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
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending

Name of foundation
BAYTREE FUND

A Employer identification number
26-0084354

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
44 E FOOTHILL BLVD | 100

B Telephone number (see instructions)
(626) 462-9280

City or town, state or province, country, and ZIP or foreign postal code
ARCADIA CA 91006

C If exemption application is pending, check here ►

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

D 1 Foreign organizations, check here ►

2 Foreign organizations meeting the 85% test, check here and attach computation ►

H Check type of organization: [X] Section 501(c)(3) exempt private foundation; Section 4947(a)(1) nonexempt charitable trust; Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 36,269,773

J Accounting method: [X] Cash; Accrual; Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	629,509	629,509		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	746,732			
	b Gross sales price for all assets on line 6a 3,288,946				
	7 Capital gain net income (from Part IV, line 2)		746,732		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) PARTNERSHIP INCOME	-115,832	-115,832		
	12 Total. Add lines 1 through 11	1,260,409	1,260,409		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	10,824	2,165		8,659
	b Accounting fees (attach sch) L-16b Stmt	66,600	13,360		53,440
	c Other professional fees (attach sch) L-16c Stmt	85,266	25,000		60,266
	17 Interest				
	18 Taxes (attach schedule) (see instrs) FOREIGN TAXES	22,247	22,247		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	954	76		878
	24 Total operating and administrative expenses. Add lines 13 through 23	196,091	62,848		123,243
	25 Contributions, gifts, grants paid	1,835,042			1,835,042
	26 Total expenses and disbursements. Add lines 24 and 25	2,021,133	62,848		1,958,285
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-760,724			
	b Net investment income (if negative, enter 0)		1,197,561		
	c Adjusted net income (if negative, enter 0)				

SCANNED OCT 13 2017

RECEIVED
B603 OCT 13 2017
IRS-OSC
OGDEN UT

9-78 6

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	12,071.	12,002.	12,002.
	2 Savings and temporary cash investments	1,567,206.	486,388.	486,388.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	11,176,398.	11,018,717.	14,252,505.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	11,412,223.	12,798,529.	12,642,340.
	11 Investments — land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	9,357,425.	8,404,942.	8,821,193.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► L-15 Stmt)	46,598.	55,345.	55,345.
	16 **Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	33,571,921.	32,775,923.	36,269,773.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	33,571,921.	32,775,923.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	33,571,921.	32,775,923.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	33,571,921.	32,775,923.	

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	33,571,921.
2	Enter amount from Part I, line 27a	2	-760,724.
3	Other increases not included in line 2 (itemize) ► See Other Increases Stmt	3	6,979.
4	Add lines 1, 2, and 3	4	32,818,176.
5	Decreases not included in line 2 (itemize) ► See Other Decreases Stmt	5	42,253.
6	Total net assets or fund balances at end of year (line 4 minus line 5)— Part II, column (b), line 30	6	32,775,923.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	CAPITAL GAIN DIVIDENDS	P	Various	Various
b	CAPITAL GAINS FROM K-1s	P	Various	Various
c	SCHEDULE ATTACHED	P	Various	Various
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	68,341.		0.	68,341.
b	519,095.		0.	519,095.
c	2,701,510.		2,542,214.	159,296.
d				
e				

	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	
a	0.	0.	0.	68,341.
b	0.	0.	0.	519,095.
c	0.	0.	0.	159,296.
d				
e				

2	Capital gain net income or (net capital loss) . . . { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } . . .	2	746,732.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . .	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2015	1,748,304.	36,218,286.	0.048271
2014	1,652,583.	37,109,126.	0.044533
2013	2,618,668.	35,420,140.	0.073932
2012	2,385,209.	35,092,001.	0.067970
2011	2,448,814.	36,176,050.	0.067692

2	Total of line 1, column (d) . . .	2	0.302398
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0.060480
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5. . . .	4	33,840,528.
5	Multiply line 4 by line 3 . . .	5	2,046,675.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	11,976.
7	Add lines 5 and 6. . . .	7	2,058,651.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	1,958,285.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	23,951.
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	23,951.
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	23,951.
6	Credits/Payments		
a	2016 estimated tax pmts and 2015 overpayment credited to 2016 — 6a: 49,068.		
b	Exempt foreign organizations – tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 35,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	84,068.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
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	60,117.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 60,117. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ _____ (2) On foundation managers ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ _____			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a *private operating foundation* within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► EUGENE LEWIS & ASOCIATES Telephone no ► (626) 462-9280

Located at ► 44 E. FOOTHILL BLVD., SUITE 100, ARCADIA, CA ZIP + 4 ► 91006

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15

			Yes	No
16	At any time during calendar year 2016, 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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If 'Yes,' enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		☐	☒
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		☐	☒
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		☐	☒
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		☐	☒
	(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)?		☐	☒
	(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)		☐	☒
b	If any answer is 'Yes' to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		☐	☒
	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?		☐	☒
b	If 'Yes,' did it have excess business holdings in 2016 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 2016).*	3b		
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 2016?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is 'Yes' to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	X
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☒ Yes ☐ No		
If 'Yes,' attach the statement required by Regulations section 53 4945–5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JUDITH AVERY 44 E. FOOTHILL BLVD., SUITE 100 ARCADIA CA 91006	DIRECTOR/ PRESIDENT 15.00	0.	0.	0.
JOHN LEWIS 44 E. FOOTHILL BLVD., SUITE 100 ARCADIA CA 91006	SECRETARY/TREASURER 15.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

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

3 **Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ROCKEFELLER PHILANTHROPIC ADVISORS 50 CALIFORNIA STREET SUITE 3165 SAN FRANCISCO CA 94111	GRANT ADMINISTRATION	60,266.
EUGENE LEWIS & ASSOCIATES 44 E. FOOTHILL BLVD ARCADIA CA 91006	ACCOUNTING	50,800.

Total number of others receiving over $50,000 for professional services . . . . . ► None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

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

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	23,480,545.
b	Average of monthly cash balances	1b	1,445,861.
c	Fair market value of all other assets (see instructions)	1c	9,429,460.
d	Total (add lines 1a, b, and c)	1d	34,355,866.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	34,355,866.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	515,338.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	33,840,528.
6	**Minimum investment return.** Enter 5% of line 5	6	1,692,026.

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	1,692,026.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	23,951.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	23,951.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,668,075.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,668,075.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,668,075.

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	1,958,285.
b	Program-related investments — total from Part IX-B	1b	
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	1,958,285.
5	*Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income* Enter 1% of Part I, line 27b (see instructions)	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,958,285.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,668,075.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2016				
a From 2011 650,317.				
b From 2012 648,874.				
c From 2013 874,774.				
d From 2014 0.				
e From 2015 0.				
f Total of lines 3a through e	2,173,965.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 1,958,285.				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2016 distributable amount				1,668,075.
e Remaining amount distributed out of corpus	290,210.			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,464,175.			
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				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	650,317.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	1,813,858.			
10 Analysis of line 9				
a Excess from 2012 648,874.				
b Excess from 2013 874,774.				
c Excess from 2014 0.				
d Excess from 2015 0.				
e Excess from 2016 290,210.				

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 2016, enter the date of the ruling. ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year (a) 2016	Prior 3 years (b) 2015	(c) 2014	(d) 2013	(e) Total
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))

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

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

Check here ► [X] 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 (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
FIDELITY CHARITABLE GIFT FUND 200 Seaport Blvd. BOSTON MA 02210	N/A	PC	ACME CHARITABLE GIFT FUND THE JUDI AVERY JUND, MEMORIAL CHARITABLE FU DICKINSON CHARITABLE GIFT FUND	200,000.
CONTRIBUTIONS MADE THROUGH PARTNERSHIPS	N/A	PC	VARIOUS	42.
THE DURFEE FOUNDATION 1453 3rd St., Suite 312 SANTA MONICA CA 90401	N/A	PF	GENERAL SUPPORT	1,000,000.
AMERICAN CONSTITUION SOCIETY FOR LAW AND PLICY 1333 H. Street , NW 11th Floor WASHINGTON DC 20005	N/A	PC	GENERAL SUPPORT	40,000.
PLANNED PARENTHOOD NORTHERN CALIFORNIA 2185 PACHECO STREET CONCORD CA 94520	N/A	PC	SUPPORT OF RURAL CENTERS	50,000.
COMMUNITY FOOD BANK FRESNO 3403 E. CENTRAL AVENUE FRESNO CA 93725	N/A	PC	GENERAL SUPPORT	25,000.
ALAMEDA COUNTY COMMUNITY FOOD BANK 7900 EDGEWATER DRIVE OAKLAND CA 94621	N/A	PC	GENERAL SUPPORT	25,000.
FOOD BANK OF CONTRA COSTA 4010 NELSON AVENUE CONCORD CA 94524	N/A	PC	GENERAL SUPPORT	25,000.
VOTER PARTICIPATION CENTER 1640 RHODE ISLAND AVE NW SUITE 825 WASHINGTON DC 20036	N/A	PC	GENERAL SUPPORT	120,000.
See Line 3a statement				350,000.
Total ▶ **3a**				1,835,042.
b Approved for future payment				
THE DURFEE FOUNDATION 1453 3rd St., Suite 312 SANTA MONICA CA 90410	N/A	PF	GENERAL SUPPORT	1,000,000.
Total ▶ **3b**				1,000,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu-sion code	(d) Amount	Related or exempt function income (See instructions)
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			14		
4 Dividends and interest from securities			14	629,509.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			14		
6 Net rental income or (loss) from personal property					
7 Other investment income			14		
8 Gain or (loss) from sales of assets other than inventory			18	746,732.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Partnership Income			18	-115,832.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,260,409.	
13 Total. Add line 12, columns (b), (d), and (e)				13	1,260,409.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a nonchantable exempt organization of		
	(1) Cash	1 a (1)		X
	(2) Other assets	1 a (2)		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
	(3) Rental of facilities, equipment, or other assets	1 b (3)		X
	(4) Reimbursement arrangements	1 b (4)		X
	(5) Loans or loan guarantees	1 b (5)		X
	(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of nonchantable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign Here

Judith Avery — 10/03/2017 — PRESIDENT

Signature of officer or trustee — Date — Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
John T. Lewis		9/27/17		P01431185

Firm's name ▶ Eugene Lewis & Associates — Firm's EIN ▶ 95-4885412

Firm's address ▶ 44 E. Foothill Blvd. #100 Arcadia CA 91006 — Phone no. (626) 462-9280

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
MISC EXPENSE				
FILING FEES	226.			226.
INSURANCE	725.	73.		652.
MISCELLANEOUS	3.	3.		
Total	954.	76.		878.

Form 990-PF, Page 2, Part III, Line 3
Other Increases Stmt

NET NONTAXABLE ACTIVITY	6,657.
ULD	322.
Total	6,979.

Form 990-PF, Page 2, Part III, Line 5
Other Decreases Stmt

EXCISE TAX	36,734.
OTHER TAXES	5,519.
Total	42,253.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
AVERY MEMORIAL ASSOCIATION P.O. BOX 7245 GROTON CT 06340		PC	RESTORATION PROJECTS	Person or Business 30,000.
STORYCORPS 80 HANSON PLACE 2ND FLOOR BROOKLYN NY 11217		PC	BAY AREA OPERATION & OUTREACH	Person or Business 75,000.
PLANNED PARENTHOOD OF AMERICA 123 WILLIAM ST., FL 10 NEW YORK NY 10038		PC	GENRAL SUPPORT	Person or Business 50,000.
GENERATION CITIZEN 156 2ND ST., 2ND FLOOR SAN FRANCISCO CA 94105		PC	GENERAL SUPPORT	Person or Business 25,000.

Form 990-PF, Page 11, Part XV, line 3a Continued
Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
BERKELEY REPERTORY THEATRE 999 HARRISON STREET BERKELEY CA 94710		PC	FELLOWS PROGRAM	Person or Business 25,000.
CITIZENS FRO RESPONSIBILITY & ETHICS 455 MASSACHUSETTS AVE NW 6TH FLOOR Washington DC 20001	N/A	PC	GENERAL SUPPORT	Person or Business 40,000.
PEOPLE FOR THE AMERICAN WAY 1101 15TH STREET, NW SUITE 600 Washington DC 20005		PC	GENERAL SUPPORT	Person or Business 50,000.
SCHWAB CHARITABLE P.O. BOX 628298 Orlando FL 32862		PC	DIANA MCKAY FAMILY CHARITABLE FUND	Person or Business 50,000.
VOTO LATINO 1710 RHODE ISLAND AVE NW STE 600 Washington DC 20036		PC	GENERAL SUPPORT	Person or Business 5,000.
Total				350,000.

Form 990-T, Page 1, Part II, Line 28
Other Deductions Statement

INVESTMENT ADVISORY FEES (15%)	3,750.
ACCOUNTING FEES (15%)	10,020.
Total	13,770.

Form 990-PF, Page 1, Part I
Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DAVIS, WRIGHT & TREMAINE LLP	LEGAL SERVICES	10,824.	2,165.		8,659.
Total		10,824.	2,165.		8,659.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EUGENE LEWIS & ASSOCIATES	ACCOUNTING AND TAX COMPLIANCE	50,800.	10,160.		40,640.
HKG LLP	AUDIT FEES	16,000.	3,200.		12,800.
Total		66,800.	13,360.		53,440.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GALILEO PLANNING GROUP INC	INVESTMENT COUNSEL	25,000.	25,000.		
ROCKEFELLER PHILANTHROP' ADVISORS	GRANT ADVISORY SERVICES	60,266.			60,266.
Total		85,266.	25,000.		60,266.

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	End of Year State and Local Obligations FMV	End of Year US Government Obligations Book Value	End of Year US Government Obligations FMV
BONDS SCHEDULE ATTACHED - SCHWAB				
Total				

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
STOCKS SCHEDULE ATTACHED - SCHWAB	2,879,673.	3,469,640.
STOCKS (MUTUAL FUNDS) SCHEDULE ATTACHED - SCHWAB	8,139,044.	10,782,865.
Total	11,018,717.	14,252,505.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
VANGUARD SHORT-TERM INVESTMENT GRADE FUND	7,352,731.	7,259,536.
BONDS (MUTUAL FUNDS) SCHEDULE ATTACHED - SCHWAB	5,445,798.	5,382,804.
Total	12,798,529.	12,642,340.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
INVESTMENT IN PARTNERSHIP - CORE PLUS REAL ESTATE FUND	1,064,251.	1,154,136.
INVESTMENT IN PARTNERSHIP - CS STRATEGIC IV	293,264.	259,559.
INVESTMENT IN PARTNERSHIP - CSFB STRATEGIC PARTNERS III	789,800.	464,903.
INVESTMENT IN PARTNERSHIP - LEGACY VENTURES III, LLC	295,864.	459,534.
INVESTMENT IN PARTNERSHIP - LEGACY VENTURES IV, LLC	496,220.	1,046,464.
INVESTMENT IN PARTNERSHIP - LEGACY VENTURES V	639,355.	1,017,542.
INVESTMENT IN PARTNERSHIP - NORTHGATE IV	622,595.	1,068,324.
INVESTMENT IN PARTNERSHIP - NORTHGATE PRIVATE EQUITY PARTNERS II-B	376,562.	520,415.
INVESTMENT IN PARTNERSHIP - NORTHGATE PRIVATE EQUITY PARTNERS III-B	649,332.	896,683.
INVESTMENT IN PARTNERSHIP - SAMSON TAX EFFECIENT INFLATION PROTECTION STRATEGY LLC	2,445,083.	1,249,672.
INVESTMENT IN PARTNERSHIP - STRATEGIC REAL ESTATE FUND III	732,616.	683,961.
Total	8,404,942.	8,821,193.

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	End of Year Fair Market Value
PREPAID EXCISE TAX	46,598.	55,345.	55,345.
Total	46,598.	55,345.	55,345.

THE DURFEE FOUNDATION

SUMMARY OF CONTRIBUTIONS AND REQUIRED PAYOUT

Earthwatch		12,039
GEO		5,683
Sabbatical		51,401
Springboard		31,423
Springboard: Mentorship		6,639
Stanton Fellowship		33,147
Other		4,752
	Total direct expenses	182,384
Deductible dues		
Association of Small Foundations		750
Arts for LA		4,000
California Association of Nonprofits		2,500
Southern California Grantmakers		7,000
Exponent Philanthropy		750
	Total deductible dues	15,000
	Total matching gifts	4,225
	Total Board designated gifts	5,100
	Total disbursed 2016	1,970,400
Operating Overhead		
Personnel and Contracted Services		359,439
Occupancy		68,642
Supplies and Misc Program Expenses		15,261
	Total operating overhead	443,342
	Total payout	**2,413,743**

Income Summary	This Period		Year to Date	
	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Schwab One Interest	0 00	6 71	0 00	158 02
Cash Dividends	0 00	150,222 25	0 00	396,838 18
Total Capital Gains	0 00	67,876 16	0 00	67,876 16

Margin Loan Information	Margin Loan Balance	Funds Available to Withdraw*	Securities Buying Power*	Margin Loan Rates Vary by Balance
This Period	0 00	11,063,177 80	22,126,356 00	6 00% - 8 50%

The opening margin loan balance for the statement period was $0 00
For more information about the margin feature, please visit schwab com/margin
*Values include any cash plus the amount available using margin borrowing

Investment Detail - Cash

Cash	Market Value	% of Account Assets
Cash	536,387 80	3%

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DFA ONE YEAR FIXED INCM (M),◊ PORT INSTL SYMBOL DFIHX	123,272 6330	10 2900	1,268,475 39	6%	10 35	1,275,352 46 [1]	(6,877 07)

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Mutual Funds (continued)

Bond Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DFA TWO YEAR GLBL FIXED (M),◊ INCM PORT INSTL SYMBOL DFGFX	102,234 8020	9 9400	1,016,213 93	5%	10 06	1,028,970 60	(12,756 67)
RIDGEWORTH SEIX FLOAT (M),◊ RATE HIGH INC I SYMBOL SAMBX	239,075 8570	8 7400	2,089,522 99	10%	8 89	2,125,336 02	(35,813 03)
VANGUARD SHORT TERM INFL (M),◊ PROT SEC INDEX ADM SYMBOL VTAPX	40,933 1000	24 6400	1,008,591 58	5%	24 82	1,016,138 94	(7,547 36)

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
ARBITRAGE FUND CLASS I (M),◊ SYMBOL ARBNX	80,656 1380	13 2000	1,064,661 02	5%	12 89	1,039,769 67	24,891 35
DFA GLOBAL REAL ESTATE (M),◊ SECURITIES PORT SYMBOL DFGEX	84,643 1380	10 4000	880,288 64	4%	10 32	873,184 73	7,103 91
DFA INTL SMALL CO PORT (M),◊ INSTL SYMBOL DFISX	71,502 7000	17 2700	1,234,851 63	6%	18 61	1,330,786 66 [1]	(95,935 03)
DFA US SMALL CAP PORT (M),◊ INSTL SYMBOL DFSTX	44,961 9090	33 8400	1,521,511 00	8%	17 90	805,136 70 [1]	716,374 30

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
HARDING LOEVNER EMERGING (M),◊ MARKETS ADV CL SYMBOL HLEMX	29,213 4300	44 1300	1,289,188 67	6%	30 63	894,881 66 [1]	394,307 01
MERGER FUND (M),◊ SYMBOL MERFX	66,201 9570	15 6600	1,036,722 65	5%	16 28	1,077,930 66	(41,208 01)
VANGUARD 500 INDEX FD (M),◊ ADMIRAL SHRS SYMBOL VFIAX	18,180 9620	206 5700	3,755,641 32	19%	116 36	2,117,353 69 [1]	1,638,287 63

Investment Detail - Other Assets

Other Assets	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
ISHARES CORE S&P MID CAP (M)	**8,776.0000**	**165 3400**	**1,451,023.84**	**7%**	**723,590 94**	**1.92%**	**27,926.29**
ETF	599 0000	82 8737	49,641 37 [1]	11/16/10	49,397 29	2237	Long-Term
SYMBOL IJH	8,177 0000	82 8900	677,791 53 [1]	11/16/10	674,193 65	2237	Long-Term
Cost Basis			*727,432 90*				

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
ISHARES MSCI EAFE ETF (M),◊	**34,966 4986**	**57.7300**	**2,018,615.96**	**10%**	**(133,623 69)**	**2 06%**	**41,692 16**
SYMBOL EFA	1,082 8661	55 8145 [1]	60,439 67		2,074 19		Short-Term
	991 6325	62 3913 [1]	61,869 27		(4,622 33)		Long-Term
	6,836 0000	77 4800	529,653 28 [1]	05/22/08	(135,011 00)	3145	Long-Term
	14,654 0000	54 4900	798,496 46 [1]	09/28/09	47,478 96	2651	Long-Term
	4,750 0000	63 7090	302,617 75	11/19/14	(28,400 25)	773	Long-Term
	86 0000	60 0000	5,160 00	11/12/15	(195 22)	415	Long-Term
	100 0000	60 0000	6,000 00	11/12/15	(227 00)	415	Long-Term
	100 0000	60 0000	6,000 00	11/12/15	(227 00)	415	Long-Term
	100 0000	60 0000	6,000 00	11/12/15	(227 00)	415	Long-Term
	100 0000	60 0000	6,000 00	11/12/15	(227 00)	415	Long-Term
	100 0000	60 0000	6,000 00	11/12/15	(227 00)	415	Long-Term
	100 0000	60 0000	6,000 00	11/12/15	(227 00)	415	Long-Term
	100 0000	60 0099	6,000 99	11/12/15	(227 99)	415	Long-Term
	100 0000	60 0099	6,000 99	11/12/15	(227 99)	415	Long-Term
	100 0000	60 0099	6,000 99	11/12/15	(227 99)	415	Long-Term
	100 0000	60 0099	6,000 99	11/12/15	(227 99)	415	Long-Term
	114 0000	60 0000	6,840 00	11/12/15	(258 78)	415	Long-Term
	200 0000	60 0000	12,000 00	11/12/15	(454 00)	415	Long-Term
	314 0000	60 0099	18,843 11	11/12/15	(715 89)	415	Long-Term
	386 0000	60 0000	23,160 00	11/12/15	(876 22)	415	Long-Term
	800 0000	60 0099	48,007 92	11/12/15	(1,823 92)	415	Long-Term
	900 0000	60 0000	54,000 00	11/12/15	(2,043 00)	415	Long-Term
	1,052 0000	60 0098	63,130 41	11/12/15	(2,398 45)	415	Long-Term
	1,800 0000	60 0099	108,017 82	11/12/15	(4,103 82)	415	Long-Term
Cost Basis			*2,152,239 65*				



Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

BAY TREE FUND
Schedule D - Capital Gains and Losses
As of December 31, 2016

Quantity	Asset	Date Acquired	Date Sold	Proceeds	Tax Basis	Wash Sales Adjustment	Gain/Loss
	Short-Term Capital Gains and Losses						
6,809.93	DFA US SMALL CAP PORT/SC_SLD#2	Sep 29 16	Nov 15 16	224,955.00	182,913 75		42,041 25
990 638	VANGUARD 500 IDX/SC_SLD#1	Sep 12 16	Nov 15 16	199,955.00	172,809 08		27,145 92
2,365 18	VANGUARD STIGF/VAN_SLD 6	Dec 31 15	Jan 4 16	25,000.00	25,581 72	581 72	0 00
946 074	VANGUARD STIGF/VAN_SLD 7	Jan 4 16	Jan 5 16	10,000 00	10,233 67	233 67	0 00
293 975	VANGUARD STIGF/VAN_SLD 8	Jan 5 16	Jan 11 16	3,113.20	3,180 05	66 85	0 00
2,360 72	VANGUARD STIGF/VAN_SLD 9	Jan 5 16	Jan 14 16	25,000.00	25,537.13	537.13	0 00
3,766 48	VANGUARD STIGF/VAN_SLD0	Mar 9 16	Mar 16 16	40,000.00	40,750 20	491 20	-259 00
21 048	VANGUARD STIGF/VAN_SLD1	Mar 31 16	Apr 4 16	225	227 73	2 73	0 00
110 177	VANGUARD STIGF/VAN_SLD2	Apr 4 16	Apr 11 16	1,180 00	1,192 04	12 04	0 00
584 112	VANGUARD STIGF/VAN_SLD3	Apr 11 16	Apr 12 16	6,250 00	6,319 72	69 72	0 00
1,399 25	VANGUARD STIGF/VAN_SLD4	Apr 20 16	Apr 28 16	15,000.00	15,138.90	138.90	0 00
47 484	VANGUARD STIGF/VAN_SLD5	May 13 16	May 13 16	509.5	513.75	4 25	0 00
601 584	VANGUARD STIGF/VAN_SLD6	May 13 16	May 13 16	6,455 00	6,508 77	53 77	0 00
229 373	VANGUARD STIGF/VAN_SLD7	May 31 16	Jun 1 16	2,452.00	2,480 88	28 88	0 00
3,727 87	VANGUARD STIGF/VAN_SLD8	Jun 1 16	Jun 8 16	40,000 00	40,320 45	320 45	0 00
6,523 77	VANGUARD STIGF/VAN_SLD9	Jun 8 16	Jun 8 16	70,000.00	70,565 01	565 01	0 00
580 316	VANGUARD STIGF/VAN_SLDf0	Jul 12 16	Jul 18 16	6,250 00	6,278 20	0 00	-28 20
622.677	VANGUARD STIGF/VAN_SLDf1	Jul 12 16	Jul 26 16	6,700 00	6,736 48	36 48	0 00
1,390 18	VANGUARD STIGF/VAN_SLDf2	Jul 29 16	Aug 3 16	15,000.00	15,039 18	39 18	0 00
420 76	VANGUARD STIGF/VAN_SLDf3	Jul 29 16	Aug 10 16	4,540 00	4,552 05	12 05	0 00
16 265	VANGUARD STIGF/VAN_SLDf4	Aug 10 16	Aug 16 16	175 5	175 97	0 47	0 00
352 178	VANGUARD STIGF/VAN_SLDf5	Aug 16 16	Aug 17 16	3,800.00	3,810.09	10 09	0 00
1,857 01	VANGUARD STIGF/VAN_SLDf6	Aug 31 16	Sep 13 16	20,000.00	20,089 05	89 05	0 00
208 449	VANGUARD STIGF/VAN_SLDf7	Sep 13 16	Sep 13 16	2,245 00	2,254 99	9 99	0 00
1,857 01	VANGUARD STIGF/VAN_SLDf8	Sep 13 16	Sep 13 16	20,000 00	20,088 68	88 68	0 00
511 152	VANGUARD STIGF/VAN_SLDf9	Sep 30 16	Oct 4 16	5,500 00	5,529 53	29 53	0 00
4,655.49	VANGUARD STIGF/VAN_SLD,0	Jun 8 16	Jun 9 16	50,000 00	50,364 61	335 02	-29 59
2,327 75	VANGUARD STIGF/VAN_SLD,1	Jun 9 16	Jun 9 16	25,000 00	25,181 89	181 89	0 00
2,327 75	VANGUARD STIGF/VAN_SLD,2	Jun 9 16	Jun 9 16	25,000 00	25,181 02	181.02	0 00
4,655 49	VANGUARD STIGF/VAN_SLD,3	Jun 9 16	Jun 10 16	50,000 00	50,364 61	0 00	-364 61
2,325 58	VANGUARD STIGF/VAN_SLD,4	Jun 9 16	Jun 13 16	25,000 00	25,158 88	158 88	0 00
253 259	VANGUARD STIGF/VAN_SLD,5	Jun 9 16	Jun 14 16	2,720 00	2,739 84	19 84	0 00
27 855	VANGUARD STIGF/VAN_SLD,6	Jun 9 16	Jun 27 16	300	301 34	1 34	0 00
2,316.96	VANGUARD STIGF/VAN_SLD,7	Jun 30 16	Jul 6 16	25,000.00	25,066 19	66.19	0 00
4,642 53	VANGUARD STIGF/VAN_SLD,8	Jul 12 16	Jul 12 16	50,000 00	50,225 55	26.51	-199.04
346 332	VANGUARD STIGF/VAN_SLD,9	Jul 12 16	Jul 12 16	3,730 00	3,746 82	16 82	0 00
990 242	VANGUARD STIGF/VAN_SLD,,0	Oct 4 16	Oct 13 16	10,655 00	10,712 89	57 89	0 00
4,646.84	VANGUARD STIGF/VAN_SLD,,1	Oct 13 16	Oct 13 16	50,000 00	50,269 07	269 07	0 00
4,646.84	VANGUARD STIGF/VAN_SLD,,2	Oct 13 16	Oct 13 16	50,000.00	50,271.62	271 62	0.00
580 855	VANGUARD STIGF/VAN_SLD,,3	Oct 13 16	Oct 13 16	6,250 00	6,283 59	33 59	0 00
0 929	VANGUARD STIGF/VAN_SLD,,4	Oct 13 16	Oct 14 16	10	10 05	0 05	0 00
4,642 53	VANGUARD STIGF/VAN_SLD,,5	Oct 18 16	Oct 18 16	50,000 00	50,225 48	0 00	-225 48
4,642.53	VANGUARD STIGF/VAN_SLD,,6	Oct 18 16	Oct 18 16	50,000 00	50,225.48	32 86	-192 62
4,646 84	VANGUARD STIGF/VAN_SLD,,7	Oct 18 16	Oct 25 16	50,000 00	50,272 16	272 16	0 00
1,394.05	VANGUARD STIGF/VAN_SLD,,8	Oct 18 16	Oct 25 16	15,000 00	15,081.65	81.65	0.00
13 953	VANGUARD STIGF/VAN_SLD,,9	Oct 18 16	Oct 27 16	150	150.95	0 95	0 00
559 981	VANGUARD STIGF/VAN_SLD .0	Oct 31 16	Nov 14 16	5,975 00	6,058 19	83 19	0 00
468 604	VANGUARD STIGF/VAN_SLD 1	Oct 31 16	Nov 15 16	5,000 00	5,069 62	69 62	0 00
150 704	VANGUARD STIGF/VAN_SLD 2	Nov 18 16	Nov 29 16	1,606.50	1,622.73	16.23	0.00
2,816 90	VANGUARD STIGF/VAN_SLD 3	Nov 30 16	Dec 5 16	30,000 00	30,331 15	331 15	0 00
2,345.22	VANGUARD STIGF/VAN_SLD. 4	Dec 5 16	Dec 8 16	25,000 00	25,253 41	253.41	0 00
439 437	VANGUARD STIGF/VAN_SLD . 5	Dec 8 16	Dec 9 16	4,680 00	4,732 05	52 05	0 00
434 731	VANGUARD STIGF/VAN_SLD 6	Dec 23 16	Dec 28 16	4,612 50	4,681.20	68.70	0 00
402.83	VANGUARD STIGF/VAN_SLD€0	Jan 14 16	Jan 15 16	4,270.00	4,358.01	88.01	0 00

BAY TREE FUND
Schedule D - Capital Gains and Losses
As of. December 31, 2016

Quantity	Asset	Date Acquired	Date Sold	Proceeds	Tax Basis	Wash Sales Adjustment	Gain/Loss
590 179	VANGUARD STIGF/VAN_SLD€1	Jan 14 16	Jan 20 16	6,250 00	6,384 94	134 94	0 00
82 06	VANGUARD STIGF/VAN_SLD€2	Jan 20 16	Jan 22 16	868 19	887 8	19.61	0 00
94,339 62	VANGUARD STIGF/VAN_SLD€3	Jan 29 16	Feb 2 16	1,000,000 00	1,020,617.61	5,786 65	-14,830 96
68.332	VANGUARD STIGF/VAN_SLD€4	Feb 2 16	Feb 8 16	725	739.29	14 29	0 00
1,438 84	VANGUARD STIGF/VAN_SLD€5	Feb 2 16	Feb 8 16	15,266 08	15,566 81	300 73	0 00
245 283	VANGUARD STIGF/VAN_SLD€6	Feb 2 16	Feb 10 16	2,600 00	2,653 72	53 72	0 00
7 075	VANGUARD STIGF/VAN_SLD€7	Feb 11 16	Feb 24 16	75	76 54	1 54	0 00
7,082.15	VANGUARD STIGF/VAN_SLD€8	Mar 9 16	Mar 9 16	75,000 00	76,610 76	1,046 30	-564 46
165 406	VANGUARD STIGF/VAN_SLD€9	Mar 9 16	Mar 11 16	1,750 00	1,789 56	0 00	-39 56
	Total Short-term			2,476,798 47	2,438,094 15	13,749 33	52,453 65
	Long-Term Capital Gains and Losses						
1,422	ISHARES CORE S & P ETF MID/SC_SLD#2	Oct 1 10	Nov 14 16	224,711 34	117,869 58	0 00	106,841 76
	Total Long-term			224,711 34	117,869.58	0 00	106,841 76
	TOTAL CAPITAL GAINS			2,701,509.81	2,555,963 73	13,749.33	159,295 41

BAYTREE FUND 26-0084354
AVERAGE FAIR MARKET VALUE OF ASSETS
2016

Form 990PF, Part X, Line 1a:

	Vanguard Investments	Charles Schwab	Total FMV
January	5,903,893	16,417,902	22,321,795
February	5,155,647	16,383,568	21,539,215
March	5,149,668	17,292,888	22,442,556
April	5,201,925	17,496,478	22,698,403
May	5,334,293	17,645,698	22,979,991
June	5,136,914	17,582,631	22,719,545
July	5,122,137	18,123,288	23,245,425
August	5,286,164	18,180,634	23,466,798
September	5,305,313	18,180,770	23,486,083
October	5,076,374	19,316,503	24,392,877
November	7,234,039	18,881,356	26,115,395
December	7,259,536	19,098,920	26,358,456
	Average FMV		23,480,545

Form 990PF, Part X, Line 1b:

	Vanguard Investments	Charles Schwab	Bank of America	Total
January	0	1,630,332	12,071	1,642,403
February	0	1,630,345	12,071	1,642,416
March	0	1,679,998	12,071	1,692,069
April	0	1,629,011	12,071	1,641,082
May	0	1,625,524	12,071	1,637,595
June	0	1,710,944	12,071	1,723,015
July	0	1,710,957	12,071	1,723,028
August	0	1,710,973	12,071	1,723,044
September	0	1,803,807	12,071	1,815,878
October	0	1,083,821	12,071	1,095,892
November	0	453,454	12,071	465,525
December	0	536,388	12,002	548,390
			Average FMV	1,445,861

Form 990PF, Part X, Line 1c:

	Accrued Interest	Investments in Partnerships	Investments in CRTs	Accounts Receivable	Land	Prepaid Excise tax	Total
January	0	9,758,336	0	0	0	4,345	9,762,681
February	0	9,496,108	0	0	0	4,345	9,500,453
March	0	9,847,127	0	0	0	4,345	9,851,472
April	0	9,795,680	0	0	0	55,345	9,851,025
May	0	9,656,932	0	0	0	55,345	9,712,277
June	0	9,541,759	0	0	0	55,345	9,597,104
July	0	9,488,123	0	0	0	55,345	9,543,468
August	0	9,299,755	0	0	0	55,345	9,355,100
September	0	9,090,501	0	0	0	55,345	9,145,846
October	0	9,029,366	0	0	0	55,345	9,084,711
November	0	8,816,677	0	0	0	55,345	8,872,022
December	0	8,822,021	0	0	0	55,345	8,877,366
						Average FMV	9,429,460

The Durfee Foundation

1453 Third Street, Suite 312
Santa Monica, CA 90401

(310) 899 5120
admin@durfee.org

MEMORANDUM

DATE: January 9, 2017

TO: Joanne Greenstein Schneider
BayTree Fund
c/o Rockefeller Philanthropy Advisors

FROM: Carrie Avery and Claire Peeps
The Durfee Foundation

RE: Second Progress Report on Five-Year Grant, 2015-2019

We are pleased to submit this report to the BayTree Fund on the second year of its five-year grant to the Durfee Foundation.

Background

On January 5, 2015, the BayTree Fund made a grant commitment of $5,000,000 over five years to the Durfee Foundation for general operating support. The first payment of $1,000,000 was received on January 29, 2015.

Durfee affirms that the BayTree grant funds were used solely for charitable purposes and not for any prohibited purposes, as outlined in the grant agreement.

Durfee's Mission

The operating grant from BayTree is meant to support Durfee's mission, which states:

> The Durfee Foundation is a family foundation that seeks to adhere to the values of our founders, Dorothy Durfee Avery and R. Stanton Avery, by rewarding individual initiative and leadership.
>
> The majority of our grantmaking focuses on the Los Angeles region, where the foundation's history lies, and where funding needs are great.

THE DURFEE FOUNDATION

SUMMARY OF CONTRIBUTIONS AND REQUIRED PAYOUT

2016 Distributions

1 in 6 Inc.		$ 100,000
California Community Foundation (New Ideas Fund)		100,000
Community Partners (Talent Philanthropy Project)		50,000
Cultural Equity and Inclusion (Ford Theatre Foundation)		5,000
Earthwatch Institute		244,675
Food Forward		100,000
LEAD Residency		-
Sabbatical		
Coalition For Responsible Community Development		48,000
No Limits for Deaf Children		48,000
Venice Family Clinic		48,000
Community Health Alliance of Pasadena		48,000
The Coalition to Abolish Slavery & Trafficking		48,000
Barrio Action Youth & Family Center		48,000
East Los Angeles Women's Center		5,000
California Common Cause		5,000
Proyecto Pastoral		5,000
Community Development Technologies Center		5,000
El Centro de Ayuda		5,000
Strategic Concepts in Organizing and Policy Education		5,000
Springboard		
Food Forward		100,000
Community Partners (Txt)		125,000
DIY Girls		75,000
LA Compost		35,000
LA Más		35,000
LURN		125,000
POPs the Club		35,000
We Are the Next		35,000
Stanton		
Community Partners (Housing and Community Investment Department of the City of Los Angeles)		45,000
Community Partners (LAUSD)		50,000
EnGage		42,500
Japanese American Cultural & Community Center		48,296
Koreatown Youth & Community Center		45,220
Social and Environmental Entrepreneurs (Hollywood Property Owners Alliance)		50,000
	Total grants	1,763,691
Direct expenses (over $2500)		
Courage to Lead		37,300

1/12/17