

For calendar year 2019, or tax year beginning 12-01-2019, and ending 11-30-2020

Name of foundation THE LEONARD & SOPHIE DAVIS FUND		A Employer identification number 94-3402266	
Number and street (or P.O. box number if mail is not delivered to street address) CO ALAN DAVIS PO BOX 590723		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94159		B Telephone number (see instructions) (212) 245-5900	
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: ☒ 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, col. (c), line 16) ▶ \$ 181,442,219		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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)	6,255,338			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	14,958	14,958		
	4 Dividends and interest from securities	2,915,911	2,915,911		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	9,778,665			
	b Gross sales price for all assets on line 6a _____ 55,697,054				
	7 Capital gain net income (from Part IV, line 2)		9,778,665		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	58,084	58,084		
	12 Total. Add lines 1 through 11	19,022,956	12,767,618		
	13 Compensation of officers, directors, trustees, etc.	33,000	0		33,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	13,385	0		13,385
	b Accounting fees (attach schedule)	92,125	0		92,125
	c Other professional fees (attach schedule)	910,496	628,866		281,630
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	404,120	37,903		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	95,902	89,612		6,290
	24 Total operating and administrative expenses. Add lines 13 through 23	1,549,028	756,381		426,430
	25 Contributions, gifts, grants paid	19,221,000			19,221,000
	26 Total expenses and disbursements. Add lines 24 and 25	20,770,028	756,381		19,647,430
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,747,072			
	b Net investment income (if negative, enter -0-)		12,011,237		
c Adjusted net income (if negative, enter -0-)					

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			
	2 Savings and temporary cash investments	2,423,156	3,025,625	3,025,625
	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 schedule) ▶ _____ 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)	169,445,484	167,783,976	167,783,976
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	7,848,032	9,760,720	9,760,720
	14 Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	912,922	871,898	871,898	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	180,629,594	181,442,219	181,442,219	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	9,491,126	9,491,126	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	28 Retained earnings, accumulated income, endowment, or other funds	171,138,468	171,951,093	
29 Total net assets or fund balances (see instructions)	180,629,594	181,442,219		
30 Total liabilities and net assets/fund balances (see instructions) .	180,629,594	181,442,219		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	180,629,594
2 Enter amount from Part I, line 27a	2	-1,747,072
3 Other increases not included in line 2 (itemize) ▶ _____	3	2,559,697
4 Add lines 1, 2, and 3	4	181,442,219
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	6	181,442,219

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
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 See Additional Data Table			
b			
c			
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	9,778,665
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	

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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	9,081,488	164,715,620	0.055134
2017	10,947,119	155,993,498	0.070177
2016	11,221,515	143,566,840	0.078162
2015	8,849,173	125,415,490	0.070559
2014	8,424,970	125,284,991	0.067246

2 Total of line 1, column (d)	2	0.341278
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.068256
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	167,311,256
5 Multiply line 4 by line 3	5	11,419,997
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	120,112
7 Add lines 5 and 6	7	11,540,109
8 Enter qualifying distributions from Part XII, line 4	8	19,647,430

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	120,112
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	120,112
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	120,112
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	227,896
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	227,896
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached.	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	107,784
11	Enter the amount of line 10 to be: Credited to 2020 estimated tax 107,784 Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for 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
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0 (2) On foundation managers. \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	
5 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
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?		No
7 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 XV.</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the taxable year beginning in 2019? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		No

Part VII-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		No
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 ▶ <u>N/A</u>	13	Yes	
14	The books are in care of ▶ <u>ALAN DAVIS</u> Telephone no. ▶ <u>(212) 245-5900</u>			

Located at ▶ 460 PARK AVENUE 12TH FLOOR NEW YORK NYZIP+4 ▶ 10022

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	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? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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	
	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 2019?	1c	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 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? ☐ Yes ☒ 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? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2019 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2019.)	3b	
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 2019?	4b	No

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	☐ Yes ☐ No	
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? If "Yes" to 6b, file Form 8870.		6b No
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
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No	

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
ALAN S DAVIS PO BOX 590723 SAN FRANCISCO, CA 94159	CHIEF EXECUTIVE OFFICER 10.00	11,000	0	0
MARY LOU DAVIS PO BOX 590723 SAN FRANCISCO, CA 94159	CHIEF FINANCIAL OFFICER 2.00	11,000	0	0
JAMES HASSAN PO BOX 590723 SAN FRANCISCO, CA 94159	DIRECTOR 1.00	11,000	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.				0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BOSTON TRUST & INVESTMENT MANAGEMENT COMPANY ONE BEACON STREET BOSTON, MA 02108	INVESTMENT ADVISORS	532,799
WELLS FARGO PO BOX 20160 LONG BEACH, CA 90801	INVESTMENT ADVISORS	96,068
FARKOUH FURMAN & FACCIO LLP 460 PARK AVE 12TH FL NEW YORK, NY 10022	ACCOUNTING FEES	79,000
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 _____ _____	
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 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities.	1a	165,460,131
b	Average of monthly cash balances.	1b	4,246,670
c	Fair market value of all other assets (see instructions).	1c	152,342
d	Total (add lines 1a, b, and c).	1d	169,859,143
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	169,859,143
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,547,887
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	167,311,256
6	Minimum investment return. Enter 5% of line 5.	6	8,365,563

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	8,365,563
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	120,112
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	120,112
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	8,245,451
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	8,245,451
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	8,245,451

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	19,647,430
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	19,647,430
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	120,112
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	19,527,318

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				8,245,451
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2019:				
a From 2014.	543,238			
b From 2015.	2,677,654			
c From 2016.	4,258,691			
d From 2017.	3,303,566			
e From 2018.	1,073,603			
f Total of lines 3a through e.	11,856,752			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ _____ 19,647,430				
a Applied to 2018, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2019 distributable amount.				8,245,451
e Remaining amount distributed out of corpus	11,401,979			
5 Excess distributions carryover applied to 2019. (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	23,258,731			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions.		0		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions).	543,238			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a.	22,715,493			
10 Analysis of line 9:				
a Excess from 2015.	2,677,654			
b Excess from 2016.	4,258,691			
c Excess from 2017.	3,303,566			
d Excess from 2018.	1,073,603			
e Excess from 2019.	11,401,979			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling. ▶

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

2a 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	Prior 3 years			(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
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 ☒ 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 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 <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	19,221,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated.

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

Form **990-PF** (2019)

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

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?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:				
(1) Cash.		1a(1)		No
(2) Other assets.		1a(2)		No
b Other transactions:				
(1) Sales of assets to a noncharitable exempt organization.		1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)		No
(3) Rental of facilities, equipment, or other assets.		1b(3)		No
(4) Reimbursement arrangements.		1b(4)		No
(5) Loans or loan guarantees.		1b(5)		No
(6) Performance of services or membership or fundraising solicitations.		1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.				

[illegible]

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

b If "Yes," complete the following schedule.

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

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.		
	*****	2021-09-30	*****
	_____ Signature of officer or trustee	_____ Date	_____ Title

May the IRS discuss this return with the preparer shown below
 (see instr.) ☒ **Yes** ☐ **No**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00092160
	FRED C FARKOUH				
	Firm's name ▶ FARKOUH FURMAN & FACCIO LLP				Firm's EIN ▶ 11-2318995
	Firm's address ▶ 460 PARK AVENUE NEW YORK, NY 10022				Phone no. (212) 245-5900

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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.)
US BANK A/C #06247 - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
US BANK A/C #06247 - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
US BANK A/C #06775 - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
US BANK A/C #06775 - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
US BANK A/C #07198 - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
US BANK A/C #07198 - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
WELLS FARGO - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
WELLS FARGO - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
WELLS FARGO - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
WELLS FARGO - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30

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)
4,617,289		4,542,546	74,743
18,288,393		13,483,829	4,804,564
2,496,509		2,597,222	-100,713
8,413,752		7,141,298	1,272,454
2,574,068		2,760,174	-186,106
11,867,310		9,255,866	2,611,444
39,371		36,782	2,589
372,166		357,712	14,454
61,805		29,312	32,493
997,987		795,480	202,507

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	
			74,743
			4,804,564
			-100,713
			1,272,454
			-186,106
			2,611,444
			2,589
			14,454
			32,493
			202,507

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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.)
WELLS FARGO - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
WELLS FARGO - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
WELLS FARGO - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
WELLS FARGO - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
WELLS FARGO - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
WELLS FARGO - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
WELLS FARGO - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
WELLS FARGO - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
WELLS FARGO - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
WELLS FARGO - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
WELLS FARGO - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30

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)
5,400		17,629	-12,229
361,084		409,432	-48,348
19,285		23,708	-4,423
353,974		257,592	96,382
298,825		375,159	-76,334
2,212,925		1,734,272	478,653
186,795		212,777	-25,982
1,757,047		1,052,662	704,385
14,483		15,488	-1,005
270,441		151,339	119,102

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	
			-12,229
			-48,348
			-4,423
			96,382
			-76,334
			478,653
			-25,982
			704,385
			-1,005
			119,102

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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.)
WELLS FARGO - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
WELLS FARGO - DETAILS IN TAXPAYER'S POSSESSION	P	2019-12-01	2020-11-30
YOLEV INVESTMENTS	P	2019-12-01	2020-11-30
YOLEV INVESTMENTS	P	2019-12-01	2020-11-30
PARTNERS GROUP REAL ESTATE	P	2019-12-01	2020-11-30
PARTNERS GROUP REAL ESTATE	P	2019-12-01	2020-11-30
LIGHTHOUSE CAPITAL PARTNERS IV LP	P	2019-12-01	2020-11-30
LIGHTHOUSE CAPITAL PARTNERS IV LP	P	2019-12-01	2020-11-30
PINEBRIDGE	P	2019-12-01	2020-11-30
PINEBRIDGE	P	2019-12-01	2020-11-30

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)
16,275		18,409	-2,134
454,172		280,702	173,470
		137,773	-137,773
		125,939	-125,939
		5	-5
4,088			4,088
731			731
1,933			1,933
		174	-174
		105,107	-105,107

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	
			-2,134
			173,470
			-137,773
			-125,939
			-5
			4,088
			731
			1,933
			-174
			-105,107

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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.)
PARTNERS GROUP REAL ESTATE - NET SECTION 1231	P	2019-12-01	2020-11-30
PINEBRIDGE - NET SECTION 1231	P	2019-12-01	2020-11-30
YOLEV INVESTMENTS - SECTION 1256	P	2019-12-01	2020-11-30
CAPITAL GAINS DIVIDENDS	P	2019-12-01	2020-11-30

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)
8,856			8,856
		1	-1
817			817
1,273			1,273

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	
			8,856
			-1
			817
			1,273

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
350ORG20 JAY ST SUITE 732 BROOKLYN, NY 11201	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	5,000
ACCELERATE CHANGE 294 WASHINGTON ST STE 500 BOSTON, MA 02108	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	175,000
ACKERMAN INSTITUTE FOR THE FAMILY 936 BROADWAY NEW YORK, NY 10010	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	15,000
Total ► 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
ACLU OF NORTHERN CALIFORNIA 39 DRUMM ST SAN FRANCISCO, CA 94111	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	10,000
ACRE INSTITUTE 7065 WESTPOINTE BLVD 305 ORLANDO, FL 32835	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	25,000
ADVANCEMENT PROJECT 1910 W SUNSET BLVD STE 500 LOS ANGELES, CA 90026	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	35,000
Total ► 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
ADVOCATES FOR HUMAN RIGHTS 330 2ND AVE S STE 800 MINNEAPOLIS, MN 55401	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	20,000
ALIANZA CENTER 530 WEST 166TH STREET NEW YORK, NY 10032	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	120,000
ALLIANCE FOR YOUTH ORGANIZING 915 5TH ST NW WASHINGTON, DC 20001	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	50,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
AMALGAMATED CHARITABLE FOUNDATION 1825 K ST NW WASHINGTON, DC 20006	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	200,000
AMERICAN CONSERVATORY THEATER 30 GRANT AVE 7TH FL SAN FRANCISCO, CA 94108	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	10,000
AMERICAN CONSTITUTION SOCIETY 1333 H ST NW 11TH FL WASHINGTON, DC 20005	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	25,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
AMERICAN FRIENDS OF THE ISRAEL PHIL 122 EAST 42ND STREET SUITE 4507 NEW YORK, NY 10168	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	15,000
AMERICAN ISRAEL CULTURAL FOUNDATION 1140 BROADWAY SUITE 304 NEW YORK, NY 10001	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	15,000
AMERICAN PROMISE 1110 VERMONT AVE NW SUITE 900 WASHINGTON, DC 20005	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	30,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
AMERICANS FOR FINANCIAL REFORM 1615 L STREET NW STE 450 WASHINGTON, DC 20036	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	40,000
AMNESTY INTERNATIONAL USA 5 PENN PLAZA 16TH FL NEW YORK, NY 10001	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	20,000
ANDREW GOODMAN FOUNDATION PO BOX 394 MAHWAH, NJ 07430	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	165,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
APPALACHIAN VOICES171 GRAND BLVD BOONE, NC 28607	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	35,000
ARIZONA COALITION FOR CHANGE 1241 E WASHINGTON ST STE 103 PHOENIX, AZ 85034	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	50,000
BALLOT INITIATIVE STRATEGY CENTER 1015 15TH NW SUITE 600 WASHINGTON, DC 20005	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	30,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
BELOVED COMMUNITY CENTER 417 ARLINGTON ST GREENSBORO, NC 27406	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	100,000
BERKELEY REPERTORY THEATER 2025 ADDISON STREET BERKELEY, CA 94704	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	5,000
BEYOND NUCLEAR INTERNATIONAL 7304 CARROLL AVENUE 182 TAKOMA PARK, MD 20912	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	15,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
BIONEERS COLLECTIVE HERITAGE 1041 TORNEY AVE SAN FRANCISCO, CA 94129	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	15,000
BLUEPRINT NC 3739 NATIONAL DRIVE SUITE 228 RALEIGH, NC 27612	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	25,000
BRENNAN CENTER FOR JUSTICE 120 BROADWAY SUITE 1750 NEW YORK, NY 10271	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	40,000
Total ► 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
CALIFORNIA BUDGET AND POLICY CENTER 1107 9TH STREET SUITE 310 SACRAMENTO, CA 95814	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	35,000
CALIFORNIA CALLS 4801 W EXPOSITION BLVD LOS ANGELES, CA 90016	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	135,000
CALIFORNIA COMMUNITY FOUNDATION 221 S FIGUEROA ST SUITE 200 LOS ANGELES, CA 90012	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	1,100,000
Total ► 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
CALIFORNIA LEAGUE OF CONSERVATION VOTERS 350 FRANK H OGAWA PLAZA SUITE 1100 OAKLAND, CA 94612	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	10,000
CAPACITY BUILDING INSTITUTE 3645 MARKETPLACE BLVD SUITE 130-209 EAST POINT, GA 30344	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	30,000
CASA DE MARYLAND INC 14645 ROTHGEB DR ROCKVILLE, MD 20850	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	50,000
Total ► 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
CENTER FOR BUDGET AND POLICY PRIORITIES 820 FIRST STREET NE SUITE 510 WASHINGTON, DC 20002	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	60,000
CENTER FOR DOMESTIC PEACE 734 A STREET SAN RAFAEL, CA 94901	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	20,000
CENTER FOR POPULAR DEMOCRACY 449 TROUTMAN STREET SUITE A BROOKLYN, NY 11237	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	123,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
CENTER FOR RURAL STRATEGIES 46 EAST MAIN STREET WHITESBURG, KY 41858	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	75,000
COLOR OF CHANGE EDUCATION 1714 FRANKLIN ST SUITE 136 OAKLAND, CA 94612	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	90,000
COMMON CAUSE EDUCATION FUND 1133 19TH STREET NW SUITE 900 WASHINGTON, DC 20036	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	55,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a Paid during the year				
COMMUNITY CATALYST 3750 CONVOY ST STE 306 SAN DIEGO, CA 92111	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	60,000
COMMUNITY CHANGE1536 U ST NW WASHINGTON, DC 20009	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	75,000
CONGREGATION EMANU EL 1500 SUNSET BLVD HOUSTON, TX 77005	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	5,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
CONGREGATION SHEARITH ISRAEL 9401 DOUGLAS AVE DALLAS, TX 75225	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	5,000
CONGRESSIONAL PROGRESSIVE CAUCUS 1421 LONGWORTH HOB WASHINGTON, DC 20515	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	40,000
CYSTIC FIBROSIS FOUNDATION 50 BRIAR HOLLOW LN HOUSTON, TX 77027	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	10,000
Total ► 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
DANCE THEATER OF HARLEM 466 W 152ND ST NEW YORK, NY 10031	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	10,000
DEMOCRACY INITIATIVE EDUCATION FUND 805 15TH STREET NW SUITE 800 WASHINGTON, DC 20005	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	40,000
DEMOS220 5TH AVENUE NEW YORK, NY 10001	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	60,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
ECONOMIC POLICY INSTITUTE 1225 EYE ST NW SUITE 600 WASHINGTON, DC 20005	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	40,000
EVERY VOICE CENTER 1211 CONNECTICUT AVE NW WASHINGTON, DC 20036	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	75,000
FAIR ELECTIONS CENTER 1825 K ST NW STE 450 WASHINGTON, DC 20006	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	120,000
Total ► 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
FAIR VOTE 6930 CARROLL AVENUE SUITE 240 TAKOMA PARK, MD 20912	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	40,000
FAIREWINDS ENERGY EDUCATION 70 S WINOOSKI AVE 289 BURLINGTON, VT 05401	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	25,000
FAMILIA VOTA EDUCATION FUND 400 BURNEY ST MODESTO, CA 95354	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	25,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a Paid during the year				
FINE ARTS MUSEUMS OF SAN FRANCISCO 50 HAGIWARA TEA GARDEN DR SAN FRANCISCO, CA 94118	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	5,000
FREE SPEECH FOR PEOPLE 505 W 38TH STREET HOUSTON, TX 79705	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	20,000
GIFFORDS LAW CENTER 2828 UNIVERSITY AVE SE STE 202 MINNEAPOLIS, MN 55414	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	40,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
GLIDE FOUNDATIONPO BOX 1710 DAVIS, CA 95617	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	5,000
GOOD NATION FOUNDATION 100 CROSBY ST SUITE 301 NEW YORK, NY 10012	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	250,000
HARLEM STAGE150 CONVENT AVE NEW YORK, NY 10031	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	10,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
HISPANICS IN PHILANTHROPY 55 EXCHANGE PL 602 NEW YORK, NY 10005	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	25,000
HISTIOCYTOSIS ASSOCIATION 332 N BROADWAY PITMAN, NJ 08071	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	5,000
HMONG AMERICAN WOMENS ASSOCIATION 3727 W NATIONAL AVE MILWAUKEE, WI 53215	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	28,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
HOPEWELL FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON, DC 20036	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	175,000
INDIVISIBLE CIVICS 1328 FLORIDA AVENUE NW WASHINGTON, DC 20009	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	35,000
INSTITUTE FOR POLICY STUDIES 1301 CONNECTICUT AVE NW SUITE 600 WASHINGTON, DC 20036	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	1,075,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
ISSUE ONE 1401 K STREET NW SUITE 350 WASHINGTON, DC 20005	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	15,000
JEWISH COMMUNAL FUND 575 MADISON AVE 703 NEW YORK, NY 10022	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	2,500,000
JEWISH COMMUNITY CENTER 520 8TH AVE NEW YORK, NY 10018	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	5,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
JEWISH FEDERATION OF PBC 1 HARVARD CIR 100 WEST PALM BEACH, FL 33409	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	1,000,000
JOBS WITH JUSTICE EDUCATION FUND 1616 P STREET NW SUITE 150 WASHINGTON, DC 20036	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	35,000
KENTUCKY CIVIC ENGAGEMENT TABLE 241 CREEKSIDE COURT UNIT A LEXINGTON, KY 40504	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	75,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
KENTUCKY COALITION1017 ASH ST LOUISVILLE, KY 40217	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	25,000
KIPP SCHOOLS520 8TH AVE 2005 NEW YORK, NY 10018	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	5,000
KQED2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	5,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
KWIZERA MINISTRIES 2839 S CALIFORNIA ST MILWAUKEE, WI 53207	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	15,000
LAWYERS' COMMITTEE FOR CIVIL RIGHTS UNDER LAW 1401 NEW YORK AVENUE NW SUITE 400 WASHINGTON, DC 20005	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	20,000
LEAGUE OF CONSERVATION VOTERS 1920 L STREET NW SUITE 800 WASHINGTON, DC 20036	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	30,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
MAKE THE ROAD NEW YORK 92-10 ROOSEVELT AVENUE JACKSON HEIGHTS, NY 11372	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	65,000
MAPLIGHT2223 SHATTUCK AVE BERKELEY, CA 94704	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	25,000
MEDIA MATTERS FOR AMERICA 455 MASSACHUSETTS AVE NW 600 WASHINGTON, DC 20001	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	50,000
Total ► 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
MOVEMENT ALLIANCE PROJECT 924 CHERRY ST PHILADELPHIA, PA 19107	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	30,000
MOVEMENT RESEARCHPO BOX 49 NEW YORK, NY 10113	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	42,000
MOVEMENT STRATEGY CENTER 436 14TH ST 500 OAKLAND, CA 94612	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	75,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
MUSIC CONSERVATORY OF SANDPOINT 216 CENTRAL AVE WHITE PLAINS, NY 10606	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	5,000
NAACP LEGAL DEFENSE AND EDUCATIONAL FUND 40 RECTOR ST NEW YORK, NY 10006	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	20,000
NATIONAL FOUNDATION FOR CELIAC AWARENESS 224 S MAPLE ST AMBLER, PA 19002	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	20,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a Paid during the year				
NATIONAL GHOST RANCH FOUNDATION 1708 US 84 ABIQUIU, NM 87510	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	5,000
NATIONAL MUSEUM OF WOMEN IN THE ARTS 1250 NEW YORK AVE NW WASHINGTON, DC 20005	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	100,000
NATIONAL SAFE BOATING COUNCIL 8140 FLANNERY CT MANASSAS, VA 20109	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	15,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
NEIGHBORHOOD FUNDERS GROUP 300 FRANK H OGAWA PLAZA 700 OAKLAND, CA 94612	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	3,000
NEO PHILANTHROPY 45 WEST 36TH STREET 6TH FLOOR NEW YORK, NY 10018	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	453,000
NEW GEORGIA PROJECT 165 COURTLAND ST NE A-231 ATLANTA, GA 30303	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	140,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
NEW VENTURE FUND 1201 CONNECTICUT AVE NW WASHINGTON, DC 20036	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	794,000
NEW YORK CITY BALLET 20 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	10,000
NORTH COUNTRY SCHOOL AND CAMPS 4382 CASCADE ROAD LAKE PLACID, NY 12946	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	6,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
NORTON MUSEUM OF ART 1451 S OLIVE AVE WEST PALM BEACH, FL 33401	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	50,000
ORGANIZE FLORIDA EDUCATION FUND 134 E COLONIAL DRIVE ORLANDO, FL 32801	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	15,000
PEOPLE FOR THE AMERICAN WAY 1101 15TH STREET NW SUITE 600 WASHINGTON, DC 20005	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	20,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
PEOPLE'S ACTION INSTITUTE 2125 W NORTH AVE CHICAGO, IL 60647	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	35,000
PLANNED PARENTHOOD OF SOUTH FLORIDA 2300 N FLORIDA MANGO RD WEST PLAM BEACH, FL 33409	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	15,000
PLOUGHSHARES FUND 1100 VERMONT AVE NW 300 WASHINGTON, DC 20005	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	20,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
PROGRESSIVE CHANGE INSTITUTE 1629 K STREET SUITE 300 WASHINGTON, DC 20006	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	50,000
PROGRESSIVE MULTIPLIER FUND 714 G ST SE SUITE 200 WASHINGTON, DC 20003	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	25,000
PROTEUS FUND250 E 31ST STREEET NEW YORK, NY 10016	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	375,000
Total ► 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
PUBLIC CITIZEN FOUNDATION 1600 20TH ST NW WASHINGTON, DC 20009	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	100,000
REAL NEWS PROJECT INCPO BOX 1103 NEW YORK, NY 10276	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	23,000
REPOWER FUND 2639 NICOLLET AVE 220 MINNEAPOLIS, MN 55408	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	20,000
Total ► 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
ROC UNITED 275 SEVENTH AVE SUITE 1703 NEW YORK, NY 10001	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	35,000
ROCKEFELLER FAMILY FUNDS 475 RIVERSIDE DRIVE SUITE 900 NEW YORK, NY 10115	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	40,000
ROOSEVELT INSTITUTE 570 LEXINGTON AVE 18TH FLOOR NEW YORK, NY 10022	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	40,000
Total ► 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
SAFE AND SOUND 427 HOMESTEAD RD 2 HILLSBOROUGH TOWNSHIP, NJ 08844	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	5,000
SAN FRANCISCO MUSEUM OF MODERN ART 151 3RD ST SAN FRANCISCO, CA 94103	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	25,000
SOCIAL AND ENVIRONMENTAL ENTREPREN 23564 CALABASAS RD STE 201 CALABASAS, CA 91302	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	40,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
SOLIDAIRE NETWORK INC 1330 BROADWAY 3RD FLOOR OAKLAND, CA 94612	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	100,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	60,000
ST FRANCIS HOSPITAL FOUNDATION 100 PORT WASHINGTON BLVD ROSLYN, NY 11576	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	1,500,000
Total ► 3a				19,221,000

Form 990PF Part XV 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)				
a Paid during the year				
STATE INNOVATION EXCHANGE PO BOX 260230 MADISON, WI 53726	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	40,000
STATE VOICES 1625 MASSACHUSETTS AVE NW STE 308 WASHINGTON, DC 20036	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	50,000
TAKE BACK THE COURT 2370 MARKET STREET 433 SAN FRANCISCO, CA 94114	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	35,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a Paid during the year				
TESSERACT RESEARCH CENTER 1701 K ST NW STE 750 WASHINGTON, DC 20006	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	120,000
THANKS TO SCANDINAVA 366 AMSTERDAM AVE 205 NEW YORK, NY 10024	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	5,000
THE SAN FRANCISCO FOUNDATION ONE EMBARCADERO CENTER SUITE 1400 SAN FRANCISCO, CA 94111	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	1,300,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
THE WOODEN FLOOR 1810 NORTH MAIN STREET SANTA ANA, CA 92706	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	5,000
TIDES FOUNDATIONPO BOX 29198 SAN FRANCISCO, CA 94129	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	1,614,000
TRISKELES FOUNDATION 707 EAGLEVIEW BLVD 105 EXTON, PA 19341	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	10,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
UNDERGROUND KINDNESSPO BOX 73 SANDPOINT, ID 83864	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	10,000
VERIFIED VOTING FOUNDATION 1550 BRYANT ST 855 SAN FRANCISCO, CA 94103	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	75,000
VIDEO VERACITY INC3020 ROYAL ST NEW ORLEANS, LA 70117	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	20,000
Total ▶ 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
VIOLENCE POLICY CENTER 1730 RHODE ISLAND AVE NW 1014 WASHINGTON, DC 20036	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	30,000
VIOLENCE PROJECT RESEARCH CENTER NEW YORK NEW YORK, NY 10001	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	40,000
VOTER PARTICIPATION CENTER 1707 L ST NW WASHINGTON, DC 20036	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	580,000
Total ► 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
WASHINGTON MONTHLY CORP 630 FIFTH AVENUE SUITE 2200 NEW YORK, NY 10111	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	50,000
WIN WIN NETWORK 1511 THIRD AVE 300 SEATTLE, WA 98101	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	50,000
WISCONSIN ALLIANCE FOR EXCELLENT SCHOOLS 5329 FAYETTE DR MADISON, WI 53713	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	30,000
Total ► 3a				19,221,000

Form 990PF Part XV 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)				
a <i>Paid during the year</i>				
WISCONSIN VOICES INC 633 S HAWLEY RD 112 MILWAUKEE, WI 53214	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	50,000
WORKING AMERICA EDUCATION FUND 815 16TH ST NW WASHINGTON, DC 20006	NONE	501(C)(3) SOCIAL SER	SUPPORT FOR SOCIAL SERVICE PROGRAMS OR EDUCATIONAL PROGRAMS	1,550,000
Total ▶ 3a				19,221,000

TY 2019 Accounting Fees Schedule**Name:** THE LEONARD & SOPHIE DAVIS FUND**EIN:** 94-3402266

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FARKOUH, FURMAN & FACCIO LLP	79,000	0		79,000
SOBEL & CO., LLC	13,125	0		13,125

TY 2019 Investments Corporate Stock Schedule**Name:** THE LEONARD & SOPHIE DAVIS FUND**EIN:** 94-3402266**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
US BANK #6247 - DETAILS IN TAXPAYER'S POSSESSION	51,554,325	51,554,325
US BANK #6775 - DETAILS IN TAXPAYER'S POSSESSION	43,529,432	43,529,432
US BANK #7198 - DETAILS IN TAXPAYER'S POSSESSION	48,811,386	48,811,386
WELLS FARGO - DETAILS IN TAXPAYER'S POSSESSION	16,246,863	16,246,863
US BANK #9393 - DETAILS IN TAXPAYER'S POSSESSION	7,641,970	7,641,970

TY 2019 Investments - Other Schedule**Name:** THE LEONARD & SOPHIE DAVIS FUND**EIN:** 94-3402266**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BILL PRESS PARTNERS	FMV	17,537	17,537
WELLS FARGO HEDGE FUNDS - DETAILS IN TAXPAYER'S POSSESSION	FMV	1,423,248	1,423,248
YOLEV INVESTMENT LLC	FMV	8,259,852	8,259,852
REV+ ALL, LLC	FMV	60,083	60,083

TY 2019 Legal Fees Schedule

Name: THE LEONARD & SOPHIE DAVIS FUND

EIN: 94-3402266

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FARELLA BRAUN & MARTEL	13,385	0		13,385

TY 2019 Other Assets Schedule**Name:** THE LEONARD & SOPHIE DAVIS FUND**EIN:** 94-3402266**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ART	666,450	666,450	666,450
ACCRUED DIVIDEND INCOME	246,472	205,448	205,448

TY 2019 Other Expenses Schedule**Name:** THE LEONARD & SOPHIE DAVIS FUND**EIN:** 94-3402266**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2% PORTFOLIO DEDUCTION FROM LYME FOREST FUND	1,054	1,054		0
2% PORTFOLIO DEDUCTION FROM PINEBRIDGE PEP	20,731	20,731		0
2% PORTFOLIO DEDUCTION FROM YOLEV	47,976	47,976		0
NON 2% PORTFOLIO DEDUCTION FROM PINEBRIDGE PEP	10	10		0
INTEREST EXPENSE FROM YOLEV	7,185	7,185		0
INTEREST EXPENSE FROM PINEBRIDGE PEP	3	3		0
2% PORTFOLIO DEDUCTION FROM DBL PARTNERS III LLP	6,650	6,650		0
INTEREST EXPENSE FROM DBL PARTNERS III LP	35	35		0
2% PORTFOLIO DEDUCTION FROM PARTNERS GROUP REAL ESTATE SECONDARY	4,936	4,936		0
INTEREST EXPENSE FROM PARTNERS GROUP REAL ESTATE SECONDARY	228	228		0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER DEDUCTIONS FROM PARTNERS GROUP REAL ESTATE SECONDARY	59	59		0
MISCELLANEOUS EXPENSE	6,290	0		6,290
OTHER DEDUCTIONS FROM YOLEV INVESTMENTS	745	745		0

TY 2019 Other Income Schedule

Name: THE LEONARD & SOPHIE DAVIS FUND

EIN: 94-3402266

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ORDINARY INCOME FROM THE LYME FOREST FUND III TE, LP	-3	-3	-3
ORDINARY INCOME FROM PARTNERS GROUP REAL ESTATE SECONDARY	280	280	280
RENTAL INCOME FROM THE LYME FOREST FUND III TE, LP	-7	-7	-7
OTHER INCOME FROM YOLEV	54,950	54,950	54,950
OTHER INCOME FROM PINEBRIDGE	1,002	1,002	1,002
PORTFOLIO INCOME FROM PINEBRIDGE	-171	-171	-171
OTHER INCOME FROM PARTNERS GROUP REAL ESTATE SECONDARY	1,851	1,851	1,851
ORDINARY INCOME FROM PINEBRIDGE	734	734	734
ORDINARY INCOME FROM LIGHTHOUSE	-700	-700	-700
PORTFOLIO INCOME FROM YOLEV	1,996	1,996	1,996
ORDINARY INCOME FROM BILL PRESS PARTNERS LLC	-732	-732	-732
RENTAL INCOME FROM PARTNERS GROUP REAL ESTATE	-4,094	-4,094	-4,094
PORTFOLIO INCOME FROM PARTNERS GROUP REAL ESTATE	1,038	1,038	1,038
OTHER INCOME FROM WELLS FARGO #7299	1,940	1,940	1,940

TY 2019 Other Increases Schedule**Name:** THE LEONARD & SOPHIE DAVIS FUND**EIN:** 94-3402266

Description	Amount
FROM PASS THROUGHS - BOOK TO TAX DIFFERENCES	1,438,702
UNREALIZED APPRECIATION	1,120,995

TY 2019 Other Professional Fees Schedule**Name:** THE LEONARD & SOPHIE DAVIS FUND**EIN:** 94-3402266

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY	628,866	628,866		0
CONSULTING	250,480	0		250,480
OTHER PROFESSIONAL FEES	31,150	0		31,150

TY 2019 Taxes Schedule**Name:** THE LEONARD & SOPHIE DAVIS FUND**EIN:** 94-3402266

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	366,217	0		0
FOREIGN TAX WITHHELD	37,903	37,903		0

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491287005491	
Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service		Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Go to www.irs.gov/Form990 for the latest information.			OMB No. 1545-0047
					2019
Name of the organization THE LEONARD & SOPHIE DAVIS FUND				Employer identification number 94-3402266	

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization
THE LEONARD & SOPHIE DAVIS FUNDEmployer identification number
94-3402266**Part I****Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALAN STEPHEN DAVIS CLAT WILMINGTON TRUST FSB 100 WILSHIRE B SANTA MONICA, CA 90401	\$ 6,255,338	☒ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)

Name of organization THE LEONARD & SOPHIE DAVIS FUND	Employer identification number 94-3402266
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Part II Noncash Property			
(a) No. from Part I	(b) Description of noncash property given (see instructions). Use duplicate copies of Part II if additional space is needed.	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	

Name of organization THE LEONARD & SOPHIE DAVIS FUND	Employer identification number 94-3402266
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____ Use duplicate copies of Part III if additional space is needed.
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
-			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
-			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
-			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
-			