

EXTENDED TO NOVEMBER 15, 2018
Return of Private Foundation

OMB No 1545-0052

2017

Open to Public Inspection

Form 990-PF

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.

For calendar year 2017 or tax year beginning , and ending

Name of foundation: **THOMAS & DOROTHY LEAVEY FOUNDATION**

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**

Room/suite: _____

Telephone number: **310-551-9936**

City or town, state or province, country, and ZIP or foreign postal code: **LOS ANGELES, CA 90067**

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

H Check type of organization: Section 501(c)(3) exempt private foundation **04**
 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): **\$ 292,860,910.**

J Accounting method: Cash Accrual
 Other (specify) _____

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

03/04

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Part I Analysis of Revenue and Expenses		(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		75,347.	882.		
4 Dividends and interest from securities		4,923,586.	2,403,758.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		12,496,676.			STATEMENT 1
b Gross sales price for all assets on line 6a		55,729,410.			
7 Capital gain net income (from Part IV, line 2)			14,807,119.		
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		159,244.	47,483.		STATEMENT 2
12 Total. Add lines 1 through 11		17,654,853.	17,259,242.		
13 Compensation of officers, directors, trustees, etc		7,550.	3,775.		3,775.
14 Other employee salaries and wages		78,150.	7,815.		70,335.
15 Pension plans, employee benefits		6,100.	610.		1,900.
16a Legal fees STMT 3		180,112.	120,075.		60,031.
b Accounting fees STMT 4		238,232.	182,411.		48,245.
c Other professional fees STMT 5		2,562,715.	1,083,839.		8,000.
17 Interest					
18 Taxes STMT 6		878,587.	87,008.		8,563.
19 Depreciation and depletion					
20 Occupancy		95,120.	47,559.		47,560.
21 Travel, conferences, and meetings		859.	0.		859.
22 Printing and publications					
23 Other expenses STMT 7		57,410.	28,705.		28,701.
24 Total operating and administrative expenses Add lines 13 through 23		4,104,835.	1,561,797.		277,969.
25 Contributions, gifts, grants paid		55,054,835.			14,277,819.
26 Total expenses and disbursements. Add lines 24 and 25		59,159,670.	1,561,797.		14,555,788.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-41,504,817.			
b Net investment income (if negative enter -0-)			15,697,445.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,225,976.	13,896,071.	13,896,071.
	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 ▶ 97,254.			
		Less: allowance for doubtful accounts ▶ 0.	84,793.	97,254.	97,254.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	89,000.	25,000.	25,000.
	10a	Investments - U S and state government obligations			
		b Investments - corporate stock STMT 9	135,790,499.	124,391,350.	124,391,350.
		c Investments - corporate bonds STMT 10	44,460,526.	42,564,767.	42,564,767.
	11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other STMT 11	75,841,929.	111,864,457.	111,864,457.	
14	Land, buildings, and equipment, basis ▶ 326,400.				
	Less: accumulated depreciation STMT 12 ▶ 326,400.				
15	Other assets (describe ▶ STATEMENT 13)	12,831.	22,011.	22,011.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	259,505,554.	292,860,910.	292,860,910.	
Liabilities	17	Accounts payable and accrued expenses	95,351.	99,267.	
	18	Grants payable	24,968,315.	66,245,331.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 14)	641,023.	1,278,208.	
23	Total liabilities (add lines 17 through 22)	25,704,689.	67,622,806.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted	233,800,865.	225,238,104.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances	233,800,865.	225,238,104.		
31	Total liabilities and net assets/fund balances	259,505,554.	292,860,910.		

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	233,800,865.
2	Enter amount from Part I, line 27a	2	-41,504,817.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	32,942,056.
4	Add lines 1, 2, and 3	4	225,238,104.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	225,238,104.

Part IV Capital Gains and Losses for Tax on investment income

(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 SEE ATTACHED STATEMENTS			
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 55,729,410.		40,922,291.	14,807,119.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			14,807,119.

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	14,807,119.
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))
2016	11,433,216.	252,842,035.	.045219
2015	13,445,880.	270,481,467.	.049711
2014	13,986,257.	281,159,728.	.049745
2013	13,668,703.	259,639,053.	.052645
2012	11,308,967.	239,536,243.	.047212

2 Total of line 1, column (d)	2	.244532
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	.048906
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	276,162,799.
5 Multiply line 4 by line 3	5	13,506,018.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	156,974.
7 Add lines 5 and 6	7	13,662,992.
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	14,555,788.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	156,974.
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	156,974.
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	156,974.
6	Credits/Payments:		
6a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	189,788.
6b	Exempt foreign organizations - tax withheld at source	6b	0.
6c	Tax paid with application for extension of time to file (Form 8868)	6c	75,000.
6d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	264,788.
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	107,814.
11	Enter the amount of line 10 to be credited to 2018 estimated tax 107,814. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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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 and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		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"/>	1b	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 2017?	1c	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <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	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2017?	4b	X

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

<p>5a During the year, did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(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</p> <p>(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</p> <p>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 ▶ <input type="checkbox"/></p> <p>Organizations relying on a current notice regarding disaster assistance, check here</p> <p>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</p> <p>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</p> <p>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</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870</p> <p>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</p> <p>b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A</p>	<p>Yes</p> <p>No</p> <p>5b</p> <p>6b</p> <p>7b</p>	<p>No</p> <p>X</p> <p>X</p> <p></p> <p></p>
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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		7,550.	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	78,150.	6,100.	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	457,414.
BEL AIR INVESTMENT - 1999 AVENUE OF THE STARS # 2800, LOS ANGELES, CA 90067	ADVISORY FEES	273,584.
IRELL & MANELLA, LLP - 1800 AVE OF THE STARS, #900, LOS ANGELES, CA 90067	LEGAL COUNSEL	180,112.
ANDERSEN TAX LLC 400 S. HOPE ST. #1000, LOS ANGELES, CA 90071	ACCOUNTING SERVICES	172,527.
DELOITTE & TOUCHE - 555 WEST 5TH STREET, LOS ANGELES, CA 90013-1010	ACCOUNTING SERVICES	68,700.

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	366,000.
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.

	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	249,736,101.
b	Average of monthly cash balances	1b	9,185,168.
c	Fair market value of all other assets	1c	21,447,055.
d	Total (add lines 1a, b, and c)	1d	280,368,324.
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	280,368,324.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,205,525.
5	Net value of noncharitable-use assets . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	276,162,799.
6	Minimum investment return . Enter 5% of line 5	6	13,808,140.

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	13,808,140.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	156,974.
b	Income tax for 2017 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	156,974.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,651,166.
4	Recoveries of amounts treated as qualifying distributions	4	500,000.
5	Add lines 3 and 4	5	14,151,166.
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	14,151,166.

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	14,555,788.
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	14,555,788.
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	156,974.
6	Adjusted qualifying distributions . Subtract line 5 from line 4	6	14,398,814.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				14,151,166.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013	121,918.			
c From 2014	366,557.			
d From 2015	324,669.			
e From 2016				
f Total of lines 3a through e	813,144.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 14,555,788.				
a Applied to 2016, 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 2017 distributable amount				14,151,166.
e Remaining amount distributed out of corpus	404,622.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,217,766.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	1,217,766.			
10 Analysis of line 9:				
a Excess from 2013	121,918.			
b Excess from 2014	366,557.			
c Excess from 2015	324,669.			
d Excess from 2016				
e Excess from 2017	404,622.			

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 2017, 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)

	Tax year				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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		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
Name and address (home or business)					
a Paid during the year					
SEE SCHEDULE A ATTACHED			501(C)(3)	GENERAL/ EDUCATIONAL	13,911,819.
SEE SCHEDULE B ATTACHED			501(C)(3)	EDUCATIONAL	366,000.
Total				▶ 3a	14,277,819.
b Approved for future payment					
CALIFORNIA HOSPITAL MEDICAL CENTER			501(C)(3)	GENERAL/ EDUCATIONAL	5,000,000.
CALIFORNIA SCIENCE CENTER FOUNDATION			501(C)(3)	GENERAL/ EDUCATIONAL	3,000,000.
JOHN TRACY CLINIC			501(C)(3)	GENERAL/ EDUCATIONAL	75,000.
Total				▶ 3b	39,675,000.

SEE CONTINUATION SHEET(S)

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
PAULIST FATHERS		501(C)(3)	GENERAL/EDUCATIONAL	600,000.
SANTA CLARA UNIVERSITY - CAPITAL CAMPAIGN		501(C)(3)	GENERAL/EDUCATIONAL	26,000,000.
SANTA CLARA UNIVERSITY - CAPITAL CAMPAIGN		501(C)(3)	GENERAL/EDUCATIONAL	4,000,000.
THE HUNGER PROJECT		501(C)(3)	GENERAL/EDUCATIONAL	1,000,000.
Total from continuation sheets				31,600,000.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
b SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
c FROM ANRP II(AIV TW) K-1	P	VARIOUS	VARIOUS
d FROM ANRP II(AIV TW) K-1	P	VARIOUS	VARIOUS
e FROM APOLLO NATURAL RESOURCES PARTNERS II K-1	P	VARIOUS	VARIOUS
f FROM WILTON K-1	P	VARIOUS	VARIOUS
g FROM WILTON K-1	P	VARIOUS	VARIOUS
h FROM ENERGY CAPITAL PARTNERS II-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 JCR COMMERCIAL REAL ESTATE FINANCE FUND IIIB	P	VARIOUS	VARIOUS
l FROM JCR COMMERCIAL REAL ESTATE FINANCE FUND IIIB	P	VARIOUS	VARIOUS
m FROM CRESTVIEW PARTNERS III K-1	P	VARIOUS	VARIOUS
n DISPOSITION OF FORTRESS	P	VARIOUS	VARIOUS
o BOOK/TAX ADJUSTMENT (EXCLUDING K-1S AND MLP)	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 10,283,358.		8,734,906.	1,548,452.
b 41,999,052.		33,307,297.	8,691,755.
c		-34,946.	34,946.
d		5,437.	-5,437.
e		-12,240.	12,240.
f		-19.	19.
g		-41,000.	41,000.
h		-147,291.	147,291.
i		-222,772.	222,772.
j		3,525.	-3,525.
k		-3,281.	3,281.
l		-191,209.	191,209.
m		13,071.	-13,071.
n		-489,187.	489,187.
o			0.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,548,452.
b			8,691,755.
c			34,946.
d			-5,437.
e			12,240.
f			19.
g			41,000.
h			147,291.
i			222,772.
j			-3,525.
k			3,281.
l			191,209.
m			-13,071.
n			489,187.
o			0.

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 CAPITAL GAINS DIVIDENDS			
b			
c			
d			
e			
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 3,447,000.			3,447,000.
b			
c			
d			
e			
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			3,447,000.
b			
c			
d			
e			
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	14,807,119.
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

2017 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	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	7.00		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.
7	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 PG 1 DEPR						326,400.				326,400.	326,400.		0.	326,400.

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) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SEE STATEMENT ATTACHED	10,283,358.	8,734,906.	0.	0.	1,548,452.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SEE STATEMENT ATTACHED	41,999,052.	33,307,297.	0.	0.	8,691,755.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM ANRP II(AIV TW) K-1	0.	-34,946.	0.	0.	34,946.	

(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 ANRP II(AIV TW) K-1	0.	5,437.	0.	PURCHASED	VARIOUS	VARIOUS
	0.	5,437.	0.	0.		-5,437.

(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 APOLLO NATURAL RESOURCES PARTNERS II K-1	0.	-12,240.	0.	PURCHASED	VARIOUS	VARIOUS
	0.	-12,240.	0.	0.		12,240.

(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 WILTON K-1	0.	-19.	0.	PURCHASED	VARIOUS	VARIOUS
	0.	-19.	0.	0.		19.

(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 WILTON K-1	0.	-41,000.	0.	PURCHASED	VARIOUS	VARIOUS
	0.	-41,000.	0.	0.		41,000.

(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 ENERGY CAPITAL PARTNERS II-B K-1	0.	-147,291.	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 ENERGY CAPITAL PARTNERS III-B K-1	0.	-222,772.	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 SALIENT MLP TOTAL RETURN TE FUND K-1	0.	3,525.	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 JCR COMMERCIAL REAL ESTATE FINANCE FUND IIIB(Q) K-1	0.	-3,281.	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 PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM JCR COMMERCIAL REAL ESTATE FINANCE FUND IIIB(Q) K-1	0.	-191,209.	0.			191,209.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM CRESTVIEW PARTNERS III K-1	0.	13,071.	0.			-13,071.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
DISPOSITION OF FORTRESS	0.	-489,187.	0.			489,187.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
BOOK/TAX ADJUSTMENT (EXCLUDING K-1S AND MLP)	0.	2,310,443.	0.			-2,310,443.

CAPITAL GAINS DIVIDENDS FROM PART IV						3,447,000.
TOTAL TO FORM 990-PF, PART I, LINE 6A						12,496,676.

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
FROM NORTHERN TRUST	0.	36,350.		
OTHER INCOME	159,244.	0.		
SEC 965(A)	0.	11,133.		
TOTAL TO FORM 990-PF, PART I, LINE 11	159,244.	47,483.		

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	180,112.	120,075.		60,031.
TO FM 990-PF, PG 1, LN 16A	180,112.	120,075.		60,031.

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	172,527.	129,847.		48,245.
DELOITTE & TOUCHE, LLP	65,705.	52,564.		0.
TO FORM 990-PF, PG 1, LN 16B	238,232.	182,411.		48,245.

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	2,165,188.	457,931.		0.
CUSTODIAN FEES	99,590.	99,590.		0.
INVESTMENT ADVISORY FEES	289,937.	289,937.		0.
SCHOLARSHIP EVALUATION COMMITTEE	8,000.	0.		8,000.
K-1 DEDUCTIONS - WILTON	0.	4,544.		0.
K-1 DEDUCTIONS - ENERGY CAPITAL II-B	0.	14,395.		0.
K-1 DEDUCTIONS - ENERGY CAPITAL III-B	0.	50,001.		0.
K-1 DEDUCTIONS - CRESTVIEW PARTNERS III	0.	45,993.		0.
K-1 DEDUCTIONS - JCR COMMERCIAL REAL ESTATE	0.	22,019.		0.
K-1 DEDUCTIONS - OFFSHORE MEZZANINE PARTNERS III	0.	7,096.		0.
1099 DEDUCTION - EDGEWOOD MANAGEMENT	0.	0.		0.
K-1 DEDUCTIONS - APOLLO NATURAL RESOURCES FUND II	0.	92,333.		0.
TO FORM 990-PF, PG 1, LN 16C	2,562,715.	1,083,839.		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.	86,255.		0.
FEDERAL EXCISE TAXES	164,000.	0.		0.
DEFERRED TAX PROVISION	639,000.	0.		0.
PAYROLL TAXES	6,093.	610.		5,483.
PROPERTY TAXES	286.	143.		143.
FEES AND DUES	2,937.	0.		2,937.
OTHER TAXES	66,271.	0.		0.
TO FORM 990-PF, PG 1, LN 18	878,587.	87,008.		8,563.

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	2,190.	1,095.		1,094.	
INSURANCE	44,691.	22,346.		22,345.	
STATIONARY & SUPPLIES	494.	247.		246.	
OFFICE EXPENSES	4,789.	2,394.		2,394.	
TELEPHONE	5,182.	2,591.		2,590.	
TRUSTEE EXPENSE	64.	32.		32.	
TO FORM 990-PF, PG 1, LN 23	57,410.	28,705.		28,701.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
2017 CHANGE IN UNREALIZED GAIN - SECURITIES		32,942,056.	
TOTAL TO FORM 990-PF, PART III, LINE 3		32,942,056.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE STMT ATTACHED FOR "STOCKS"	124,391,350.	124,391,350.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	124,391,350.	124,391,350.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE STMT ATTACHED FOR "BONDS"	42,564,767.	42,564,767.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	42,564,767.	42,564,767.		

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOREIGN SECURITIES	FMV	91,589,268.	91,589,268.
ALTERNATIVE INVESTMENTS	FMV	20,275,189.	20,275,189.
TOTAL TO FORM 990-PF, PART II, LINE 13		111,864,457.	111,864,457.

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 ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	10,639.	22,011.	22,011.
PREPAID EXCISE TAXES	2,192.	0.	0.
TO FORM 990-PF, PART II, LINE 15	12,831.	22,011.	22,011.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14	
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED TAX LIABILITY	550,000.	1,189,000.	
DEFERRED RENT	91,023.	70,224.	
PAYABLE TO BROKER	0.	18,984.	
TOTAL TO FORM 990-PF, PART II, LINE 22	641,023.	1,278,208.	

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.
KATHLEEN DUNCAN 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 1.00	0.	0.	0.
TOM LEMONS 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 1.00	350.	0.	0.

COLLEEN PENNELL	TRUSTEE, AS NEEDED			
10100 SANTA MONICA BLVD., SUITE				
610	1.00	0.	0.	0.
LOS ANGELES, CA 90067				
MARIE MCDONOUGH	TRUSTEE, AS NEEDED			
10100 SANTA MONICA BLVD., SUITE				
610	1.00	0.	0.	0.
LOS ANGELES, CA 90067				
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>7,550.</u>	<u>0.</u>	<u>0.</u>

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

366,000.

**STATEMENT ATTACHED TO AND MADE PART OF FORM 990-PF
U.S. RETURN OF PRIVATE FOUNDATION
FOR YEAR ENDED DECEMBER 31, 2017**

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 2017 were \$180,112.

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, 2017



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

Check#	Name	Amount
9397	FADICA	\$1,635 00
9402	BAGS4KIDS	\$25,000 00
9403	BOY SCOUTS OF AMERI	\$10,000 00
9404	CA 4-H FOUNDATION	\$100,000 00
9405	CA 4-H FOUNDATION	\$135,000 00
9406	CA SCIENCE CENTER F	\$1,000,000 00
9407	CARE HARBOR	\$10,000 00
9408	HOLY SPIRIT RETREAT	\$35,000 00
9409	JESUIT VOLUNTEER CO	\$35,000 00
9410	JUNIOR ACHIEVEMENT	\$5,000 00
9411	LA COUNTY MUSEUM OF	\$25,000 00
9412	LA LGBT CENTER	\$25,000 00
9413	MAKING THE RIGHT CO	\$10,000 00
9414	MCKINLEY CHILDREN'S	\$25,000 00
9415	PASADENA MUSEUM OF	\$10,000 00
9416	ST PATRICK'S COLLE	\$250,000 00
9417	THE ASSOCIATION OF	\$10,000 00
9418	THE FRANCISCO HOMES	\$10,000 00
9419	THE HEART TOUCH PRO	\$25,000 00
9420	THOMAS AQUINAS COLL	\$25,000 00
9422	USC INSTITUTE FOR A	\$250,000 00
9423	SCARED HEART HIGH S	\$25,000 00
9424	ST BERNARD HIGH SCH	\$25,000 00
9425	OUR LADY OF GUADELU	\$25,000 00
9426	ST MATHIAS SCHOOL	\$25,000 00
9426	NOTRE DAME CATHOLIC	\$25,000 00
9428	IMMACULATE HEART OF	\$25,000 00
9442	ARCHDIOCESE OF LA	\$500,000 00
9481	AMERICANS UNITED FO	\$15,000 00
9482	A PLACE CALLED HOME	\$25,000 00
9488	ASPEN COUNTY DAY SC	\$200,000 00
9489	CHILDREN OF THE NIG	\$10,000 00
9490	CHILDREN'S BUREAU F	\$50,000 00
9491	FIVE ACRES	\$25,000 00
9492	GOOD SHEPHERD CENTE	\$100,000 00
9493	GUIDE DOGS OF THE D	\$25,000 00
9494	JEWISH BIG BROTHER	\$15,000 00
9495	JOHN TRACY CLINIC	\$75,000 00
9496	LIBRARY FOUNDATION	\$25,000 00
9497	LITTLE SISTERS OF T	\$25,000 00
9498	MAKE A WISH FOUNDAT	\$10,000 00
9499	MARYVALE	\$25,000 00
9500	MOUNT ST MARY'S UN	\$1,727,304 63
9501	PAULIST FATHERS	\$200,000 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, 2017

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

Check#	Name	Amount
9502	PROJECT ANGEL FOOD	\$10,000 00
9503	RAD CAMP	\$25,000 00
9504	RED CLOUD INDIAN SC	\$500,000 00
9505	SPECIAL OLYMPICS OF	\$25,000 00
9506	THE HUNGER PROJECT	\$500,000 00
9507	UNITED NEGRO COLLEGE	\$50,000.00
9508	UNIVERSITY OF PUERTO RICO	\$1,000,000 00
9510	NAZARETH HOUSE	\$25,000 00
9517	LITURGICAL ARTS MIN	\$10,000 00
9595	BISHOP CONATY OUR L	\$12,000 00
9596	BLIND CHILDREN'S CE	\$10,000 00
9597	BOYS & GIRLS CLUB	\$25,000 00
9598	CHILD S H A R E	\$20,000 00
9599	DOLORES MISSION	\$100,000 00
9600	FADICA	\$15,000 00
9601	GREATER LA ZOO ASSO	\$20,000 00
9602	HILLCREST	\$50,000 00
9603	SISTER ELIZABETH O'	\$10,000 00
9604	JUNIOR BLIND OF AME	\$25,000 00
9605	LEARNING ALLY, INC	\$10,000 00
9606	MEETING EACH NEED	\$100,000 00
9607	SUPPORT OUT AGING R	\$25,000 00
9608	ST ANDREW'S ABBEY	\$5,000 00
9609	ST CAMILLUS PASTOR	\$50,000.00
9610	HOSPITALER FOUNDAT	\$50,000 00
9611	THE RIGHT TO LIFE L	\$25,000 00
9612	TIERRA DEL SOL FOUN	\$10,000 00
9613	VISITING NURSE ASSO	\$10,000 00
9615	AMERICAN RED CROSS	\$5,000 00
1009	AQUARIUM OF THE PAC	\$10,000 00
1010	CAMP RONALD MCDONAL	\$25,000 00
1011	COURT APPOINTED SPE	\$25,000 00
1012	GOOD SHEPHERD SHEL	\$20,000 00
1013	INDIAN HILLS CAMP	\$10,000 00
1014	JESUITS WEST PROVIN	\$10,000 00
1015	JESUIT RESTORATIVE	\$150,000 00
1017	MOUNT ST. MARY'S UN	\$888,879 75
1018	ORTHOPAEDIC INSTITU	\$10,000 00
1019	SANTA CLARA UNIVERS	\$84,000 00
1020	SOCIAL SERVICE AUXI	\$25,000 00
1021	ST FRANCIS CENTER	\$15,000 00
1022	STRIVE	\$10,000 00
1023	THE ARC	\$13,000 00
1024	USC CENTER ON PHILA	\$10,000 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, 2017

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

Check#	Name	Amount
1025	ESTRELLA DEL MAR DE	\$10,000 00
1044	CALIFORNIA SCIENCE	\$1,000,000 00
1045	CATHOLIC EDUCATION	\$200,000 00
1046	MOUNT ST MARY'S UN	\$1,000,000 00
1047	PAULIST FATHERS	\$200,000 00
1048	ST PATRICK'S COLLE	\$250,000 00
1049	THE HUNGER PROJECT	\$500,000 00
1050	UNIVERSITY OF SOUTH	\$1,500,000 00
Total Grants Paid During The Year		<u><u>\$13,911,819.38</u></u>

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, 2017



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

Check #	Name	Amount
CK# 9325	ADELPHI UNIVERSITY	\$3,000 00
CK# 9326	COLORADO CHRISTIAN	\$3,000 00
CK# 9327	SEATTLE PACIFIC UNI	\$3,000 00
CK# 9328	CORNELL UNIVERSITY	\$6,000 00
CK# 9329	INDIANA WESLEYAN UN	\$3,000 00
CK# 9330	NORTHWESTERN UNIVER	\$3,000 00
CK# 9331	CA INSTITUTE TECHN	\$3,000 00
CK# 9332	BAYLOR UNIVERSITY	\$3,000 00
CK# 9333	DEPAUL UNIVERSITY	\$3,000 00
CK# 9334	JOHN CARROLL UNIVER	\$3,000 00
CK# 9335	SANTA CLARA UNIVER	\$3,000 00
CK# 9336	ABILENE CHRISTIAN U	\$3,000 00
CK# 9337	BAYLOR UNIVERSITY	\$3,000 00
CK# 9338	EMORY UNIVERSITY	\$3,000 00
CK# 9339	JOHNS HOPKINS UNIVE	\$3,000 00
CK# 9340	UNIVERSITY OF NOTRE	\$3,000 00
CK# 9341	OUACHITA BAPTIST UN	\$3,000 00
CK# 9347	BRIGHAM YOUNG UNIV	\$3,000 00
CK# 9348	CORNELL COLLEGE	\$3,000.00
CK# 9349	BAYLOR UNIVERSITY	\$3,000 00
CK# 9350	BIOLA UNIVERSITY	\$3,000 00
CK# 9351	UNIVERSITY PF DALLA	\$3,000 00
CK# 9352	PACIFIC LUTHERAN UN	\$3,000 00
CK# 9353	POINT LOMA NAZARENE	\$3,000 00
CK# 9354	WESTMINSTER COLLEGE	\$3,000 00
CK# 9355	UNIVERSITY OF ST TH	\$3,000 00
CK# 9356	BRINGHAM YOUNG UNIV	\$3,000 00
CK# 9357	GONZAGA UNIVERSITY	\$3,000 00
CK# 9359	WHITWORTH UNIVERSIT	\$3,000 00
CK# 9362	CLAREMONT MCKENNA C	\$3,000 00
CK# 9363	OKLAHOMA CITY UNIVE	\$3,000 00
CK# 9364	WELLESLEY COLLEGE	\$3,000 00
CK# 9365	BOSTON COLLEGE	\$3,000 00
CK# 9366	WESTMINSTER COLLEGE	\$3,000 00
CK# 9367	UNIVERSITY OF DAYTO	\$3,000 00
CK# 9378	INDIANA WESLEYAN UN	\$3,000 00
CK# 9379	UNIV OF NOTRE DAME	\$3,000 00
CK# 9380	TABOR COLLEGE	\$3,000 00
CK# 9381	BRIGHAM YOUNG UNIVE	\$3,000 00
CK# 9382	AQUINAS COLLEGE	\$3,000 00
CK# 9383	UNIV OF NOTRE DAME	\$3,000 00
CK# 9387	UNIV OF PENNSYLVANI	\$3,000 00
CK# 9388	DOANE UNIVERSITY	\$3,000 00
CK# 9389	CASE WESTERN UNIVER	\$3,000 00
CK# 9391	OKLAHOMA CHRISTIAN	\$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, 2017

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

Check #	Name	Amount
CK# 9394	BIGHAM YOUNG UNIVER	\$3,000 00
CK# 9395	BOSTON COLLEGE	\$3,000 00
CK# 9396	GEORGE WASHINGTON U	\$3,000 00
CK# 9398	UNIVERSITY OF PORTL	\$3,000 00
CK# 9399	THE UNIV OF TULSA	\$3,000 00
CK# 9401	LAKE FOREST COLLEGE	\$3,000 00
CK# 9431	UNIV OF NOTRE DAME	\$3,000 00
CK# 9432	VANDERBILT UNIVERSI	\$3,000 00
CK# 9436	BRIGHAM YOUNG UNIVE	\$3,000 00
CK# 9441	UNIV OF NOTRE DAME	\$3,000 00
CK# 9448	STANFORD UNIVERSITY	\$3,000.00
CK# 9458	BRIGHAM YOUNG UNIV	\$3,000 00
CK# 9476	REED COLLEGE	\$3,000 00
CK# 9521	ABILENE CHRISTIAN U	\$3,000 00
CK# 9522	UNIVERSITY OF DALLA	\$3,000 00
CK# 9523	OKLAHOMA CITY UNIVE	\$3,000 00
CK# 9527	ST JOHN FISHER COL	\$3,000 00
CK# 9528	BOSTON COLLEGE	\$3,000 00
CK# 9529	NORTHWESTERN UNIVER	\$3,000 00
CK# 9535	WESTMINSTER COLLEGE	\$3,000 00
CK# 9536	ADELPHI UNIVERSITY	\$3,000 00
CK# 9537	EMORY UNIVERSITY	\$3,000 00
CK# 9538	COLGATE UNIVERSITY	\$3,000 00
CK# 9539	GONZAGA UNIVERSITY	\$3,000 00
CK# 9540	BAYLOR UNIVERSITY	\$3,000 00
CK# 9543	UNIVERSITY OF NOTR	\$3,000 00
CK# 9544	CORNELL UNIVERSITY	\$3,000 00
CK# 9545	WELLESLEY COLLEGE	\$3,000 00
CK# 9547	STANFORD UNIVERSITY	\$3,000 00
CK# 9548	COLORADO CHRISTIAN	\$3,000 00
CK# 9549	WESTMINSTER COLLEGE	\$3,000 00
CK# 9550	REED COLLEGE	\$3,000 00
CK# 9556	USC	\$3,000 00
CK# 9557	OKLAHOMA CITY UNIVE	\$3,000.00
CK# 9558	AMERICAN UNIVERSITY	\$3,000 00
CK# 9559	BAYLOR UNIVERSITY	\$3,000 00
CK# 9560	BROWN UNIVERSITY	\$3,000 00
CK# 9561	UNIVERSITY OF NOTRE	\$3,000 00
CK# 9562	THE UNIVERSITY OF T	\$3,000 00
CK# 9563	ST LOUIS UNIVERSIT	\$3,000 00
CK# 9564	UNIVERSITY OF FINDL	\$3,000 00
CK# 9565	USC	\$3,000 00
CK# 9566	USC	\$3,000 00
CK# 9567	SIENA COLLEGE	\$3,000 00
CK# 9568	POINT LOMA NAZARENE	\$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, 2017

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

Check #	Name	Amount
CK# 9571	ST JOHN FISHER COL	\$3,000 00
CK# 9573	BRIGHAM YOUNG UNIVE	\$3,000 00
CK# 9574	THE UNIVERSITY OF T	\$3,000.00
CK# 9575	HARDING UNIVERSITY	\$3,000 00
CK# 9576	WHITWORTH UNIVERSIT	\$3,000 00
CK# 9577	WASHINGTON UNIVERSI	\$3,000 00
CK# 9578	BIOLA UNIVERSITY	\$3,000 00
CK# 9579	SANTA CLARA UNIVERS	\$3,000 00
CK# 9587	BAYLOR UNIVERSITY	\$3,000 00
CK# 9588	OUACHITA BAPTIST UN	\$3,000.00
CK# 9589	BRIGHAM YOUNG UNIVE	\$3,000 00
CK# 9590	BRIGHAM YOUNG IDAHO	\$3,000 00
CK# 9591	UNIVERSITY OF DAYTO	\$3,000 00
CK# 9592	BIOLA UNIVERSITY	\$3,000 00
CK# 9623	AQUINAS COLLEGE	\$3,000 00
CK# 9624	UNIVERSITY OF ST T	\$3,000 00
CK# 9627	COLUMBIA UNIVERSITY	\$3,000 00
CK# 9633	BRIGHAM YOUNG UNIVE	\$3,000 00
CK# 9634	BRIGHAM YOUNG UNIVE	\$3,000 00
CK# 9635	CLAREMONT MCKENNA	\$3,000 00
CK# 9636	BOSTON COLLEGE	\$3,000 00
CK# 9637	BRIGHAM YOUNG UNIVE	\$3,000.00
CK# 9639	BRIGHAM YOUNG UNIVE	\$3,000 00
CK# 9640	BRIGHAM YOUNG UNIVE	\$3,000 00
CK# 9641	OKLAHOMA BAPTIST UN	\$3,000 00
CK# 9643	CASE WESTERN RESERV	\$3,000 00
CK# 9643	JOHNS HOPKINS UNIVE	\$3,000 00
CK# 9646	AMERICAN UNIVERSITY	\$3,000 00
CK# 9648	AMERICAN UNIVERSITY	\$3,000.00
CK# 9646	AMERICAN UNIVERSITY	(\$3,000 00)
CK# 9653	STANFORD UNIVERSITY	\$3,000 00
CK# 9655	VANDERBILT UNIVERSI	\$3,000 00
CK# 9655	VANDERBILT UNIVERSI	(\$3,000 00)
CK# 9658	LAKE FOREST COLLEGE	\$3,000 00
CK# 1032	VANDERBILT UNIVERSI	\$3,000 00

Total Scholarships Paid During Year

\$366,000.00

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, 2017

Domestic Stock		FMV
Edgewood 282		48,523,334
Diamond Hill 546		23,271,510
DE Smid Cap 812		20,501,493
Liquidity Acct 817		2,855
London Co 591		0
Lazard US 602		32,092,157
Totals		<u>124,391,350</u>
Foreign Stock		FMV
Edgewood 282		0
Pimco 505		0
Totals		<u>0</u>
Total Corporate Stock		<u><u>124,391,350</u></u>
		124,391,350
Fixed income funds		FMV
Templeton Glo Tot 672		17,658,533
Dodge & Cox 942		24,906,234
Totals		<u>42,564,767</u>