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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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OMB No 1545-0052








2015

Open to Public Inspection


For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation THE JOSEPH H FLOM FOUNDATION		A Employer identification number 13-3499384	
Number and street (or P O box number if mail is not delivered to street address) 4 TIMES SQUARE		Room/suite	B Telephone number (see instructions) (212) 735-3222
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10036		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 43,106,361		J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>Modified Cash</u> (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))		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,229,939	1,229,939		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	-80,367			
	b Gross sales price for all assets on line 6a 4,000,332				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 0				
Operating and Administrative Expenses	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule) 	120	120	0	
	12 Total. Add lines 1 through 11	1,149,692	1,230,059	0	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	30,000	30,000		
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	0	0	0	0
	b Accounting fees (attach schedule). 	5,394	2,697	0	0
	c Other professional fees (attach schedule) 	59,757	59,757	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) 	43,750	0	0	0
	19 Depreciation (attach schedule) and depletion . . .	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule). 	1,400	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	140,301	92,454	0	0
	25 Contributions, gifts, grants paid	2,925,500			2,925,500
	26 Total expenses and disbursements. Add lines 24 and 25	3,065,801	92,454	0	2,925,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,916,109			
	b Net investment income (if negative, enter -0-)		1,137,605		
	c Adjusted net income (if negative, enter -0-)			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	3,671,483	606,925	606,925
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	0	0	0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ _____ 0 Less allowance for doubtful accounts ▶ _____ 0	0	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	34,981,806 	33,127,394	33,127,394
	c	Investments—corporate bonds (attach schedule)	0 	0	0
	11	Investments—land, buildings, and equipment basis ▶ _____ 0 Less accumulated depreciation (attach schedule) ▶ _____ 0	0 	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	8,177,774 	9,372,042	9,372,042
	14	Land, buildings, and equipment basis ▶ _____ 0 Less accumulated depreciation (attach schedule) ▶ 0	0 	0	0
	15	Other assets (describe ▶ _____)	0	0	0
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	46,831,063	43,106,361	43,106,361
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶ _____)	 0 	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	46,831,063	43,106,361	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	46,831,063	43,106,361	
	31	Total liabilities and net assets/fund balances (see instructions)	46,831,063	43,106,361	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	46,831,063
2	Enter amount from Part I, line 27a	2	-1,916,109
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	44,914,954
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	1,808,593
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	43,106,361

Part IV Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase D—Donation (b)	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	BAIRD INTERMEDIATE BD - INSTL	P		2015-05-20
b	Other Capital Gain	P		
c	PIMCO FDS PAC INVT MGMT SER	P		2015-05-20
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 3,000,000		2,994,623	5,377
b 332			332
c 1,000,000		1,086,076	-86,076
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a		0	5,377
b		0	332
c		0	-86,076
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	-80,367
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2014	1,248,750	44,134,129	0 028294
2013	2,230,564	37,813,006	0 058989
2012	855,750	4,263,205	0 200729
2011	2,087	554,623	0 003763
2010	158,406	153,233	1 033759

2	Total of line 1, column (d).	2	1 325534
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 265107
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	45,143,006
5	Multiply line 4 by line 3.	5	11,967,727
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	11,376
7	Add lines 5 and 6.	7	11,979,103
8	Enter qualifying distributions from Part XII, line 4.	8	2,928,197

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	22,752
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	22,752
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	22,752
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	16,711
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868).	6c	5,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	21,711
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	1,041
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ▶	10	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ▶ Refunded ▶	11	0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1a				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>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2		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>	3	Yes	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
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>	5		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?	6	Yes	
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>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY _____			
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>	8b	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		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 ▶ N/A	13	Yes	
14	The books are in care of ▶ EARLE YAFFA Telephone no ▶ (212) 735-3250 Located at ▶ 4 TIMES SQUARE NEW YORK NY ZIP+4 ▶ 10036			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
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 2015? <input type="checkbox"/>	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2015 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 2015). <input type="checkbox"/>	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 2015?	4b		No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here. ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ 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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ROBERT C SHEEHAN 4 TIMES SQUARE NEW YORK, NY 10036	PRESIDENT AND DIRECTOR 1 000	0	0	0
ERIC J FRIEDMAN 4 TIMES SQUARE NEW YORK, NY 10036	VICE-PRESIDENT AND DIRECTOR 1 000	0	0	0
EARLE YAFFA 4 TIMES SQUARE NEW YORK, NY 10036	TREASURER AND DIRECTOR 1 000	0	0	0
RONALD J WEISS 4 TIMES SQUARE NEW YORK, NY 10036	SECRETARY AND DIRECTOR 1 000	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances

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

Total number of others receiving over \$50,000 for professional services. ▶

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	43,379,019
b	Average of monthly cash balances.	1b	2,451,443
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	45,830,462
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	
3	Subtract line 2 from line 1d.	3	45,830,462
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	687,456
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	45,143,006
6	Minimum investment return. Enter 5% of line 5.	6	2,257,150

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	2,257,150
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	22,752
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	22,752
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,234,398
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,234,398
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,234,398

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 25	1a	2,925,500
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	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,925,500
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,925,500

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,234,398
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				324,586
e From 2014.				
f Total of lines 3a through e.	324,586			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ <u>2,928,197</u>				
a Applied to 2014, 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 2015 distributable amount.				2,234,398
e Remaining amount distributed out of corpus	693,799			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,018,385			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				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 2010 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	1,018,385			
10 Analysis of line 9				
a Excess from 2011.				0
b Excess from 2012.				0
c Excess from 2013.				324,586
d Excess from 2014.				0
e Excess from 2015.				693,799

Part XIV

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☐ 4942(j)(3) or ☐ 4942(j)(5)

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
0				0

0				0
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0				0
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0				0
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Part XV **Supplementary Information** (Complete this part only if the organization 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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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	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> See Additional Data Table				
Total			▶ 3a	2,550,500
b <i>Approved for future payment</i> University of Pennsylvania Law School 3451 Walnut St 433 Franklin Bldg Philadelphia, PA 19104	N/A	PC	Support of Interdisciplinary Child Advocacy Clinical Fund	100,000
University of Michigan Ross School of Business 701 Tappan St Ann Arbor, MI 48109	N/A	PC	Support of Integrative Programming in the undergraduate program	133,000
Total			▶ 3b	233,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a 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)	Yes	
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) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes
☒ No

b If "Yes," complete the following schedule

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

**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.

* * * * *

2016-11-02

* * * * *

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Print/Type preparer's name
NICOLE BENCIK

Preparer's Signature

Date

Check if self-employed ☐

PTI

P00756195

Firm's name ► CROWE HORWATH LLP

Firm's EIN ► 35-0921680

Firm's address ▶
225 West Wacker Drive Suite 2600 Chicago, IL
606061224

Phone no	(312) 899-7000
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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				
Alzheimer's Assoc NY Chapter 360 Lexington Ave 4th Fl New York, NY 10017	N/A	PC	General support	25,000
The Armory Foundation 216 Fort Washington Ave New York, NY 10032	N/A	PC	Support of college prep middle school program	10,000
The Bronx Defenders 360 East 161st St Bronx, NY 10451	N/A	PC	General support	50,000
Chances for Children - NY Inc 850 Seventh Ave Suite 703 New York, NY 10019	N/A	PC	Expansion of ongoing clinical programs	90,000
Chess In The Schools Inc 520 Eighth Ave 2nd Fl New York, NY 10018	N/A	PC	General support	100,000
Citizen Schools Inc 120 Broadway Suite 220 New York, NY 10271	N/A	PC	Support of NY branch program for middle schools	25,000
Citizens Committee for Children of New York Inc 14 Wall St Suite 4E New York, NY 10001	N/A	PC	Support of current Youth Action NYC program	30,000
De La Salle Academy 332 West 43rd St New York, NY 10036	N/A	PC	General support	10,000
Doctors Without Borders USA Inc 333 Seventh Ave 2nd Fl New York, NY 10001	N/A	PC	General support	15,000
Drug Policy Alliance Inc 131 West 33rd St 15th Fl New York, NY 10001	N/A	PC	General support	50,000
The Edge Foundation 2017 Fairview Avenue East Suite 1 Seattle, WA 98102	N/A	PC	Support of programs for pre-college students with functioning challenges, especially ADHD	10,000
E L E M Youth in Distress Inc 270 Madison Ave Suite 1501 New York, NY 10016	N/A	PC	General support	10,000
Facing History and Ourselves Inc 14 East 4th St Suite 3003 New York, NY 10012	N/A	PC	General support of educational programs in New York City	30,000
Fair Warning Inc 17514 Ventura Blvd Suite 103 Encino, CA 91316	N/A	PC	General support	10,000
Families Against Mandatory Minimums Foundation 1100 H St 1000 Washington, DC 20005	N/A	PC	General support	60,000
Total ► 3a				2,550,500

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				
Fordham Law School 140 West 62nd St New York, NY 10023	N/A	PC	Support of the Law School Building Fund	50,000
Foundation for National Progress 222 Sutter St Suite 600 San Francisco, CA 94108	N/A	PC	Support of reporting on the criminal justice system, community well-being and public health	25,000
Friends of the Bronx Charter School For Excellence Inc 1960 Benedict Ave 6th Fl Bronx, NY 10457	N/A	PC	General support	25,000
Fund for the City of New York 121 Avenue of the Americas New York, NY 10013	N/A	PC	Support of Child Care and Early Education Fund (CCEEF)	50,000
Fund for Public Schools Inc 52 Chambers St New York, NY 10007	N/A	PC	Support of Reading Renewal Program	275,000
The Gateway Schools 211 West 61st St 6th Fl New York, NY 10023	N/A	PC	Support of scholarships	250,000
Harlem RBI Incorporated 333 East 100th St New York, NY 10029	N/A	PC	Support of building fund	175,000
The Innocence Project 40 Worth St Suite 701 New York, NY 10013	N/A	PC	General support	125,000
Job Path Inc 22 West 38th St 11th Fl New York, NY 10018	N/A	PC	General support	100,000
The Legal Aid Society 199 Water St New York, NY 10038	N/A	PC	General support and Support of Kathryn A McDonald Education Advocacy Fund	80,000
Lower East Side Tenement Museum 91 Orchard St New York, NY 10002	N/A	PC	Support of educational programs	5,000
MFY Legal Services Inc 299 Broadway New York, NY 10007	N/A	PC	General support	25,000
National Center for Learning Disabilities Inc 32 Laight St 2nd Fl New York, NY 10013	N/A	PC	General support	10,000
New York Philharmonic 10 Lincoln Center Plaza New York, NY 10023	N/A	PC	Support of Concerts in the Park	10,000
New York University College of Nursing P O Box 913 New York, NY 10211	N/A	PC	Support of student advisement center	10,000
Total ► 3a				2,550,500

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				
NoSilenceNoViolence Inc 16971 Meadowlark Ridge Rd Unit 3 San Diego,CA 92127	N/A	PC	General support	5,000
PENCIL Inc 30 West 26th St 5th Fl New York,NY 10010	N/A	PC	General support	10,000
Publicolor Inc 149 Madison Ave Suite 1201 New York,NY 10016	N/A	PC	General support	250,000
Solitary Watch Community Futures Collective 221 Idora Ave Vallejo,CA 94591	N/A	PC	General support	25,000
StreetSquash Inc 40 West 116th St New York,NY 10026	N/A	PC	General support	25,000
Students for Sensible Drug Policy Foundation 1317 F St NW Suite 501 Washington,DC 20004	N/A	PC	General support	20,000
Theatre Development Fund Inc 520 8th Ave New York,NY 10018	N/A	PC	Support of the Autism Theatre Initiative	25,000
Tufts University 200 Boston Ave Rm 2400 Medford,MA 02155	N/A	PC	Support of the Entrepreneurial Leadership Program	125,000
UCLA School of Law Office of External Affairs 405 Hilgard Ave P O Box 951476 Los Angeles,CA 90095	N/A	PC	Assistance with expenses for students pursuing law as a second career	7,500
Union of Concerned Scientists Inc Two Brattle Square Cambridge,MA 02238	N/A	PC	General support	50,000
University of Michigan Ross School of Business 701 Tappan St Ann Arbor,MI 48109	N/A	PC	Support of Integrative Programming in the undergraduate program	133,000
University of Pennsylvania Law School 3451 Walnut St 433 Franklin Bldg Philadelphia,PA 19104	N/A	PC	Support of Interdisciplinary Child Advocacy Clinical Fund	100,000
University of Pennsylvania School of Nursing 418 Curie Blvd Philadelphia,PA 19104	N/A	PC	Support Study of History of Nursing	10,000
Volunteer Lawyers for the Arts Inc 1 East 53rd St 6th Fl New York,NY 10022	N/A	PC	General support	25,000
Total ▶ 3a				2,550,500

TY 2015 Accounting Fees Schedule**Name:** THE JOSEPH H FLOM FOUNDATION**EIN:** 13-3499384**Software ID:** 15000238**Software Version:** 2015v2.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,394	2,697		

TY 2015 Investments Corporate Stock Schedule**Name:** THE JOSEPH H FLOM FOUNDATION**EIN:** 13-3499384**Software ID:** 15000238**Software Version:** 2015v2.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UBS Corporate Stock	3,733	3,733
Vanguard Index 500 Admiral	4,468,603	4,468,603
Vanguard Small Cap Index	2,009,533	2,009,533
Vanguard Total International	3,722,477	3,722,477
CULLEN FDS TR HIGH DIV	3,865,632	3,865,632
DFA US Small Cap	2,035,554	2,035,554
EuroPacific Growth Fund	3,877,758	3,877,758
PIMCO All Asset	6,188,171	6,188,171
Baird Intermediate Fund	6,955,933	6,955,933

TY 2015 Investments - Land Schedule**Name:** THE JOSEPH H FLOM FOUNDATION**EIN:** 13-3499384**Software ID:** 15000238**Software Version:** 2015v2.1

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land				
Building			0	
LeasholdImprovement			0	
Equipment			0	
Other			0	

TY 2015 Investments - Other Schedule**Name:** THE JOSEPH H FLOM FOUNDATION**EIN:** 13-3499384**Software ID:** 15000238**Software Version:** 2015v2.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LIGHTHOUSE DIVERSIFIED FUND	FMV	8,177,774	9,372,042

**TY 2015 Land, Etc.
Schedule****Name:** THE JOSEPH H FLOM FOUNDATION**EIN:** 13-3499384**Software ID:** 15000238**Software Version:** 2015v2.1

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land				
Building			0	
LeasholdImprovement			0	
Equipment			0	
Other			0	

TY 2015 Other Decreases Schedule**Name:** THE JOSEPH H FLOM FOUNDATION**EIN:** 13-3499384**Software ID:** 15000238**Software Version:** 2015v2.1

Description	Amount
UNREALIZED LOSS	1,808,593

TY 2015 Other Expenses Schedule**Name:** THE JOSEPH H FLOM FOUNDATION**EIN:** 13-3499384**Software ID:** 15000238**Software Version:** 2015v2.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEMBERSHIP FEES	1,400			

TY 2015 Other Income Schedule**Name:** THE JOSEPH H FLOM FOUNDATION**EIN:** 13-3499384**Software ID:** 15000238**Software Version:** 2015v2.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SETTLEMENT PROCEEDS	120	120	

TY 2015 Other Professional Fees Schedule**Name:** THE JOSEPH H FLOM FOUNDATION**EIN:** 13-3499384**Software ID:** 15000238**Software Version:** 2015v2.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT CONSULTING	35,000	35,000		
CUSTODIAN FEES	14,127	14,127		
BROKERAGE FEES	10,591	10,591		
INVESTMENT FEES	39	39		

TY 2015 Taxes Schedule**Name:** THE JOSEPH H FLOM FOUNDATION**EIN:** 13-3499384**Software ID:** 15000238**Software Version:** 2015v2.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	43,000			
STATE TAXES PAID	750			