

Form **990-PF**  
 Department of the Treasury  
 Internal Revenue Service

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

▶ **Do not enter social security numbers on this form as it may be made public.**  
 ▶ **Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.**

OMB No. 1545-0047  
**2021**  
**Open to Public Inspection**

**For calendar year 2021, or tax year beginning 01-01-2021, and ending 12-31-2021**

Name of foundation THE LEONETTIO'CONNELL FAMILY FOUNDATION		<b>A Employer identification number</b> 20-3889415	
Number and street (or P.O. box number if mail is not delivered to street address) 515 S FIGUEROA ST 650	Room/suite	<b>B Telephone number</b> (see instructions) (213) 622-0066	
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90071		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here..... <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ..... <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <u>99,299,834</u>		<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	
		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ..... <input type="checkbox"/>	

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	65,125	65,125		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	16,728,699			
	<b>b</b> Gross sales price for all assets on line 6a	17,065,638			
	<b>7</b> Capital gain net income (from Part IV, line 2)		6,684,047		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	1,722,706	1,449,241			
<b>12 Total.</b> Add lines 1 through 11	18,516,530	8,198,413			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	0	0		0
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)	46,931	0		46,931
	<b>b</b> Accounting fees (attach schedule)	46,000	13,248		17,112
	<b>c</b> Other professional fees (attach schedule)	77,328	0		77,328
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	2,726,641	0		0
	<b>19</b> Depreciation (attach schedule) and depletion	373	0		
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings	16,404	0		16,404
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	499,769	457,455		9,515
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	3,413,446	470,703		167,290
	<b>25</b> Contributions, gifts, grants paid	2,834,337			2,834,337
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	6,247,783	470,703		3,001,627	
<b>27</b> Subtract line 26 from line 12:					
<b>a Excess of revenue over expenses and disbursements</b>	12,268,747				
<b>b Net investment income</b> (if negative, enter -0-)		7,727,710			
<b>c Adjusted net income</b> (if negative, enter -0-)					

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	68,052	263,088	263,088
	<b>2</b> Savings and temporary cash investments . . . . .	15,132,046	22,203,894	22,203,894
	<b>3</b> Accounts receivable ▶ <u>2,671,741</u>			
	Less: allowance for doubtful accounts ▶ _____	1,590,080	2,671,741	2,671,741
	<b>4</b> Pledges receivable ▶ _____			
	Less: allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____			
	Less: allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	2,613,461	4,307,852	4,307,852
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ _____			
Less: accumulated depreciation (attach schedule) ▶ _____				
<b>12</b> Investments—mortgage loans . . . . .				
<b>13</b> Investments—other (attach schedule) . . . . .	60,611,234	69,677,502	69,677,502	
<b>14</b> Land, buildings, and equipment: basis ▶ <u>3,727</u>				
Less: accumulated depreciation (attach schedule) ▶ <u>373</u>	0	3,354	3,354	
<b>15</b> Other assets (describe ▶ _____)	0	172,403	172,403	
<b>16 Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	80,014,873	99,299,834	99,299,834	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	3,112,753	3,315,003	
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	3,112,753	3,315,003	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow FASB ASC 958, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24, 25, 29 and 30.</b>			
	<b>24</b> Net assets without donor restrictions . . . . .	76,902,120	95,984,831	
	<b>25</b> Net assets with donor restrictions . . . . .			
	<b>Foundations that do not follow FASB ASC 958, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 26 through 30.</b>			
	<b>26</b> Capital stock, trust principal, or current funds . . . . .			
	<b>27</b> Paid-in or capital surplus, or land, bldg., and equipment fund			
<b>28</b> Retained earnings, accumulated income, endowment, or other funds				
<b>29 Total net assets or fund balances</b> (see instructions) . . . . .	76,902,120	95,984,831		
<b>30 Total liabilities and net assets/fund balances</b> (see instructions) .	80,014,873	99,299,834		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
<b>1</b> 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) . . . . .	<b>1</b>	76,902,120
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	12,268,747
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	12,638,930
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	101,809,797
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	5,824,966
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	<b>6</b>	95,984,831

**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.)
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

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

<b>2</b> 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 }	<b>2</b>	6,684,047
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ . . . . . }	<b>3</b>	

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

<b>1a</b>	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>b</b>	All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations enter 4% (0.04) of Part I, line 12, col. (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	107,415
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	107,415
<b>6</b>	Credits/Payments:		
<b>a</b>	2021 estimated tax payments and 2020 overpayment credited to 2021	<b>6a</b>	54,621
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	0
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	0
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	0
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	54,621
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached.	<b>8</b>	914
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . ▶	<b>9</b>	53,708
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . ▶	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2022 estimated tax</b> ▶ <b>Refunded</b> ▶	<b>11</b>	

**Part VI-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. . . . . <i>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.</i>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. ▶ \$ <u>0</u> <b>(2)</b> On foundation managers. ▶ \$ <u>0</u>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>0</u>		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	Yes	
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	Yes	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> 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? . . . . .	Yes	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XIV.</i> . . . . .	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA _____		
<b>b</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? <i>If "No," attach explanation</i> .	Yes	
<b>9</b> 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 2021 or the taxable year beginning in 2021? See the instructions for Part XIII. <i>If "Yes," complete Part XIII</i> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> . . . . .		No

Part VI-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions. . . . . 11 Yes
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions . . . . . 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.LOCCF.ORG 13 Yes
14 The books are in care of THE ORGANIZATION Telephone no. (213) 622-0066

Located at 515 S FIGUEROA ST 650 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

16 At any time during calendar year 2021, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country CA

Part VI-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.

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? . . . . . 1a(1) No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . 1a(2) No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . 1a(3) No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . 1a(4) 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)? . . . . . 1a(5) 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.) . . . . . 1a(6) No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. . . . . 1b
c Organizations relying on a current notice regarding disaster assistance check here. . . . .
d 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 2021? . . . . . 1d No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2021, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2021?. . . . . 2a No
If "Yes," list the years 20 , 20 , 20 , 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions.) . . . . . 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20 , 20 , 20 , 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . 3a Yes
b If "Yes," did it have excess business holdings in 2021 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 2021.). . . . . 3b No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2021? . . . . . 4b No

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

<b>5a</b>	During the year did the foundation pay or incur any amount to:		<b>Yes</b>	<b>No</b>
<b>(1)</b>	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?. . . . .	<b>5a(1)</b>		<b>No</b>
<b>(2)</b>	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?. . . . .	<b>5a(2)</b>		<b>No</b>
<b>(3)</b>	Provide a grant to an individual for travel, study, or other similar purposes?. . . . .	<b>5a(3)</b>		<b>No</b>
<b>(4)</b>	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions. . . . .	<b>5a(4)</b>		<b>No</b>
<b>(5)</b>	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?. . . . .	<b>5a(5)</b>		<b>No</b>
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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. . . . .	<b>5b</b>		
<b>c</b>	Organizations relying on a current notice regarding disaster assistance check . . . . . <input type="checkbox"/>			
<b>d</b>	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?. . . . . <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<b>5d</b>		
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?. . . . .	<b>6a</b>		<b>No</b>
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?. . . . . <i>If "Yes" to 6b, file Form 8870.</i>	<b>6b</b>		<b>No</b>
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<b>7a</b>		<b>No</b>
<b>b</b>	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?. . . . .	<b>7b</b>		
<b>8</b>	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?. . . . .	<b>8</b>		<b>No</b>

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

**1 List all officers, directors, trustees, foundation managers and their compensation. See instructions**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CARA ESPOSITO 515 S FIGUEROA ST 650 LOS ANGELES, CA 90071	EXECUTIVE DIRECTOR 25.00	0	0	0
MARGO LEONETTI O'CONNELL 515 S FIGUEROA ST 650 LOS ANGELES, CA 90071	PRESIDENT, DIRECTOR 2.00	0	0	0
MICHAEL F O'CONNELL 515 S FIGUEROA ST 650 LOS ANGELES, CA 90071	SECRETARY, CFO, DIRECTOR 2.00	0	0	0
MICHAEL KEVIN O'CONNELL 515 S FIGUEROA ST 650 LOS ANGELES, CA 90071	VICE PRESIDENT 2.00	0	0	0

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

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

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

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> number of others receiving over \$50,000 for professional services. . . . . ▶		0

**Part VIII-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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	3,056,872
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	18,571,648
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	69,829,780
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	91,458,300
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	91,458,300
<b>4</b>	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	1,371,875
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. . . . .	<b>5</b>	90,086,425
<b>6</b>	<b>Minimum investment return.</b> Enter 5% (0.05) of line 5. . . . .	<b>6</b>	4,504,321

**Part X 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.)

<b>1</b>	Minimum investment return from Part IX, line 6. . . . .	<b>1</b>	4,504,321
<b>2a</b>	Tax on investment income for 2021 from Part V, line 5. . . . .	<b>2a</b>	107,415
<b>b</b>	Income tax for 2021. (This does not include the tax from Part V.). . . . .	<b>2b</b>	1,800,933
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	1,908,348
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	<b>3</b>	2,595,973
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	2,595,973
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1. . . . .	<b>7</b>	2,595,973

**Part XI Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26. . . . .	<b>1a</b>	3,001,627
<b>b</b>	Program-related investments—total from Part VIII-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part XII, line 4. . . . .	<b>4</b>	3,001,627



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

	(a) Corpus	(b) Years prior to 2020	(c) 2020	(d) 2021
<b>1</b> Distributable amount for 2021 from Part X, line 7				2,595,973
<b>2</b> Undistributed income, if any, as of the end of 2021:				
<b>a</b> Enter amount for 2020 only. . . . .			0	
<b>b</b> Total for prior years: 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2021:				
<b>a</b> From 2016. . . . .				
<b>b</b> From 2017. . . . .				
<b>c</b> From 2018. . . . .				
<b>d</b> From 2019. . . . .				
<b>e</b> From 2020. . . . .				902,685
<b>f Total</b> of lines 3a through e. . . . .	902,685			
<b>4</b> Qualifying distributions for 2021 from Part XI, line 4: ► \$ <u>3,001,627</u>				
<b>a</b> Applied to 2020, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2021 distributable amount. . . . .				2,595,973
<b>e</b> Remaining amount distributed out of corpus	405,654			
<b>5</b> Excess distributions carryover applied to 2021. (If an amount appears in column (d), the same amount must be shown in column (a).)				0
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,308,339			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions. . . . .		0		
<b>e</b> Undistributed income for 2019. Subtract line 4a from line 2a. Taxable amount—see instructions. . . . .			0	
<b>f</b> Undistributed income for 2021. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2022. . . . .				0
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2016 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9 Excess distributions carryover to 2022.</b> Subtract lines 7 and 8 from line 6a. . . . .	1,308,339			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2017. . . . .				
<b>b</b> Excess from 2018. . . . .				
<b>c</b> Excess from 2019. . . . .				
<b>d</b> Excess from 2020. . . . .				902,685
<b>e</b> Excess from 2021. . . . .				405,654

**Part XIII Private Operating Foundations** (see instructions and Part VI-A, question 9)

<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2021, enter the date of the ruling . . . . .					
<b>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed . . . . .	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2021</b>	<b>(b) 2020</b>	<b>(c) 2019</b>	<b>(d) 2018</b>	
<b>b</b> 85% (0.85) of line 2a					
<b>c</b> Qualifying distributions from Part XI, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part IX, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XIV 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).)
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  
See Additional Data Table
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions
- 
- a** The name, address, and telephone number or email address of the person to whom applications should be addressed:
- 
- b** The form in which applications should be submitted and information and materials they should include:
- 
- c** Any submission deadlines:
- 
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XIV 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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . . ▶ <b>3a</b>				2,834,337
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . . ▶ <b>3b</b>				0

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.
1 Program service revenue:
a
b
c
d
e
f
g Fees and contracts from government agencies
2 Membership dues and assessments
3 Interest on savings and temporary cash investments
4 Dividends and interest from securities
5 Net rental income or (loss) from real estate:
a Debt-financed property
b Not debt-financed property
6 Net rental income or (loss) from personal property
7 Other investment income
8 Gain or (loss) from sales of assets other than inventory
9 Net income or (loss) from special events:
10 Gross profit or (loss) from sales of inventory
11 Other revenue: a
b
c
d
e
12 Subtotal. Add columns (b), (d), and (e)
13 Total. Add line 12, columns (b), (d), and (e).

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows correspond to lines 1-12 of the text.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes...

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

Part XVI

- 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.
(2) Other assets.
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
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.

Table with 3 columns: Question, Yes, No. Rows 1a(1), 1a(2), 1b(1) through 1b(6), 1c.

Table with 4 columns: (a) Line No., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.
Signature of officer or trustee: \*\*\*\*\* Date: 2022-11-14 Title: \*\*\*\*\*

May the IRS discuss this return with the preparer shown below? See instructions. [X] Yes [ ] No

Table for Preparer Information: Print/Type preparer's name (MARK CHAPMAN), Preparer's Signature, Date (2022-11-14), Check if self-employed, PTIN (P00085456), Firm's name (KATZ CASSIDY AN ACCOUNTANCY CORPORATION), Firm's EIN (95-4046751), Firm's address (11400 W OLYMPIC BLVD SUITE 1050 LOS ANGELES, CA 90064), Phone no. (310) 477-6300.

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income**

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1	GLOBAL ATLANTIC GROUP LTD	P	2005-01-01	2021-12-31
1	HOUSATONIC EQUITY INVESTORS II LP	P	2005-01-01	2021-12-31
	HOUSATONIC EQUITY INVESTORS IV LP	P	2005-01-01	2021-12-31
	HOUSATONIC EQUITY INVESTORS V LP	P	2005-01-01	2021-12-31
	HOUSATONIC EQUITY INVESTORS V LP	P	2005-01-01	2021-12-31
	IRS PARTNERS NO. 12 LP	P	2005-01-01	2021-12-31
	NEXT COAST VENTURES I, LP	P	2005-01-01	2021-12-31
	NEXT COAST VENTURES II, LP	P	2005-01-01	2021-12-31
	OCM OPPORTUNITIES FUND VIIB AIF LP	P	2005-01-01	2021-12-31
	PEAK VENTURES FUNDS II LP	P	2005-01-01	2021-12-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
178,225			178,225
25			25
255,342			255,342
79,025			79,025
		1	-1
1,589,999			1,589,999
920,932			920,932
		17,515	-17,515
480			480
540,226			540,226

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			178,225
			25
			255,342
			79,025
			-1
			1,589,999
			920,932
			-17,515
			480
			540,226

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income**

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
PETERSON PARTNERS VII, LP	P	2005-01-01	2021-12-31
1 PETERSON PARTNERS VIII, LP	P	2005-01-01	2021-12-31
PETERSON PARTNERS VIII, LP	P	2005-01-01	2021-12-31
ROCKWOOD EQUITY PARTNERS III, LP	P	2005-01-01	2021-12-31
ROCKWOOD EQUITY PARTNERS FUND LP	P	2005-01-01	2021-12-31
SERENT CAPITAL ASSOCIATES LP	P	2005-01-01	2021-12-31
SERENT CAPITAL ASSOCIATES II LP	P	2005-01-01	2021-12-31
TENNENBAUM OPPORTUNITIES FUND V LLC	P	2005-01-01	2021-12-31
TENNENBAUM OPPORTUNITIES FUND V LLC	P	2005-01-01	2021-12-31
GREYBULL STEWARDSHIP LP	P	2005-01-01	2021-12-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
475,919			475,919
199,996			199,996
156,256			156,256
403,579			403,579
81			81
180			180
110,402			110,402
		9,707	-9,707
36			36
		19	-19

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			475,919
			199,996
			156,256
			403,579
			81
			180
			110,402
			-9,707
			36
			-19

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income**

List and describe the kind(s) of property sold (e.g., real estate, <b>(a)</b> 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
TRUSTAR INC - GAIN ON NOTE	P	2005-01-01	2021-05-28
1 TRUSTAR INC - STOCK SALE	P	2005-01-01	2021-06-04
MST SERVICES HOLDING LLC	P	2005-01-01	2021-03-23
MST SERVICES HLDG LLC-LIQUID. GAIN	P	2005-01-01	2021-03-23
CAPITAL GAINS DIVIDENDS	P		

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
200,501		74,062	126,439
623,284		185,449	437,835
1,049,202			1,049,202
77,271			77,271
109,839			109,839

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
<b>(i)</b> F.M.V. as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col. (i) over col. (j), if any	
			126,439
			437,835
			1,049,202
			77,271
			109,839



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

CARA ESPOSITO

MARGO LEONETTI O'CONNELL

MICHAEL F O'CONNELL

MICHAEL KEVIN O'CONNELL

**Form 990PF Part XIV Line 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)				
<b>a</b> <i>Paid during the year</i>				
CALIFORNIA COMMUNITY FOUNDATION 221 S FIGUEROA ST 400 LOS ANGELES, CA 90012		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	28,000
CALIFORNIA SCIENCE CENTER 700 EXPOSITION PARK DR LOS ANGELES, CA 90037		PC	SCIENCE & TECHNOLOGY	140,000
CARLTHORP SCHOOL 438 SAN VICENTE BLVD SANTA MONICA, CA 90402		PC	EDUCATION	40,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,834,337

**Form 990PF Part XIV Line 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)				
<b>a</b> <i>Paid during the year</i>				
CLASSICAL KUSC 1149 S HILL STREET LOS ANGELES, CA 90015		PC	ARTS, CULTURE & HUMANITIES	10,000
DOMINICAN UNIVERSITY OF CALIFORNIA 50 ACACIA AVE SAN RAFAEL, CA 94901		PC	EDUCATION	100,000
FOLAR 570 W AVE 26 250 LOS ANGELES, CA 90065		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	65,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,834,337

**Form 990PF Part XIV Line 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)				
<b>a</b> <i>Paid during the year</i>				
FOUNDATION FOR CA COMMUNITY COLLEGES 1102 Q ST STE 4800 SACRAMENTO, CA 95811				
		PC	EDUCATION	50,000
FOUNDATION FOR LA COMMUNITY COLLEGES WILSHIRE BOULEVARD LOS ANGELES, CA 90017				
		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	735,838
HERNIA REPAIR FOR THE UNDERSERVED PO BOX 641676 OMAHA, NE 68164				
		PC	HEALTHHEALTHHEALTH	150,000
<b>Total . . . . . ▶ 3a</b>				2,834,337

**Form 990PF Part XIV Line 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)				
<b>a</b> <i>Paid during the year</i>				
HUMAN I-T 230 E 3RD ST SUITE A LONG BEACH, CA 90802		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	100,000
LIFT INC 4041 MACARTHUR BLVD STE 240 NEWPORT BEACH, CA 92260		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	150,360
LOYOLA HIGH SCHOOL 1901 VENICE BLVD LOS ANGELES, CA 90006		PC	EDUCATION	10,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,834,337

**Form 990PF Part XIV Line 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)				
<b>a</b> <i>Paid during the year</i>				
MARLBOROUGH SCHOOL 250 S ROSSMORE AVE LOS ANGELES, CA 90004				
		PC	EDUCATION	10,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA 1111 FRANKLIN ST 12TH FLR OAKLAND, CA 94607				
		PC	EDUCATION	250,000
ROXBURY LATIN SCHOOL 101 ST THERESA AVE WEST ROXBURY, MA 02132				
		PC	EDUCATION	50,000
<b>Total . . . . .</b>				<b>2,834,337</b>

**Form 990PF Part XIV Line 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)				
<b>a</b> <i>Paid during the year</i>				
SCHOLARSHIP AMERICA 7900 INTERNATIONAL DRIVE MINNEAPOLIS, MN 55425		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	180,000
SHOES THAT FIT 1420 N CLAREMONT BLVD SUITE 204A CLAREMONT, CA 91711		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	25,000
SOCIAL VENTURE PARTNERS 4041 MACARTHUR BLVD STE 240 PLAYA DEL REY, CA 90293		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	20,000
<b>Total . . . . .</b>	<b>▶ 3a</b>			2,834,337

**Form 990PF Part XIV Line 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)				
<b>a</b> <i>Paid during the year</i>				
SOUTHERN CALIFORNIA GRANTMAKERS 1000 ALAMEDA ST 230 LOS ANGELES, CA 90012		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	20,000
SOUTHWESTERN LAW SCHOOL 3050 WILSHIRE BLVD LOS ANGELES, CA 90010		PC	EDUCATION	25,000
ST MARY MEDICAL CENTER FOUNDATION 1050 LINDEN AVE LONG BEACH, CA 90813		PC	HEALTH	50,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,834,337



**Form 990PF Part XIV Line 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)				
<b>a</b> <i>Paid during the year</i>				
TEMPLE ISAIAH 1404 STONY BROOK ST STONY BROOK, NY 11790		PC	EDUCATION	10,000
THE J PAUL GETTY TRUST 1200 GETTY CENTER DR LOS ANGELES, CA 90049		PC	ARTS, CULTURE & HUMANITIES	50,000
TULANE UNIVERSITY 6823 ST CHARLES AVE NEW ORLEANS, LA 70018			EDUCATION	10,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,834,337

**Form 990PF Part XIV Line 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)				
<b>a</b> <i>Paid during the year</i>				
TURNING POINT SCHOOL 8780 NATIONAL BLVD CULVER CITY, CA 90232		PC	EDUCATION	25,000
UNIVERSITY OF SOUTHERN CALIFORNIA UNIVERSITY GARDENS UGB203 LOS ANGELES, CA 90089		PC	EDUCATION	225,139
USC SOL PRICE SCHOOL OF PUBLIC POLICY 650 CHILDS WAY LOS ANGELES, CA 90089		PC	EDUCATION	45,000
<b>Total . . . . . ▶ 3a</b>				2,834,337

**Form 990PF Part XIV Line 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)				
<b>a</b> <i>Paid during the year</i>				
VERBUM DEI HIGH SCHOOL 11100 S CENTRAL AVE LOS ANGELES, CA 90059		PC	EDUCATION	100,000
YOUNG EISNER SCHOLARS PO BOX 3085 INGLEWOOD, CA 90304		PC	PHILANTHROPY, VOLUNTEERISM & GRANTMAKING	150,000
YOUTH JUSTICE COALITION 7625 S CENTRAL AVE LOS ANGELES, CA 90001		PC	PHILANTHROPY	10,000
<b>Total . . . . . ▶ 3a</b>				2,834,337

**TY 2021 Accounting Fees Schedule****Name:** THE LEONETTIO'CONNELL FAMILY FOUNDATION**EIN:** 20-3889415

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ACCOUNTING	46,000	13,248		17,112

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2021 Depreciation Schedule

**Name:** THE LEONETTIO'CONNELL FAMILY FOUNDATION

**EIN:** 20-3889415

### Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTERS (ARETE RISING)	2021-06-30	3,727		SL	5.000000000000	373	0		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2021 Gain/Loss from Sale of Other Assets Schedule

**Name:** THE LEONETTIO'CONNELL FAMILY FOUNDATION

**EIN:** 20-3889415

### Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
BG LLH INTERMEDIATE LLC (K-1)	2005-01	PURCHASED	2021-12			5,151	COST	0	-5,151	
BG LLH INTERMEDIATE LLC (K-1 1231)	2005-01	PURCHASED	2021-12			2,311	COST	0	-2,311	
BG LLH PARTIAL SALE	2005-01	PURCHASED	2021-12		6,716,558		COST	0	6,716,558	
VOLLEY SELLERS (DEBT-FIN. K-1)	2005-01	PURCHASED	2021-12		1,631,439		COST	0	1,631,439	
NCFDD PARENT LLC	2005-01	PURCHASED	2021-10		144,156	42,724	COST	0	101,432	
MST SERVICES HOLDING LLC (K-1 DEBT FIN)	2021-01	PURCHASED	2021-03		1,492,749		COST	0	1,492,749	
MST SERVICES HOLDING LLC (DEBT FIN. LIQU. GAIN)	2021-01	PURCHASED	2021-03		109,936		COST	0	109,936	

**TY 2021 General Explanation Attachment****Name:** THE LEONETTIO'CONNELL FAMILY FOUNDATION**EIN:** 20-3889415**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	CONTROLLED ENTITY	FORM 990-PF, PART VI-A, ITEM 11	CONTROLLED ENTITY (SINGLE-MEMBER LLC, DISREGARDED): ARETE RISING HOLDINGS LLC515 S. FIGUEROA ST, STE 650LOS ANGELES, CA 90071EIN: 87-3874405NOT AN EXCESS BUSINESS HOLDING

**TY 2021 Investments Corporate Stock Schedule****Name:** THE LEONETTIO'CONNELL FAMILY FOUNDATION**EIN:** 20-3889415**Investments Corporation Stock Schedule**

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
HOVER INC COMMON & PREFERRED	3,200,000	3,200,000
T ROWE PRICE NEW HORIZONS	1,015,298	1,015,298
GOLDMAN SACHS SECURITIES	92,554	92,554



**TY 2021 Investments - Other Schedule****Name:** THE LEONETTIO'CONNELL FAMILY FOUNDATION**EIN:** 20-3889415**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
ACTZERO, INC.	FMV	3,000,000	3,000,000
ALAMAR PARTNERS	FMV	423,299	423,299
ARABLE LABS INC.	FMV	499,999	499,999
AUXO MANAGEMENT, LLP	FMV	3,015,000	3,015,000
BH LLH INTERMEDIATE LLC	FMV	5,205,028	5,205,028
BROCKHURST CAPITAL-LEXSHARES	FMV	599,745	599,745
CAMBER PARTNERS FUND I	FMV	95,068	95,068
DIAPENTE CAPITAL	FMV	228,868	228,868
EAGLE ROCK CAPITAL LLC	FMV	386,621	386,621
FICTIV INC.	FMV	1,000,000	1,000,000
FXVII BELLWETHER4	FMV	96,916	96,916
FXVII BELLWETHER5	FMV	241,674	241,674
GOLDMAN SACHS VINTAGE FUND IV	FMV	61,508	61,508
GOLDMAN SACHS VINTAGE FUND V	FMV	53,260	53,260
GOLDMAN SACHS VINTAGE FUND VII	FMV	956,447	956,447
GREYBULL STEWARDSHIP LP	FMV	1,455,276	1,455,276
GS PRIVATE EQUITY ENERGY FUND	FMV	1,992	1,992
HAMILTON HALL LLC	FMV	1,209,987	1,209,987
HAMMERSMITH CAPITAL	FMV	495,378	495,378
HERITAGE OPERATING PARTNERS	FMV	998,271	998,271
HOUSATONIC EQUITY INVESTORS IV	FMV	1,646,390	1,646,390
HOUSATONIC EQUITY INVESTORS V	FMV	971,018	971,018
I R S PARTNERS NO. 12 LP	FMV	18,500,000	18,500,000
MST SERVICE HLDGS LLC & NEXT COAST VENTURES I, LP	FMV	4,764,950	4,764,950
NEXT COAST VENTURES II, LP	FMV	3,791,545	3,791,545
OCM OPPORTUNITIES FD (CAYMAN)	FMV	139	139
OCM OPPORTUNITIES FD VIIB LP	FMV	3,374	3,374
OCOZZIO HOLDINGS LLC	FMV	150,000	150,000
OLMO COLD STORAGE	FMV	1,845,999	1,845,999
PEAK VENTURES FUND II, LP	FMV	5,332,140	5,332,140

**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
PETERSON PARTNERS VII LP	FMV	529,992	529,992
PETERSON PARTNERS VIII LP	FMV	1,985,821	1,985,821
PETERSON PARTNERS IX LP	FMV	672,936	672,936
PLAT 3, LLC	FMV	1,353,000	1,353,000
POLO CAPITAL	FMV	500,000	500,000
PRACINCO SUMO TECHNOLOGIES	FMV	274,670	274,670
PREDICTIVE INDEX HOLDINGS LLC	FMV	1,620,000	1,620,000
RADAZON CAPITAL	FMV	345,527	345,527
RELAY HOLDINGS LLC	FMV	163,645	163,645
RP FUND LLC-SERIES 3	FMV	249,746	249,746
ROCKWOOD EQUITY PARTNERS III	FMV	1,236,000	1,236,000
ROCKWOOD EQUITY PARTNERSHIP FD	FMV	82,746	82,746
ROCKWOOD EQUITY IV	FMV	7,887	7,887
SENECA TRAIL CAPITAL	FMV	486,538	486,538
SERENT CAPITAL ASSOC II LP	FMV	988,382	988,382
SERENT CAPITAL ASSOCIATES LP	FMV	231,428	231,428
SYLMAR GROUP HOLD CO LLC	FMV	80,023	80,023
TEN20 PARTNERS LLC	FMV	396,563	396,563
TDA SECURITIES	FMV	25,220	25,220
TENNENBAUM OPPORTUNITIES FUND	FMV	998,984	998,984
WORKLYN PARTNERS	FMV	418,502	418,502

**TY 2021 Land, Etc.  
Schedule****Name:** THE LEONETTIO'CONNELL FAMILY FOUNDATION**EIN:** 20-3889415

<b>Category / Item</b>	<b>Cost / Other Basis</b>	<b>Accumulated Depreciation</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
COMPUTERS (ARETE RISING)	3,727	373	3,354	3,354

**TY 2021 Legal Fees Schedule****Name:** THE LEONETTIO'CONNELL FAMILY FOUNDATION**EIN:** 20-3889415

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
LEGAL FEES	46,931	0		46,931

**TY 2021 Other Assets Schedule****Name:** THE LEONETTIO'CONNELL FAMILY FOUNDATION**EIN:** 20-3889415**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
LOAN RECEIVABLE - OLMO		172,403	172,403

**TY 2021 Other Decreases Schedule****Name:** THE LEONETTIO'CONNELL FAMILY FOUNDATION**EIN:** 20-3889415

<b>Description</b>	<b>Amount</b>
BOOK TO TAX ADJUSTMENT- LOSS RECOGNITION	5,424,966
DEFERRED TAXES EXPENSE	400,000

**TY 2021 Other Expenses Schedule****Name:** THE LEONETTIO'CONNELL FAMILY FOUNDATION**EIN:** 20-3889415**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE SERVICES	14,918	14,818		0
BANK SERVICE CHARGES	8	8		0
ENTERTAINMENT/APPRECIATION	518	0		0
INSURANCE	5,112	0		5,112
OFFICE EXPENSE	3,045	0		3,045
PASSTHROUGH K-1S - INVESTMENT FEE	461,450	429,269		0
PASSTHROUGH K-1S - CHARITABLE CONTRIBUTIONS	1,358	0		1,358
PASSTHROUGH K-1S - INVESTMENT INTEREST	13,360	13,360		0

**TY 2021 Other Income Schedule****Name:** THE LEONETTIO'CONNELL FAMILY FOUNDATION**EIN:** 20-3889415**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 PASSTHROUGH ORDINARY INCOME	-156,883	0	
K-1 PASSTHROUGH INTEREST	66,756	66,756	
K-1 PASSTHROUGH DIVIDENDS	1,382,485	1,382,485	
K-1 PASSTHROUGH OTHER INCOME	224,970	0	
K-1 PASSTHROUGH NET RENTAL INCOME	15,622	0	
K-1 INTEREST/DIVIDENDS - DEBT FINANCED	189,756	0	



**TY 2021 Other Increases Schedule****Name:** THE LEONETTIO'CONNELL FAMILY FOUNDATION**EIN:** 20-3889415**Other Increases Schedule**

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	12,638,930

**TY 2021 Other Professional Fees Schedule****Name:** THE LEONETTIO'CONNELL FAMILY FOUNDATION**EIN:** 20-3889415

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
CONSULTING	77,328	0		77,328

**TY 2021 Taxes Schedule****Name:** THE LEONETTIO'CONNELL FAMILY FOUNDATION**EIN:** 20-3889415**Taxes Schedule**

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
STATE INCOME TAX	820,821	0		0
FEDERAL EXCISE TAX	1,905,820	0		0

**TY 2021 TransfersToControlledEntities****Name:** THE LEONETTIO'CONNELL FAMILY FOUNDATION**EIN:** 20-3889415

Name	US / Foreign Address	EIN	Description	Amount
ARETE RISING HOLDINGS LLC	515 S FIGUEROA ST STE 650 LOS ANGELES, CA 90071	87-3874405	INITIAL CAPITALIZATION	150,000
<b>Total</b>				150,000