO NATURAL RESOURCES PARTNERS II K-1	P	VARIOUS	VARIOUS
i FROM ANRP II 892 TE (CONDUIT AIV P-I), LP	P	VARIOUS	VARIOUS
j FROM JCR INCOME PLUS FUND IV Q, LP	P	VARIOUS	VARIOUS
k FROM CRESTVIEW PARTNERS III K-1	P	VARIOUS	VARIOUS
l FROM BRIDGE MULTIFAMILY & COMMERCIAL OFFICE FUND	P	VARIOUS	VARIOUS
m CAPITAL GAINS DIVIDENDS			
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		-1,741.	1,741.
b		-83,655.	83,655.
c			0.
d 9,109,923.		8,643,526.	466,397.
e 32,328,755.		26,834,210.	5,494,545.
f			0.
g		83,849.	-83,849.
h		-10,210.	10,210.
i		-242,017.	242,017.
j		-17,640.	17,640.
k		-336,714.	336,714.
l		-1,234.	1,234.
m 2,869,982.			2,869,982.
n			
o			

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			1,741.
b			83,655.
c			0.
d			466,397.
e			5,494,545.
f			0.
g			-83,849.
h			10,210.
i			242,017.
j			17,640.
k			336,714.
l			1,234.
m			2,869,982.
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	10,215,254.
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

The Thomas and Dorothy Leavey Foundation
EIN 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31 2018

Form 990-PF, Part IV - Schedule A

	Sales Proceeds	Cost Basis	Adjustment	Gain/(Loss)
Short-Term Capital Gain				
Artio Intl Equity (26-28765)				-
Asian SM Cap (26-70717)				-
BHR Offshore Fund (26-30774)				-
Diamond Hill (26-61546)	250,000	231,244		18,756
Pimco (26-05505)				-
TCW EM Income (26-03159)				-
KR Capital (26-43378)				-
Edgewood Management (26-32282)	5,248,190	4,834,420		413,770
3rd Ave Focused Credit (26-72569)				-
EuroPacific (26-10103)				-
DE SMID CAP CI I (26-83812)				-
Dodge & Cox International Value Fund (26-63667)				-
Dodge & Cox Income(26-24942)				-
TCW Worldwide Opportunities (26-93973)				-
Global Property Fund (26-93974)				-
Eagle Asset Management (26-32428)				-
Perkins, Wolf, McDonnell & Co (26-11868)				-
PRU Jennison (26-83816)	-	-		-
Templeton Global Total (26-94672)				-
Lazard (26-46834)				-
Lazard US (26-54602)	-	-		-
Alternative Investment (26-11533)				-
Chilton Global (26-93709)				-
Dodge & Cox Income (26-24942)			-	-
FPA Crescent (26-91856)				-
Tradewinds (26-70699)				-
TCW (26-78898)				-
TCW Large Cap Growth (26-17213)				-
Virtus Emerging (26-65054)				-
London Company (26-54591)	-	-		-
Jackson Square (26-66922)	250,000	208,387		41,613
NT (26-94672)				-
NT (26-61546)				-
NT (26-83812)			-	-
Tiger (26-707716)	2,452,515	2,521,618	-	(69,103)
WCM Focused Growth (26-69998)	909,219	847,857	-	61,362
	<u>9,109,923</u>	<u>8,643,526</u>	-	<u>466,397</u>
MLP Activity	-	-	-	-
Short Term Gains	9,109,923	8,643,526	-	466,397
Add Apollo Natural Resources Partners II - K-1				(24,681)
Add ANRP II (AIV TW) LP - K-1				5 892
Add Wilton Private Equity Fund, LLC - K-1				
Add Energy Capital Partners II-B LP - K-1				
Add Energy Capital Partners III-B, LP - K-1				
Add Salient MLP Total Return TE Fund, LP - K-1				
Add Offshore Mezzanine Partners III, LP - K-1				2,537
Add JCR Commercial Real Estate Finance Fund IIIB(Q), LP - K-1				(699)
Add Crestview Partners III K-1				1,741
Total Short-Term Gains				<u>451 187</u>

Long-Term Capital Gain

Artio Intl Equity (26-28765)				-
Asian SM Cap (26-70717)				-
Diamond Hill (26-61546)				-
Pimco (26-05505)				-
TCW EM Income (26-03159)				-
KR Capital (26-43378)				-
Edgewood Management (26-32282)	13,190,488	7 856,063		5,334,426
3rd Ave Focused Credit (26-72569)				-
EuroPacific (26-10103)				-
DE SMID CAP CI I (26-83812)				-
Dodge & Cox International Value Fund (26-63667)				-
Dodge & Cox Income(26-24942)				-
TCW Worldwide Opportunities (26-93973)				-

Global Property Fund (26-93974)				-
Eagle Asset Management (26-32428)				-
Perkins, Wolf McDonnell & Co (26-11868)				-
PRU Jennison (26-83816)				-
Templeton Global Total (26-94672)				-
Alternative Investment (26-11533)				-
Chilton Global (26-93709)				-
Tradewinds (26-70699)				-
TCW (26-78898)				-
TCW Large Cap Growth (26-17213)				-
Templeton Glo Tot (26-94672)				-
Lazard (26-46834)				-
Lazard US (26-54602)				-
FPA Crescent (26-91856)				-
Blackrock (26-78899)				-
16 3 Units Chilton Global Nat Res Int'l (26-93709)				-
London Company (26-54591)				-
Jackson Square (26-66922)				-
NT (26-61546)				-
NT (26-83812)				-
Baron EM (44-66429)	1,000,000	977,819		22,181
WCM Focused Growth (26-69998)	6,040,781	5,567,963	-	472,819
Tiger (26-707716)	7,547,485	7,491,730	-	55,755
Artisan International (44-65494)	4,550,000	4,940,636		(390,636)
Disposition of ANRP II (DE AIV-L I) LP	193,385	109,730		83,655
Disposition of ANRP II 892 TE (Conduit AIV-P-1)	368,200	452,049		(83,849)
Long Term Gains	32,890,340	27,395,989		5,494,350
		-		-
Capital Gain Distributions	2,869,982			2,869,982
	35,760,322	27,395,989		8,364,332
Add Apollo Natural Resources Partners II LP- K-1				10,210
Add ANRP II (AIV TW) LP - K-1				19,833
Add ANRP 892/TE (Conduit AIV P-I), LP - K-1				242,017
Add Wilton Private Equity Fund, LLC - K-1				21,776
Add Energy Capital Partners II-B, LP - K-1				3,267
Add Energy Capital Partners III-B, LP - K-1				603,857
Add Offshore Mezzanine Partners III, LP - K-1				4,351
Add JCR Income Plus Fund IV Q, LP - K-1				17,640
Add JCR Commercial Real Estate Finance Fund IIIB(Q), LP - K-1				138,835
Add Crestview Partners III K-1				336,714
Add Bndge Multifamily & Commercial Office Fund III International-A, LP				1,234
Total Long-Term Gains				9,764,066
Total				44,870,245
				10,215,254

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM ANRP II (AIV TW) K-1					
	0.	-5,892.	0.	0.	5,892.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM ANRP II (AIV TW) K-1					
	0.	-19,833.	0.	0.	19,833.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM APOLLO NATURAL RESOURCES PARTNERS II K-1					
	0.	24,681.	0.	0.	-24,681.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM WILTON K-1					
	0.	0.	0.	0.	0.

FORM 990-PF

EXPLANATION OF CASH SET-ASIDE
PART XII, LINE 3B

STATEMENT 17

PURSUANT TO IRC SECTION 53.4942(A)-3(B)(7)(II), THE FOUNDATION SET-ASIDE A \$1,000,000 GRANT IN 2018 TO ST. JOHN'S HEALTH CENTER CANCER RESEARCH.

A) THE AMOUNT SET-ASIDE IS TO SUPPORT THE SPECIFIC CANCER RESEARCH INITIATIVE BEING CONDUCTED BY THE ST. JOHN'S HEALTH CENTER, AND IS TO QUALIFY FOR \$1,000,000 IN MATCHING FUNDS PAYABLE TO THE CENTER.

B) THE SET-ASIDE AMOUNT WAS REQUIRED TO BE PAID AND DISTRIBUTED TO ST. JOHN'S HEALTH CENTER NO LATER THAN NOVEMBER 2020. SUCH AMOUNT WAS PAID IN FULL IN 2019.

C) THE CANCER RESEARCH PROJECT INITIATIVE WAS NOT COMPLETED BY THE END OF THE 2018 TAX YEAR. FURTHER, THE PROJECT WAS TO BE BETTER ACCOMPLISHED BY SUCH SET-ASIDE THAN BY IMMEDIATE PAYMENT OF THE \$1,000,000.

D) SEE STATEMENT ATTACHED SHOWING THE DISTRIBUTABLE AMOUNTS DETERMINED UNDER SECTION 4942(D) FOR PAST TAXABLE YEARS IN FOUNDATION'S START-UP AND FULL-PAYMENT PERIODS.

E) SEE STATEMENT ATTACHED SHOWING THE AGGREGATE AMOUNT OF ACTUAL PAYMENTS MADE IN CASH OR ITS EQUIVALENT, FOR PURPOSES DESCRIBED IN SECTION 170(C)(1) OR (2)(B), DURING EACH TAXABLE YEAR IN THE PRIVATE FOUNDATION'S START-UP AND FULL-PAYMENT PERIODS.

FURTHER INFORMATION IS AVAILABLE UPON REQUEST.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM WILTON K-1	0.	-21,776.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM ENERGY CAPITAL PARTNERS II-B K-1	0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM ENERGY CAPITAL PARTNERS II-B K-1	0.	-3,267.	0.	0.	3,267.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM ENERGY CAPITAL PARTNERS III-B K-1	0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM ENERGY CAPITAL PARTNERS III-B K-1	0.	-603,857.	0.	0.	603,857.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
FROM SALIENT MLP TOTAL RETURN TE FUND K-1				PURCHASED	VARIOUS	VARIOUS
	0.	0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
FROM SALIENT MLP TOTAL RETURN TE FUND K-1				PURCHASED	VARIOUS	VARIOUS
	0.	0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
FROM OFFSHORE MEZZANINE PARTNERS III K-1				PURCHASED	VARIOUS	VARIOUS
	0.	-2,537.	0.	0.	2,537.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
FROM OFFSHORE MEZZANINE PARTNERS III K-1				PURCHASED	VARIOUS	VARIOUS
	0.	-4,351.	0.	0.	4,351.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
FROM JCR COMMERCIAL REAL ESTATE FINANCE FUND IIIB(Q) K-1				PURCHASED	VARIOUS	VARIOUS
	0.	699.	0.	0.	-699.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FROM JCR COMMERCIAL REAL ESTATE FINANCE FUND IIIB(Q) K-1	0.	-138,835.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FROM CRESTVIEW PARTNERS III K-1	0.	-1,741.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DISPOSITION OF ANRP II (DE AIV-L I) LP	0.	-83,655.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BOOK/TAX ADJUSTMENT (EXCLUDING K-1S AND MLP)	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE STATEMENT ATTACHED	9,109,923.	8,643,526.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE STATEMENT ATTACHED				PURCHASED	VARIOUS	VARIOUS
	32,328,755.	26,834,210.	0.		0.	5,494,545.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BOOK/TAX ADJUSTMENT (EXCLUDING K-1S AND MLP)				PURCHASED	VARIOUS	VARIOUS
	0.	1,361,232.	0.		0.	-1,361,232.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISPOSITION OF ANRP II 892 TE (CONDUIT AIV-P-1)				PURCHASED	VARIOUS	VARIOUS
	0.	83,849.	0.		0.	-83,849.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM APOLLO NATURAL RESOURCES PARTNERS II K-1				PURCHASED	VARIOUS	VARIOUS
	0.	-10,210.	0.		0.	10,210.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM ANRP II 892 TE (CONDUIT AIV P-I), LP				PURCHASED	VARIOUS	VARIOUS
	0.	-242,017.	0.		0.	242,017.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
FROM JCR INCOME PLUS FUND IV Q, LP				PURCHASED	VARIOUS	VARIOUS
	0.	-17,640.	0.	0.	17,640.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
FROM CRESTVIEW PARTNERS III K-1				PURCHASED	VARIOUS	VARIOUS
	0.	-336,714.	0.	0.	336,714.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
FROM BRIDGE MULTIFAMILY & COMMERCIAL OFFICE FUND III INTERNATIONAL-A, LP				PURCHASED	VARIOUS	VARIOUS
	0.	-1,234.	0.	0.	1,234.	

CAPITAL GAINS DIVIDENDS FROM PART IV	2,869,982.
TOTAL TO FORM 990-PF, PART I, LINE 6A	8,854,022.

FORM 990-PF	OTHER INCOME	STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME
FROM NORTHERN TRUST	0.	36,697.
OTHER INCOME	62,274.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	62,274.	36,697.

FORM 990-PF

LEGAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IRELL & MANELLA LLP	240,489.	160,326.		80,155.
TO FM 990-PF, PG 1, LN 16A	240,489.	160,326.		80,155.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANDERSEN TAX LLC	198,347.	142,053.		52,509.
DELOITTE & TOUCHE, LLP	66,294.	53,035.		0.
TO FORM 990-PF, PG 1, LN 16B	264,641.	195,088.		52,509.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	2,194,277.	480,217.		0.
CUSTODIAN FEES	99,474.	99,474.		0.
INVESTMENT ADVISORY FEES	303,891.	303,891.		0.
SCHOLARSHIP EVALUATION COMMITTEE	8,000.	0.		8,000.
K-1 DEDUCTIONS - WILTON	0.	3,018.		0.
K-1 DEDUCTIONS - ENERGY CAPITAL II-B	0.	10,378.		0.
K-1 DEDUCTIONS - ENERGY CAPITAL III-B	0.	52,920.		0.
K-1 DEDUCTIONS - CRESTVIEW PARTNERS III	0.	26,005.		0.
K-1 DEDUCTIONS - JCR COMMERCIAL REAL ESTATE	0.	4,238.		0.
K-1 DEDUCTIONS - OFFSHORE MEZZANINE PARTNERS III	0.	36,353.		0.
K-1 DEDUCTIONS - JCR INCOME FUND PLUS FUND IV(Q)	0.	5,117.		0.
K-1 DEDUCTIONS - SOUTHWEST VALUE PARTNERS FUND XVIII	0.	74,626.		0.
1099 DEDUCTION - EDGEWOOD MANAGEMENT	0.	0.		0.
K-1 DEDUCTIONS - APOLLO NATURAL RESOURCES FUND II	0.	94,970.		0.
TO FORM 990-PF, PG 1, LN 16C	2,605,642.	1,191,207.		8,000.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	0.	126,184.		0.
FEDERAL EXCISE TAXES	192,500.	0.		0.
DEFERRED TAX PROVISION	461,000.	0.		0.
PAYROLL TAXES	8,298.	830.		7,467.
PROPERTY TAXES	287.	144.		143.
FEES AND DUES	2,820.	0.		2,820.
OTHER TAXES	21,366.	0.		0.
TO FORM 990-PF, PG 1, LN 18	686,271.	127,158.		10,430.

FORM 990-PF	OTHER EXPENSES		STATEMENT 7	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEALS & ENTERTAINMENT	3,140.	1,570.		1,570.
INSURANCE	52,871.	26,435.		26,435.
STATIONARY & SUPPLIES	1,714.	857.		856.
OFFICE EXPENSES	8,139.	4,070.		4,069.
TRUSTEE EXPENSE	415.	207.		207.
OTHER EXPENSE	1,593.	797.		796.
TO FORM 990-PF, PG 1, LN 23	67,872.	33,936.		33,933.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
DESCRIPTION		AMOUNT
2019 CHANGE IN UNREALIZED GAIN - SECURITIES		46,405,146.
TOTAL TO FORM 990-PF, PART III, LINE 3		46,405,146.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STMT ATTACHED FOR "STOCKS"	150,707,753.	150,707,753.
TOTAL TO FORM 990-PF, PART II, LINE 10B	150,707,753.	150,707,753.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STMT ATTACHED FOR "BONDS"	45,625,521.	45,625,521.
TOTAL TO FORM 990-PF, PART II, LINE 10C	45,625,521.	45,625,521.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOREIGN SECURITIES	FMV	71,033,597.	71,033,597.
ALTERNATIVE INVESTMENTS	FMV	21,721,940.	21,721,940.
TOTAL TO FORM 990-PF, PART II, LINE 13		92,755,537.	92,755,537.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 12	
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT	33,992.	33,992.	0.
FURNITURE AND FIXTURES	54,991.	54,991.	0.
LEASEHOLD IMPROVEMENTS	207,952.	207,952.	0.
LEASEHOLD IMPROVEMENTS	2,022.	2,022.	0.
COPIER/PRINTER	4,641.	4,641.	0.
COMPUTER SOFTWARE	974.	974.	0.
COMPUTER SOFTWARE	16,540.	16,540.	0.
PRINTERS	1,656.	1,656.	0.
OFFICE FURNITURE	3,632.	3,632.	0.
TOTAL TO FM 990-PF, PART II, LN 14	326,400.	326,400.	0.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13	
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED TAX LIABILITY	577,000.	1,038,000.	
DEFFERED RENT	46,398.	0.	
PAYABLE TO BROKER	0.	0.	
ACCRUED EXCISE TAX	28,000.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 22	651,398.	1,038,000.	

FORM 990-PF	OTHER ASSETS		STATEMENT 14
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	21,871.	22,745.	22,745.
PREPAID EXCISE TAXES	0.	69,000.	69,000.
TO FORM 990-PF, PART II, LINE 15	21,871.	91,745.	91,745.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KATHLEEN L. MCCARTHY 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	CHAIRMAN, AS NEEDED 5.00	0.	0.	0.
MICHAEL ENRIGHT 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	2,400.	0.	0.
JACQUELINE POWERS DOUD 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	2,400.	0.	0.
LOUIS CASTRUCCIO 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	2,400.	0.	0.
TOM LEMONS 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 1.00	0.	0.	0.
MICHAEL MCCARTHY 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 1.00	0.	0.	0.
MARK LEMONS 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 1.00	0.	0.	0.
JEFFREY KEARNS 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 1.00	2,400.	0.	0.

THOMAS & DOROTHY LEAVEY FOUNDATION

95-6060162

JOHN MCCARTHY TRUSTEE, AS NEEDED
10100 SANTA MONICA BLVD., SUITE
610
LOS ANGELES, CA 90067

1.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

9,600.

0.

0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 16

ACTIVITY ONE

SCHOLARSHIP PROGRAM, APPROVED BY THE IRS, BASED ON MERIT AND
NEED FOR THE CHILDREN OF ABOUT 40,000 EMPLOYEES AND AGENTS
OF FARMERS INSURANCE GROUP (FARMERS). ALL CHILDREN OF
EMPLOYEES AND AGENTS OF FARMERS ARE ELIGIBLE. SCHOLARSHIP
RECIPIENTS ARE SELECTED BY AN INDEPENDENT SELECTION
COMMITTEE.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

333,000.

**STATEMENT ATTACHED TO AND MADE PART OF FORM 990-PF
U.S. RETURN OF PRIVATE FOUNDATION
FOR YEAR ENDED DECEMBER 31, 2019**

Part VII-B, Question 1a(3)

The Leavey Foundation, a trustee of the Leavey Foundation, and another private foundation share office expenses and equipment based upon usage.

Part VII-B, Question 1a(4)

All outside trustees are paid \$600 per board meeting. See Form 990-PF, Part VIII (1).

A law firm, of which a trustee of the Foundation is a partner emeritus, performed legal advisory services at fair market value which qualify under the exceptions described in Reg. Sec. 53.4941(d)-3(c). The legal fees paid in 2019 were \$240,489.

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2019

Form 990-PF, Part XV, Section (a) - Schedule A
Grant Payments

Check#	Name	Amount
CK# 1423	SISTERS OF SOCIAL SER	25,000.00
CK# 1530	SANTA CLARA UNIVERSIT	42,000.00
CK# 1502	CALIFORNIA 4-H FOUNDA	100,000.00
CK# 1503	CALIFORNIA 4-H FOUNDA	135,000.00
CK# 1504	CASA DE LAS AMIGAS	10,000.00
CK# 1505	CHILDREN OF THE NIGHT	20,000.00
CK# 1506	DON BOSCO TECHNICAL H	100,000.00
CK# 1507	GEORGETOWN UNIVERSITY	300,000.00
CK# 1508	GOOD SHEPHERD CENTER	100,000.00
CK# 1509	INNER-CITY ARTS	20,000.00
CK# 1510	JESUIT VOLUNTEER CORP	25,000.00
CK# 1511	JUNIOR ACHIEVEMENT OF	5,000.00
CK# 1512	LIPSTICK ANGELS	10,000.00
CK# 1513	LOS ANGELES COUNTY MU	25,000.00
CK# 1514	LOS ANGELES MUSIC	50,000.00
CK# 1515	LOYOLA HIGH SCHOOL	52,500.00
CK# 1516	MAKING THE RIGHT CONN	10,000.00
CK# 1517	MISSIONARY SERVANTS	15,000.00
CK# 1518	ST. JOHN'S HEALTH CEN	1,000,000.00
CK# 1519	THE HEART TOUCH PROJE	100,000.00
CK# 1525	LOYOLA MARYMOUNT UNIV	1,000,000.00
CK# 1568	ALEXANDRIA HOUSE	35,000.00
CK# 1569	AMERICANS UNITED FOR	15,000.00
CK# 1570	BRAILLE INSTITUTE	50,000.00
CK# 1571	CATHOLIC EDUCATION FO	200,000.00
CK# 1572	CHILDREN'S BUREAU FOU	50,000.00
CK# 1573	CITY OF HOPE	25,000.00
CK# 1574	LIBRARY FOUNDATION OF	25,000.00
CK# 1575	LITTLE SISTERS OF THE	25,000.00
CK# 1576	NATIONAL CATHOLIC REP	75,000.00
CK# 1577	PREGNANCY HELP CENTER	10,000.00
CK# 1578	PROJECT ANGEL FOOD	10,000.00
CK# 1579	RAD CAMP	25,000.00
CK# 1580	SANTA CLARA UNIVERSIT	1,000,000.00
CK# 1581	SANTA FE COMMUNICATIO	10,000.00
CK# 1582	SOCIETY OF ST VINCENT	25,000.00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2019

Form 990-PF, Part XV, Section (a) - Schedule A
Grant Payments

Check#	Name	Amount
CK# 1583	SPECIAL OLYMPICS OF S	25,000.00
CK# 1584	HOSPITALLER FOUNDATIO	50,000.00
CK# 1585	STRIVE	25,000.00
CK# 1586	THE HUNGER PROJECT	500,000.00
CK# 1587	TIERRA DEL SOL FOUNDA	15,000.00
CK# 1588	UNITED NEGRO COLLEGE	50,000.00
CK# 1589	UNIVERSITY OF SOUTHER	1,000,000.00
CK# 1590	VERBUM DEI HIGH SCHOO	100,000.00
CK# 1591	WESTSIDE FOOD BANK	10,000.00
CK# 1669	ALMA BACKYARD FARMS	15,000.00
CK# BAGS	4KIDS	25,000.00
CK# 1671	BISHOP CONATY OUR LAD	12,000.00
CK# 1672	CATHOLIC CHARITIES OF	5,000.00
CK# 1673	CHILDREN'S BURN FOUND	10,000 00
CK# 1674	FADICA	15,000 00
CK# 1675	GREATER LOS ANGELES Z	10,000.00
CK# 1676	GUIDE DOGS OF THE DES	25,000.00
CK# 1677	SISTER ELIZABETH O'KE	10,000.00
CK# 1678	JEWISH FAMILY & CHILD	10,000 00
CK# 1679	JUNIOR BLIND OF AMERI	25,000.00
CK# 1680	L A GOAL	20,000.00
CK# 1681	LEARNING ALLY, INC	10,000.00
CK# 1682	MEETING EACH NEED WIT	10,000.00
CK# 1683	SHOES THAT FIT	10,000.00
CK# 1684	SUPPORT OUR AGING REL	25,000 00
CK# 1685	SOUND BODY SOUND MIND	10,000.00
CK# 1686	ST CAMILLUS PASTORAL	25,000.00
CK# 1687	HOSPITALLER FOUNDATIO	50,000 00
CK# 1688	THE RIGHT TO LIFE LEA	25,000.00
CK# 1689	USC CARUSO CATHOLIC C	1,000,000.00
CK# 1690	VISITING NURSE ASSOCI	10,000.00
CK# 1759	AQUARIUM OF THE PACIF	10,000 00
CK# 1760	CALIFORNIA SCIENCE CE	1,000,000 00
CK# 1761	CAMP RONALD MCDONALD	25,000.00
CK# 1762	COURT APPOINTED SPECI	25,000 00
CK# 1763	CATHEDRAL HIGH SCHOOL	1,000,000 00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2019

Form 990-PF, Part XV, Section (a) - Schedule A
Grant Payments

Check#	Name	Amount
CK# 1764	GIRL SCOUTS OF GREATER	25,000 00
CK# 1765	GUIDING EYES FOR THE	10,000.00
CK# 1766	LOS ANGELES LGBT CENT	25,000.00
CK# 1767	LOYOLA HIGH SCHOOL	43,750.00
CK# 1768	MARYVALE	25,000 00
CK# 1769	ORTHOPAEDIC INSTITUTE	10,000.00
CK# 1770	PAULIST FATHERS	200,000.00
CK# 1771	READING PARTNERS	15,000 00
CK# 1772	SOCIAL SERVICE AUXILA	25,000.00
CK# 1773	ST JAMES INN	25,000 00
CK# 1774	THE URSILINE SCHOOL	500,000.00
CK# 1775	USC CENTER ON PHILANT	10,000.00
CK# 1776	SISTERS OF SOCIAL SER	25,000 00
CK# 1781	UNIVERSITY OF SOUTHER	3,250,000 00
CK# 1782	SANTA CLARA UNIVERSIT	3,250,000 00
CK# 1584	HOSPITALER FOUNDATIO	(50,000 00)
CK# 1772	SOCIAL SERVICE AUXILA	(25,000.00)
CK# 1774	THE URSILINE SCHOOL	(500,000 00)

Total Grants Paid during the year	16,780,250.00
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2019 Set-Aside taken on 2018 TR (See Note below)	(1,000,000 00)
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Total Grants per 2019 TR	15,780,250.00
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Note St John's Health Center Cancer Research grant set-aside on the 2018 Tax Return

Thomas and Dorothy Leavey Foundation

EIN: 95-6060162

**A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2019**

Form 990-PF, Part XV, Section (a) - Schedule B

Scholarship Payments

Check #	Name	Amount
CK# 1430	OKLAHOMA CITY UNIVERS	3,000.00
CK# 1431	THE UNIVERSITY OF TUL	3,000.00
CK# 1432	CORNELL UNIVERSITY	3,000.00
CK# 1433	AMERICAN UNIVERSITY	3,000.00
CK# 1434	ST LOUIS COLLEGE OF	3,000.00
CK# 1435	BAYLOR UNIVERSITY	3,000.00
CK# 1436	USC	3,000.00
CK# 1437	USC	3,000 00
CK# 1438	SIENA COLLEGE	3,000.00
CK# 1439	UNIVERSITY OF FINDLAY	3,000 00
CK# 1440	BAYLOR UNIVERSITY	3,000 00
CK# 1441	BRIGHAM YOUNG UNIVERS	3,000.00
CK# 1442	BIOLA UNIVERSITY	3,000.00
CK# 1443	NORTHWESTERN UNIVERSI	3,000.00
CK# 1444	ST LOUIS UNIVERSITY	3,000.00
CK# 1445	UNIVERSITY OF NOTRE D	3,000.00
CK# 1446	UNIVERSITY OF NOTRE D	3,000 00
CK# 1447	SANTA CLARA UNIVERSIT	3,000.00
CK# 1448	STANFORD UNIVERSITY	3,000 00
CK# 1449	THE UNIVERSITY OF TUL	3,000 00
CK# 1450	CORNELL UNIVERSITY	3,000 00
CK# 1451	BRIGHAM YOUNG UNIVERS	3,000.00
CK# 1452	ADELPHI UNIVERSITY	3,000.00
CK# 1455	AMERICAN UNIVERSITY	3,000.00
CK# 1456	ST JOHN FISHER COLLE	3,000 00
CK# 1457	LOYOLA UNIVERSITY OF	3,000 00
CK# 1461	COLGATE UNIVERSITY	3,000.00
CK# 1462	THE UNIVERSITY OF TUL	3,000 00
CK# 1463	BRIGHAM YOUNG UNIVERS	3,000.00
CK# 1464	UNIVERSITY OF LA VERN	3,000.00
CK# 1465	COLUMBIA UNIVERSITY	3,000.00
CK# 1466	GEORGE WASHINGTON UNI	3,000 00
CK# 1467	BOSTON COLLEGE	3,000 00
CK# 1473	UNIVERSITY OF DALLAS	3,000 00
CK# 1474	BRIGHAM YOUNG UNIVERS	3,000 00
CK# 1475	POINT LOMA NAZARENE U	3,000.00
CK# 1476	OKLAHOMA CITY UNIVERS	3,000 00
CK# 1477	CORNELL UNIVERSITY	3,000 00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2019

Form 990-PF, Part XV, Section (a) - Schedule B
Scholarship Payments

Check #	Name	Amount
CK# 1478	ROBERT MORRIS UNIVERS	3,000 00
CK# 1484	UNIVERSITY OF ST THO	3,000.00
CK# 1485	BRIGHAM YOUNG UNIVERS	3,000.00
CK# 1491	OKLAHOMA BAPTIST UNIV	3,000.00
CK# 1496	BAYLOR UNIVERSITY	3,000.00
CK# 1497	BROWN UNIVERSITY	3,000 00
CK# 1498	HOWARD PAYNE UNIVERSI	3,000 00
CK# 1524	ST. MARY'S COLLEGE	3,000 00
CK# 1528	OKLAHOMA BAPTIST UNIV	3,000 00
CK# 1531	CLAREMONT MCKENNA	3,000.00
CK# 1532	BOSTON COLLEGE	3,000 00
CK# 1542	STANFORD UNIVERSITY	3,000.00
CK# 1545	SANTA CLARA UNIVERSIT	3,000.00
CK# 1552	PITZER COLLEGE	3,000 00
CK# 1561	REED COLLEGE	3,000.00
CK# 1607	SAINT MARY'S COLLEGE	3,000.00
CK# 1608	BAYLOR UNIVERSITY	3,000.00
CK# 1609	LOYOLA UNIVERSITY OF	3,000.00
CK# 1610	UNIVERSITY OF LA VERN	3,000 00
CK# 1611	UNIVERSITY OF FINDLAY	3,000 00
CK# 1612	OKLAHOMA BAPTIST UNIV	3,000.00
CK# 1613	ST JOHN FISHER COLLE	3,000.00
CK# 1614	ADELPHI UNIVERSITY	3,000.00
CK# 1616	NORTHWESTERN UNIVERSI	3,000 00
CK# 1619	UNIVERSITY OF SAN FRA	3,000.00
CK# 1620	CARNEGIE MELLON UNIVE	3,000.00
CK# 1621	UNIVERSITY OF DAYTON	3,000 00
CK# 1622	SIENNA COLLEGE	3,000 00
CK# 6123	CORNELL UNIVERSITY	3,000.00
CK# 1624	THE UNIVERSITY OF TUL	3,000 00
CK# 1625	VALPARAISO UNIVERSITY	3,000 00
CK# 1627	BIOLA UNIVERSITY	3,000.00
CK# 1628	UNIVERSITY OF SOUTHER	3,000.00
CK# 1629	SANTA CLARA UNIVERSIT	3,000.00
CK# 1630	UNIVERSITY OF NOTRE D	3,000 00
CK# 1631	BAYLOR UNIVERSITY	3,000 00
CK# 1632	ST. LOUIS COLLEGE OF	3,000 00
CK# 1633	CORNELL UNIVERSITY	3,000 00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2019

Form 990-PF, Part XV, Section (a) - Schedule B
Scholarship Payments

Check #	Name	Amount
CK# 1634	CHAPMAN UNIVERSITY	3,000.00
CK# 1635	CORNELL UNIVERSITY	3,000.00
CK# 1637	THE UNIVERSITY OF TUL	6,000.00
CK# 1638	UNIVERSITY OF SOUTHER	3,000.00
CK# 1641	UNIVERSITY OF SOUTHER	3,000.00
CK# 1642	THE UNIVERSITY OF TUL	6,000.00
CK# 1647	BRIGHAM YOUNG UNIVERS	3,000 00
CK# 1648	OKLAHOMA BAPTIST UNIV	3,000 00
CK# 1649	THE UNIVERSITY OF TUL	3,000 00
CK# 1650	BOB JONES UNIVERSITY	3,000.00
CK# 1651	GEORGE WASHINGTON UNI	3,000 00
CK# 1652	OLIVET NAZARENE UNIVE	3,000.00
CK# 1653	UNIVERSITY OF EVANSVI	3,000.00
CK# 1655	INDIANA WESLEYAN UNIV	3,000.00
CK# 1656	THOMAS JEFFERSON UNIV	3,000.00
CK# 1664	BROWN UNIVERSITY	3,000.00
CK# 1665	UNIVERSITY OF SOUTHER	3,000.00
CK# 1668	UNIVERSITY OF SAN DIE	3,000.00
CK# 1691	AMERICAN UNIVERSITY	3,000 00
CK# 1693	COLUMBIA UNIVERSITY	3,000 00
CK# 1694	THE UNIVERSITY OF TUL	3,000 00
CK# 1695	BRIGHAM YOUNG UNIVERS	3,000.00
CK# 1700	BRIGHAM YOUNG UNIVERS	3,000 00
CK# 1701	UNIVERSITY OF ST THO	3,000 00
CK# 1702	UNIVERSITY OF ST THO	3,000 00
CK# 1705	SANTA CLARA UNIVERSIT	3,000.00
CK# 1706	BRIGHAM YOUNG UNIVERS	3,000.00
CK# 1707	PITZER COLLEGE	3,000.00
CK# 1711	REED COLLEGE	3,000 00
CK# 1712	BRIGHAM YOUNG UNIVERS	3,000.00
CK# 1713	OKLAHOMA CITY UNIVERS	3,000 00
CK# 1714	AMERICAN UNIVERSITY	3,000.00
CK# 1716	SAINT LOUIS UNIVERSIT	3,000 00
CK# 1726	SANTA CLARA UNIVERSIT	3,000 00
CK# 1729	OCCIDENTAL COLLEGE	3,000 00
CK# 1730	THE UNIVERSITY OF TUL	3,000 00
CK# 1743	OKLAHOMA CITY UNIVERS	3,000.00
CK# 1446	UNIVERSITY OF NOTRE D	(3,000 00)

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2019

Form 990-PF, Part XV, Section (a) - Schedule B
Scholarship Payments

Check #	Name	Amount
CK #1637	THE UNIVERSITY OF TUL	(3,000.00)
CK #1638	UNIVERSITY OF SOUTHER	(3,000.00)
CK #1730	THE UNIVERSITY OF TUL	(3,000.00)
Total Scholarships Paid During Year		\$333,000.00