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## Return of Private Foundation

2015

Open to Public Inspection

Department of the Treasury  
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation  
► Do not enter social security numbers on this form as it may be made public.  
► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation

THE BARI LIPP FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)

C/O AYCO CO, LP - PO BOX 15014

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

ALBANY, NY 12212-5014

**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

**H Check type of organization**  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 30,859,825.**

**J Accounting method**  Cash  Accrual  
 Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis)

**A Employer identification number**

13-3921302

**B Telephone number (see instructions)**

(518) 640-5000

**C** If exemption application is pending, check here. . . . . **D** 1 Foreign organizations, check here. . . . .   
2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . **E** If private foundation status was terminated under section 507(b)(1)(A), check here. . . . . **F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. . . . . 

Revenue	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule)	1,008,456.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. . . . .				
3 Interest on savings and temporary cash investments. . . . .	845.	845.		ATCH 1
4 Dividends and interest from securities . . . . .	1,375,225.	1,375,207.		ATCH 2
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10	460,941.			
b Gross sales price for all assets on line 6a . . . . .	3,919,293.			
7 Capital gain net income (from Part IV, line 2) . . . . .		460,941.		
8 Net short-term capital gain. . . . .				
9 Income modifications . . . . .				
10a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .			NOV 17 2016	
c Gross profit or (loss) (attach schedule) . . . . .				
11 Other income (attach schedule) ATCH. 3 . . . . .	43,214.	43,214.		
12 Total. Add lines 1 through 11 . . . . .	2,888,681.	1,880,207.		
13 Compensation of officers, directors, trustees, etc . . . . .	0.			
14 Other employee salaries and wages . . . . .				
15 Pension plans, employee benefits . . . . .				
16a Legal fees (attach schedule) . . . . .				
b Accounting fees (attach schedule) ATCH. 4 . . . . .	5,500.			
c Other professional fees (attach schedule) . . . . .				
17 Interest . ATCH. 5 . . . . .	214.	214.		
18 Taxes (attach schedule) (see instructions) [ 6 ]. . . . .	749.	749.		
19 Depreciation (attach schedule) and depletion. . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .				
22 Printing and publications . . . . .	142.			
23 Other expenses (attach schedule) ATCH. 7 . . . . .	80,500.	76,730.		
24 Total operating and administrative expenses.	87,105.	77,693.		
Add lines 13 through 23. . . . .				
25 Contributions, gifts, grants paid . . . . .	2,757,237.			2,757,237.
26 Total expenses and disbursements Add lines 24 and 25	2,844,342.	77,693.	0.	2,757,237.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements . . . . .	44,339.			
b Net investment income (if negative, enter -0-) . . . . .		1,802,514.		
c Adjusted net income (if negative, enter -0-) . . . . .				

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	3,188,464.	1,979,115.	1,979,115.
	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) . . . . .	22,454.	3,365.	3,399.
	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) ATCH 9 . . . . .	4,661,813.	5,805,212.	6,013,593.
	c	Investments - corporate bonds (attach schedule) ATCH 10 . . . . .	16,568,794.	16,904,881.	16,145,336.
	11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)				
12	Investments - mortgage loans . . . . .				
13	Investments - other (attach schedule) . . . . . ATCH 11 . . . . .	7,115,899.	6,314,410.	6,700,117.	
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
15	Other assets (describe ► ATCH 12 ) . . . . .	24,799.	18,265.	18,265.	
16	<b>Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .</b>	31,582,223.	31,025,248.	30,859,825.	
<b>Liabilities</b>	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	<b>Total liabilities (add lines 17 through 22) . . . . .</b>	0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	31,582,223.	31,025,248.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	<b>Total net assets or fund balances (see instructions) . . . . .</b>	31,582,223.	31,025,248.	
	31	<b>Total liabilities and net assets/fund balances (see instructions) . . . . .</b>	31,582,223.	31,025,248.	
<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>					
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	31,582,223.	
2	Enter amount from Part I, line 27a . . . . .		2	44,339.	
3	Other increases not included in line 2 (itemize) ► . . . . .		3		
4	Add lines 1, 2, and 3 . . . . .		4	31,626,562.	
5	Decreases not included in line 2 (itemize) ► ATCH 13 . . . . .		5	601,314.	
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .</b>		6	31,025,248.	

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE PART IV SCHEDULE</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	460,941.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		<b>3</b>	0.	

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

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

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

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

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

**1 Enter the appropriate amount in each column for each year, see the instructions before making any entries**

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	2,333,768.	32,665,413.	0.071445
2013	2,219,905.	30,663,468.	0.072396
2012	3,316,766.	29,894,284.	0.110950
2011	2,726,266.	34,215,903.	0.079678
2010	4,010,563.	32,929,040.	0.121794

<b>2</b> Total of line 1, column (d) . . . . .	<b>2</b>	0.456263
<b>3</b> 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 . . . . .	<b>3</b>	0.091253
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 . . . . .	<b>4</b>	31,542,019.
<b>5</b> Multiply line 4 by line 3 . . . . .	<b>5</b>	2,878,304.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	<b>6</b>	18,025.
<b>7</b> Add lines 5 and 6 . . . . .	<b>7</b>	2,896,329.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	<b>8</b>	2,757,237.

<b>Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)</b>			
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	36,050.
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	36,050.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . .	5	36,050.
6	<b>Credits/Payments</b>		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 . . .	6a	51,175.
b	Exempt foreign organizations - tax withheld at source . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	10,000.
d	Backup withholding erroneously withheld . . .	6d	
7	Total credits and payments Add lines 6a through 6d . . .	7	61,175.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed . . . ► 9	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ► 10	10	25,125.
11	Enter the amount of line 10 to be <b>Credited to 2016 estimated tax</b> ► 25,125. <b>Refunded</b> ► 11	11	

**Part VII-A Statements Regarding Activities**

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

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? . . .

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .

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

1c Did the foundation file Form 1120-POL for this year? . . .

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  
(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ \_\_\_\_\_

2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .  
If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . .

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .

b If "Yes," has it filed a tax return on Form 990-T for this year? . . .

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . .  
If "Yes," attach the statement required by General Instruction T

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? . . .

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

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? If "No," attach explanation . . .

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)? If "Yes," complete Part XIV . . .

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .

**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) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
14	The books are in care of ► AYCO COMPANY, L.P.-NTG Located at ► 25 BRITISH AMERICAN BOULEVARD LATHAM, NY	Telephone no ► 518-640-5000 ZIP+4 ► 12110	
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	<input type="checkbox"/>	
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 the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(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"/> Yes	<input checked="" type="checkbox"/> No
	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 2015? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 ►		
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"/> Yes	<input checked="" type="checkbox"/> No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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"/> Yes	<input checked="" type="checkbox"/> No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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	
	Organizations relying on a current notice regarding disaster assistance check here . . . . .	<input checked="" type="checkbox"/>			
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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .				
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .				

**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
ATCH 14		0.	0.	0.

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

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

Total number of other employees paid over \$50,000. . . . . ►

**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
NONE		

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
<p><b>1</b> PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER CHARITABLE ORGANIZATIONS EXEMPT  <b>2</b> UNDER INTERNAL REVENUE CODE SECTION 501 (C) (3).</p> <hr/> <hr/> <hr/> <hr/>	
<b>3</b>	
<b>4</b>	

**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	NONE	
2		
All other program-related investments See instructions		
3	NONE	
<b>Total. Add lines 1 through 3</b>		

Form 990-PF (2015)

**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	22,878,694.
b	Average of monthly cash balances	1b	3,023,770.
c	Fair market value of all other assets (see instructions)	1c	6,119,890.
d	Total (add lines 1a, b, and c)	1d	32,022,354.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	32,022,354.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	480,335.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,542,019.
6	Minimum investment return. Enter 5% of line 5	6	1,577,101.

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

1	Minimum investment return from Part X, line 6	1	1,577,101.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	36,050.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	36,050.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,541,051.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,541,051.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,541,051.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	2,757,237.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	2,757,237.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	2,757,237.
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 . . . . .				1,541,051.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only. . . . .				
b Total for prior years 20 13 ,20 12 ,20 11				
3 Excess distributions carryover, if any, to 2015				
a From 2010 . . . . . 2,407,109.				
b From 2011 . . . . . 1,050,896.				
c From 2012 . . . . . 1,844,982.				
d From 2013 . . . . . 758,998.				
e From 2014 . . . . . 723,128.				
f Total of lines 3a through e . . . . .	6,785,113.			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 2,757,237.				
a Applied to 2014, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2015 distributable amount. . . . .				1,541,051.
e Remaining amount distributed out of corpus. . . . .	1,216,186.			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,001,299.			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
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 . . . . .				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016. . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . . . .	2,407,109.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a . . . . .	5,594,190.			
10 Analysis of line 9				
a Excess from 2011 . . . . . 1,050,896.				
b Excess from 2012 . . . . . 1,844,982.				
c Excess from 2013 . . . . . 758,998.				
d Excess from 2014 . . . . . 723,128.				
e Excess from 2015 . . . . . 1,216,186.				

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

NOT APPLICABLE

**a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling . . . . . ►

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

Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .				
<b>b</b> 85% of line 2a . . . . .				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed .				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test - enter				
(1) Value of all assets . . . . .				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .				
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .				
<b>c</b> "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)(ii) . . . . .				
(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) )

ROBERT I. LIPP

**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

N/A

**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 e-mail address of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
ATCH 15				
<b>Total . . . . .</b>			► 3a	2,757,237.
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments . . . . .					
3 Interest on savings and temporary cash investments .			14	845.	
4 Dividends and interest from securities . . . . .			14	1,375,225.	
5 Net rental income or (loss) from real estate					
a Debt-financed property . . . . .					
b Not debt-financed property . . . . .					
6 Net rental income or (loss) from personal property. .					
7 Other investment income . . . . .					
8 Gain or (loss) from sales of assets other than inventory			18	460,941.	
9 Net income or (loss) from special events . . . . .					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue a					
b ATCH 16		-44,404.		87,618.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e) . . . . .		-44,404.		1,924,629.	
13 Total Add line 12, columns (b), (d), and (e) . . . . . (See worksheet in line 13 instructions to verify calculations )			13		1,880,225.

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

**Part XVII 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) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
		1a(1)	X
a	Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash . . . . . (2) Other assets. . . . .	1a(2)	X
b	Other transactions (1) Sales of assets to a noncharitable exempt organization . . . . . (2) Purchases of assets from a noncharitable exempt organization. . . . . (3) Rental of facilities, equipment, or other assets . . . . . (4) Reimbursement arrangements . . . . . (5) Loans or loan guarantees. . . . . (6) Performance of services or membership or fundraising solicitations . . . . .	1b(1) 1b(2) 1b(3) 1b(4) 1b(5) 1b(6)	X X X X X X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

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

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

**Sign  
Here**

**Signature of officer or trustee**

Dat

Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name  DARLENE CHESKY	Preparer's signature  <i>Darlene Chesky</i>	Date  11/10/16	Check <input type="checkbox"/> if self-employed	PTIN  P00109599
	Firm's name ► THE AYCO COMPANY, LP	Firm's EIN ► 33-1187432			
	Firm's address ► PO BOX 15014  ALBANY, NY	12212-5014	Phone no	518-640-5000	

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

OMB No 1545-0047

2015

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its Instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

Name of the organization

THE BARI LIPP FOUNDATION, INC.

Employer identification number

13-3921302

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 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 33 1/3 % 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. Do not 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 is not covered by the General Rule and/or the Special Rules does not 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

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Name of organization THE BARI LIPP FOUNDATION, INC.

Employer identification number  
13-3921302**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	ROBERT I. LIPP 1158 FIFTH AVENUE, APT. 12A NEW YORK, NY 10029	\$ 750.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	ROBERT I LIPP 1158 FIFTH AVENUE, APT. 12A NEW YORK, NY 10029	\$ 1,007,706.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE BARI LIPP FOUNDATION, INC.

Employer identification number

13-3921302

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	9,815 SHARES, TRAVELERS CO. INC COMMON STOCK, @ \$102.67 PER SHARE (VALUED AT THE MEAN BETWEEN THE HIGH AND LOW TRADES, NYSE, ON 4/23/2015)	\$ 1,007,706.	04/23/2015
(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 BARI LIPP FOUNDATION, INC.

**Employer identification number**

13-3921302

**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

THE BARI LIPP FOUNDATION, INC.

13-3921302

**THE BANK OF AMERICA CORPORATION**  
**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

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FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTSATTACHMENT 1

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
JP MORGAN 52113	101.	101.
GOLDMAN SACHS 21525	590.	590.
FIDELITY 854751	64.	64.
INTEREST ON RECEIVABLE	90.	90.
TOTAL	<u>845.</u>	<u>845.</u>

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIESATTACHMENT 2

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN 52113 - INTEREST	7,750.	7,750.
JP MORGAN 47256 - DIVIDENDS	150,118.	150,100.
JP MORGAN 47256 - ACCRUED DIVIDENDS PAID	-1,668.	-1,668.
JP MORGAN 67726 - INTEREST	90,371.	90,371.
FIRST MANHATTAN - INTEREST	605,431.	605,431.
FIRST MANHATTAN - ACCRUED INTEREST	-21,058.	-21,058.
FIDELITY 854751 - DIV	67,319.	67,319.
GS MEZZANINE INVESTMENT INCOME	175,238.	175,238.
JP MORGAN 52113 - DIVIDEND	201,470.	201,470.
TRIDENT V PROFESSIONAL FUND LP K-1 - DIV	23,437.	23,437.
TRIDENT V PROFESSIONAL FUND LP K-1 - INT	4,183.	4,183.
TRIDENT V PROF LP K-1 - REMOVE PFIC DIST	-2,361.	-2,361.
WESTWOOD HOLDINGS K-1 - INT	74,973.	74,973.
BIRCHWOOD RICHMOND LLC K-1 - INT	1.	1.
WESTWOOD HOLDINGS K-1 - DIV	6.	6.
WILLEO CREEK PARTNERS, LLC K-1 INT	9.	9.
WESTWOOD TRUST #5272 - DIV	6.	6.
TOTAL	<u>1,375,225.</u>	<u>1,375,207.</u>

FORM 990PF, PART I - OTHER INCOMEATTACHMENT 3

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIDELITY 854751 - MISC INCOME	870.	870.
OTHER PORTFOLIO INCOME	100,752.	100,752.
RENTAL LOSS FROM K-1S	-93,788.	-93,788.
SETTLEMENT INCOME	32.	32.
SOUND POINT MGMT - MISC INCOME	9,690.	9,690.
SECTION 988 GAIN	34.	34.
OTHER PORTFOLIO GAIN K-1	20,658.	20,658.
PFIC INCOME	9,633.	9,633.
NET SECTION 1231 GAIN/ (LOSS)	-4,667.	-4,667.
	<u>43,214.</u>	<u>43,214.</u>
		TOTALS

FORM 990PF, PART I - ACCOUNTING FEESATTACHMENT 4

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREP FEES	5,500.			
TOTALS		5,500.		

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST EXPENSE	214.	214.
TOTALS	<u>214.</u>	<u>214.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX PAID	749.	749.
TOTALS	<u><u>749.</u></u>	<u><u>749.</u></u>

FORM 990PF, PART I - OTHER EXPENSESATTACHMENT 7

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES	<u>58,476.</u>	<u>58,476.</u>
OTHER PORTFOLIO DEDUCTIONS K-1	<u>1,527.</u>	<u>1,527.</u>
NONDEDUCTIBLE EXPENSES K-1	<u>355.</u>	
SECTION 179 K-1	<u>2.</u>	
INSURANCE EXPENSE	<u>2,665.</u>	
SECTION 59 (E) (2) EXPENSE K-1	<u>16,725.</u>	
NYS FILING FEE	<u>750.</u>	
TOTALS	<u><u>80,500.</u></u>	<u><u>76,730.</u></u>

ATTACHMENT 8FORM 990PF, PART II - RECEIVABLES DUE FROM OFFICERS, ETC.

BORROWER: ROBERT I LIPP

ORIGINAL AMOUNT: 3,665.

REPAYMENT TERMS: AS SOON AS POSSIBLE

SECURITY PROVIDED: NONE

PURPOSE OF LOAN: PAYMENT OF EXPENSES FOR DISQUALIFIED PERSON

DESCRIPTION AND FMV CASH - \$3,365

OF CONSIDERATION:

BEGINNING BALANCE DUE ..... 3,665.

ENDING BALANCE DUE ..... 3,365.

ENDING FAIR MARKET VALUE ..... 3,399.

BORROWER: ROBERT I LIPP

ORIGINAL AMOUNT: 18,789.

REPAYMENT TERMS: AS SOON AS POSSIBLE

SECURITY PROVIDED: NONE

PURPOSE OF LOAN: DISTRIBUTION RECEIVED BY OFFICER

DESCRIPTION AND FMV CASH - \$18,789

OF CONSIDERATION:

BEGINNING BALANCE DUE ..... 18,789.

ENDING BALANCE DUE ..... \_\_\_\_\_

ENDING FAIR MARKET VALUE ..... \_\_\_\_\_

TOTAL BEGINNING RECEIVABLES DUE FROM OFFICERS, ETC. 22,454.

TOTAL ENDING BOOK - RECEIVABLES DUE FROM OFFICERS, ETC. 3,365.

TOTAL ENDING FMV - RECEIVABLES DUE FROM OFFICERS, ETC. 3,399.

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
FIDELITY JPM 52113	3,023,134. 2,782,078.	3,418,254. 2,595,339.
TOTALS	<u>5,805,212.</u>	<u>6,013,593.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIRST MANHATTAN #2856	11,916,271.	11,353,450.
SOUND POINT CLO BONDS	866,188.	866,188.
JP MORGAN 47256	2,075,755.	1,934,200.
JP MORGAN 67726	1,946,667.	1,874,772.
JP MORGAN 52113	100,000.	116,726.
 TOTALS	 <u>16,904,881.</u>	 <u>16,145,336.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 11

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
GS MEZZANINE	798,219.	468,260.
BIRCHWOOD RICHMOND LLC	381,870.	381,583.
WESTWOOD HOLDINGS	1,117,332.	1,052,177.
TRIDENT V PROFESSIONAL FUND LP	828,378.	821,166.
SOUND POINT CREDIT OPPS	2,000,000.	2,789,159.
HONEY TREE RICHMOND, LLC	276,314.	275,475.
BARRETT HEIGHTS APARTMENT HOME	412,723.	412,723.
WILLOW CREEK PARTNERS, LLC	499,574.	499,574.
 TOTALS	<u>6,314,410.</u>	<u>6,700,117.</u>

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDEND RECEIVABLE	1,626.	1,626.
ACCRUED INTEREST PD CARRYOVER	1,987.	1,987.
DUE FROM BARRETT HEIGHTS APTS	14,400.	14,400.
INTEREST RECEIVABLE	252.	252.
 TOTALS	 <u>18,265.</u>	 <u>18,265.</u>

ATTACHMENT 12

ATTACHMENT 13FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
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APPRECIATION OVER DONORS COST OF  
SECURITIES TRANSFERRED INTO THE  
FOUNDATION

601,314.

TOTAL

601,314.

FORM 990FF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROBERT I. LIPP C/O AYCO CO., L.P. - DAVID QUINN PO BOX 15014 ALBANY, NY 12212-5014	DIRECTOR AS REQUIRED	0.	0.	0.
JEFFREY D. LIPP C/O AYCO CO., L.P. - DAVID QUINN PO BOX 15014 ALBANY, NY 12212-5014	DIRECTOR AS REQUIRED	0.	0.	0.
WENDY A. LIPP C/O AYCO CO, LP - PO BOX 15014 PO BOX 15014 ALBANY, NY 12212-5014	DIRECTOR AS REQUIRED	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS  
FOUNDATION STATUS OF RECIPIENT

SEE ATTACHED LIST

## CONTRIBUTION PAID THRU TRIDENT V PROFESSIONALS K-1

<u>AMOUNT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>
2,757,202	GENERAL CHARITABLE PURPOSES
35	GENERAL CHARITABLE PURPOSES
	TOTAL CONTRIBUTIONS PAID
	<u>2,757,237</u>

**BARI LIPP FOUNDATION**  
**EIN: 13-3921302**  
**CHARITABLE CONTRIBUTION LIST**  
**FYE: 12/31/2015**

<b>Date</b>	<b>Check #</b>	<b>Description</b>	<b>Contributions</b>
01/08/15	2524	Crossroads School, Santa Monica, CA	25,000 00
01/16/15	2525	New York City Ballet, New York, NY	5,000 00
02/27/15	2527	Lets Get Ready Gala Benefit, New York, NY	1,000 00
03/12/15	2528	Bachmann-Strauss Dystonia & Parkinson Fdn, New York, NY	5,000 00
03/04/15	2529	Open Doors Organization, Chicago, IL	115,000 00
03/11/15	2530	New York City Ballet, New York, NY	50,000 00
03/17/15	2531	New York City Ballet, New York, NY	132 00
03/19/15	2532	The End Fund, New York, NY	5,000 00
04/07/15	2533	Bart Foundation Inc , Adams, MA	10,000 00
04/07/15	2534	Crossroads School, Santa Monica, CA	100,000 00
04/03/15	2536	Student Advocacy, Elmsford, NY	2,500 00
04/20/15	2537	Laguardia Community College, Long Island City, NY	10,000 00
04/21/15	2538	New England Life Flight Inc dba Boston Medflight, Bedford, MA	500 00
04/24/15	2539	Katonah Museum of Art Inc , Katonah, NY	1,000 00
04/27/15	2541	St Luke's School, New Canaan, CT	75,000 00
04/27/15	2542	Greenwich Intl Film Festival Inc , Greenwich, CT	1,000 00
05/06/15	2540	American Cancer Society, Wake, NC	500 00
05/22/15	2543	Carnegie Hall, New York, NY	2,500 00
05/22/15	2544	Long Ridge School, Stamford, CT	30,000 00
05/26/15	2545	Sarah Lawrence College, Bronxville, NY	250,000 00
06/01/15	2546	The Clark Art Institute, Williamstown, MA	49,570 00
06/10/15	2548	Central Park Conservancy, New York, NY	2,500 00
06/04/15	2549	New York City Ballet, New York, NY	500,000 00
06/19/15	2551	The Clark Art Institute, Williamstown, MA	4,000 00
06/23/15	2552	U Mass Memorial Foundation, Worcester, MA	75,000 00
06/30/15	2553	Carnegie Hall, New York, NY	50,000 00
07/22/15	2554	Carnegie Hall, New York, NY	300,000 00
07/24/15	2555	Nantucket Antheneum, Nantucket, MA	50,000 00
07/30/15	2556	Nantucket Cottage Hospital Foundation Inc, Nantucket, MA	50,000 00
07/24/15	2557	The Clark Art Institute, Williamstown, MA	500,000 00
07/29/15	2558	Sound Body Sound Mind, Los Angeles, CA	25,000 00
07/28/15	2559	Nantucket Golf Club Foundation Inc , Siasconset, MA	25,000 00
08/07/15	2560	Nantucket Boys and Girls Club, Nantucket, MA	20,000 00
08/31/15	2562	School of American Ballet, New York, NY	5,000 00
09/10/15	2563	Nantucket S T A R , Nantucket, MA	500 00
10/19/15	2564	Fibrolamellar Cancer Foundation, Greenwich, CT	5,000 00
10/19/15	2565	Metropolitan Opera Assoc Inc, New York, NY	5,000 00
10/21/15	2566	Central Synagogue, New York, NY	15,000 00
10/29/15	2568	Children's Aid Society, New York, NY	5,000 00
10/30/15	2569	Cystic Fibrosis Foundation, Middletown, CT	500 00
11/09/15	2567	Central Park Conservancy, New York, NY	2,500 00
12/01/15	2571	Marin Academy, San Rafael, CA	5,000 00
12/01/15	2572	Williams College, Williamstown, MA	10,000 00
12/09/15	2573	Episcopal Charities, New York, NY	5,000 00
12/08/15	2574	Focus For A Future Inc , New York, NY	10,000 00
12/10/15	2576	Los Angeles United Futbol AC, Los Angeles, CA	2,500 00
12/15/15	2577	The Network for Teaching Entrepreneurship, Los Angeles, CA	25,000 00
12/14/15	2578	Crossroads School, Santa Monica, CA	2,500 00
12/14/15	2579	UCLA Development, Los Angeles, CA	15,000 00
12/08/15	2580	Southern California Public Radio, Pasadena, CA	15,000 00
12/11/15	2581	UCLA Foundation, Los Angeles, CA	15,000 00

12/07/15	2582	Williams College, Williamstown, MA	5,000 00
12/15/15	2583	National CASA Association, Seattle, WA	1,500 00
12/17/15	2585	Summation Dance Company, Brooklyn, NY	2,500 00
12/15/15	2586	Wilshire Blvd Temple, Los Angeles, CA	20,000 00
12/17/15	2587	New York City Ballet, New York, NY	50,000 00
12/31/15	2588	Boston Children's Hospital, Boston, MA	100,000 00
12/24/15	2590	Mount Kisco Child Care Center, Mt Kisco, NY	20,000 00
12/30/15	2593	Dancing Dreams, Bayside, NY	5,000 00
12/01/15	2575	Foster Care Counts, Los Angeles, CA	1,000 00
12/08/15	2584	Pen Center USA, Beverly Hills, CA	1,000 00
12/17/15	2589	Carnegie Hall, New York, NY	50,000 00
12/22/15	2591	Temple Shearith Israel, Ridgefield, CT	2,500 00
12/22/15	2592	The Clark Art Institute, Williamstown, MA	15,000 00
Total			<u>2,757,202 00</u>

*All contributions were made to the general purpose fund  
of public charitable organizations that were classified under  
Section 501(c)(3) of the Internal Revenue Code;*

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
FIDELITY 854751 - MISC INCOME					870.
RENTAL LOSS FROM K-1S	531110	-65,062.	16		-28,726.
OTHER PORTFOLIO INCOME			18		100,752.
SETTLEMENT INCOME			01		32.
SOUND POINT MGMT - MISC INCOME			01		9,690.
TRIDENT - BUSINESS INCOME	523000	20,658.	01		34.
SECTION 988 GAIN K-1			01		9,633.
PFIC INCOME			01		-4,667.
NET SECTION 1231 GAIN/ (LOSS)					
TOTALS					<u><u>-44,404.</u></u>

87,618.

TOTALS