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

OMB No 1545-0052

2015

Open to Public Inspection

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

Name of foundation THE ACHELIS & BODMAN FOUNDATION

C/O MORRIS & MCVEIGH

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

767 THIRD AVENUE

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

NEW YORK, NY 10017

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

X Name change

H Check type of organization

X 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) \$ 38,914,298.

J Accounting method

Cash

Accrual

X Other (specify)

MODIFIED CASH

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

A Employer identification number

13-6022018

B Telephone number (see instructions)

(212) 644-0322

C If exemption application is pending, check here.

D 1. Foreign organizations, check here.

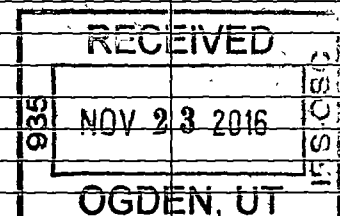
2. Foreign organizations meeting the 85% test, check here and attach computation.

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.

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.				
4 Dividends and interest from securities	246,252.	559,054.		ATCH 1
5a Gross rents				
b Net rental income or (loss)	1,408,359.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	3,689,178.			
7 Capital gain net income (from Part IV, line 2)		2,000,848.		
8 Net short-term capital gain.				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 2.	1,207,028.	29,503.		
12 Total. Add lines 1 through 11	2,861,639.	2,589,405.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	71,295.	3,565.		67,730.
14 Other employee salaries and wages	1,715.	172.		1,543.
15 Pension plans, employee benefits	17,253.	1,725.		15,528.
16a Legal fees (attach schedule) ATCH 3.	9,674.	2,419.		7,255.
b Accounting fees (attach schedule) ATCH 4.	50,801.	25,401.		25,400.
c Other professional fees (attach schedule) [5]	118,655.	111,988.		6,667.
17 Interest. ATCH 6.		131.		
18 Taxes (attach schedule) (see instructions) [7].	113,587.	6,232.		
19 Depreciation (attach schedule) and depletion.				
20 Occupancy	16,666.	1,667.		14,999.
21 Travel, conferences, and meetings	7,532.	377.		7,155.
22 Printing and publications	1,061.	53.		1,008.
23 Other expenses (attach schedule) ATCH 8.	10,389.	251,536.		9,685.
24 Total operating and administrative expenses. Add lines 13 through 23.	418,628.	405,266.		156,970.
25 Contributions, gifts, grants paid	2,609,600.			2,609,600.
26 Total expenses and disbursements. Add lines 24 and 25.	3,028,228.	405,266.	0.	2,766,570.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-166,589.			
b Net investment income (if negative, enter -0-)		2,184,139.		
c Adjusted net income (if negative, enter -0-)				



SCANNED ON 11/23/2016

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	214,877.	231,074.	231,074.	
	2 Savings and temporary cash investments	2,331,042.	832,616.	832,616.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable.				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use.				
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations (attach schedule).				
	b Investments - corporate stock (attach schedule) ATCH 9	5,838,028.	4,317,742.	4,317,742.	
	c Investments - corporate bonds (attach schedule).				
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach schedule) ▶					
12 Investments - mortgage loans					
13 Investments - other (attach schedule) ATCH 10		33,433,984.	33,532,866.	33,532,866.	
14 Land, buildings, and equipment basis ▶					
Less: accumulated depreciation (attach schedule) ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		41,817,931.	38,914,298.	38,914,298.	
17 Accounts payable and accrued expenses					
18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons.				
	21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	41,817,931.	38,914,298.		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐				
	27 Capital stock, trust principal, or current funds				
	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)	41,817,931.	38,914,298.			
31 Total liabilities and net assets/fund balances (see instructions)	41,817,931.	38,914,298.			

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	41,817,931.
2 Enter amount from Part I, line 27a.	2	-166,589.
3 Other increases not included in line 2 (itemize) ▶ ATCH 11	3	1,500,000.
4 Add lines 1, 2, and 3	4	43,151,342.
5 Decreases not included in line 2 (itemize) ▶ ATCH 12	5	4,237,044.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	38,914,298.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	2,000,848.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	2,098,275.	42,160,952.	0.049768
2013	1,512,477.	38,521,769.	0.039263
2012	1,540,003.	35,664,582.	0.043180
2011	1,520,019.	36,452,969.	0.041698
2010	1,540,233.	35,338,460.	0.043585
2 Total of line 1, column (d)			0.217494
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			0.043499
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			40,401,144.
5 Multiply line 4 by line 3			1,757,409.
6 Enter 1% of net investment income (1% of Part I, line 27b)			21,841.
7 Add lines 5 and 6			1,779,250.
8 Enter qualifying distributions from Part XII, line 4			2,766,570.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	21,841.
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	21,841.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	21,841.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	109,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	109,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	87,159.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☒ 25,000. Refunded ☐	11	62,159.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b 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		X
c 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . ATCH 13	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NEW YORK		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . ATCH 14	X	

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	Yes	No X
12. Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13. Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.ACHELIS-BODMAN-FNDS.ORG</u>	13	X	
14. The books are in care of <u>THE FOUNDATION</u> Telephone no <u>(212) 644-0322</u> Located at <u>767 THIRD AVENUE NEW YORK, NY</u> ZIP+4 <u>10017</u>			
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 <u>15</u>			
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 <u></u>	16	Yes	No X

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):		Yes	No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☒ No		
b. If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b		X
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?	1c		X
2. Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a. At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years <u></u>		☐ Yes ☒ No	
b. Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>			
3a. Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		☐ Yes ☒ No	
b. If "Yes," did it have excess business holdings in 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)	3b		
4a. Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b. Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ☒ **5b**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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 **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b**

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 15		71,295.	17,253.	0.

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

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

Total number of other employees paid over \$50,000. ☐ **0.**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0.

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	24,759,093.
b	Average of monthly cash balances	1b	2,119,860.
c	Fair market value of all other assets (see instructions)	1c	14,137,437.
d	Total (add lines 1a, b, and c)	1d	41,016,390.
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	41,016,390.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	615,246.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,401,144.
6	Minimum investment return. Enter 5% of line 5	6	2,020,057.

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	2,020,057.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	21,841.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	21,841.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,998,216.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,998,216.
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	1,998,216.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,766,570.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,766,570.
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	21,841.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,744,729.

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				1,998,216.
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				
b From 2011				
c From 2012				
d From 2013				
e From 2014 94,581.				
f Total of lines 3a through e	94,581.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 2,766,570.				
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.				1,998,216.
e Remaining amount distributed out of corpus.	768,354.			
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	862,935.			
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)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	862,935.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014 94,581.				
e Excess from 2015 768,354.				

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

NOT APPLICABLE

1a 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

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

ATCH 16

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

ATCH 17

c Any submission deadlines

THERE ARE NO SUBMISSION DEADLINES.

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

ATCH 18

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 Paid during the year					
ATCH 19					

Enter gross amounts unless otherwise indicated

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 .	900001	1,418.	14	244,834.		
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property. .						
7 Other investment income	900001	312.	18	1,408,047.		
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue a _____						
b ATCH 20 _____		-44,453.		1,251,481.		
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)		-42,723.		2,904,362.		
13 Total. Add line 12, columns (b), (d), and (e)					13	2,861,639.

(See worksheet in line 13 instructions to verify calculations)

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

This image shows a blank sheet of white paper with horizontal blue or grey ruling lines. A single vertical line runs down the left side, creating a narrow margin. The paper appears to be from a notebook or a standard sheet of stationery. There are no markings, text, or drawings on the page.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,689,178.		MARKETABLE SECURITIES PROPERTY TYPE: SECURITIES 2,280,819.				P	1,408,359.	
		LIMITED PARTNERSHIP GAINS (LOSSES) PROPERTY TYPE: OTHER				P	592,801.	
		LESS: AMOUNT ATTRIBUTABLE TO UBIT PROPERTY TYPE: OTHER				P	-312.	
TOTAL GAIN(LOSS)							<u>2,000,848.</u>	

The Achelis Bodman Foundation

12/31/15

SCHEDULE OF GAINS AND LOSSES FROM LIMITED PARTNERSHIPS

	Gain (Loss)
RCP Secondary Opportunity Fund II, LP	67,213
TIFF Partners III, LLC	2,405
Endowment / Common Fund	78,599
Carlyle International Energy Partners, L P	5,264
Cyprium Investors II, LLC	(25,141)
Cyprium Investors IV, LLC	10,507
TIFF Secondary Partners I, LLC	(44,931)
TIFF Partners 2006	82,037
TIFF Partners 2007	69,709
TIFF Partners 2008	148,227
TIFF Partners 2012	22,629
TIFF Partners 2013	2,435
TIFF Partners 2015	758
TIFF Special Opp Fund	14,642
Abrams Capital	157,536
Brightwood Capital SBIC II, LP	912
Total Gains from Limited Partnerships	592,801
Less. Amount attributable to UBIT	(312)
Total	592,489

LP Gains

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST & DIVIDENDS FROM SECURITIES	246,252.	246,252.
INTEREST & DIVIDENDS FROM LIMITED PARTNERSHIPS		314,220.
LESS: AMOUNT ATTRIBUTABLE TO UBIT		-1,418.
TOTAL	<u>246,252.</u>	<u>559,054.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INCOME FROM LIMITED PARTNERSHIPS AND SIMILAR TYPE INVESTMENTS - NET	1,206,874.	-15,104.
ADD: LOSS AMOUNT ATTRIBUTABLE TO UBIT OTHER INCOME	154.	44,453. 154.
TOTALS	1,207,028.	29,503.

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL SERVICES	9,674.	2,419.		7,255.
TOTALS	<u>9,674.</u>	<u>2,419.</u>		<u>7,255.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDITING AND TAX SERVICES	29,027.	14,514.		14,513.
BOOKKEEPING SERVICES	16,900.	8,450.		8,450.
OTHER BOOKKEEPING SERVICES	4,874.	2,437.		2,437.
TOTALS	<u>50,801.</u>	<u>25,401.</u>		<u>25,400.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT FEES	70,435.	70,435.	
CUSTODIAL FEES	41,553.	41,553.	
CONSULTING FEES	6,667.		6,667.
TOTALS	<u>118,655.</u>	<u>111,988.</u>	<u>6,667.</u>

ATTACHMENT 6

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST		592.
LESS:AMOUNT ATTRIBUTED TO UBIT		-461.
TOTALS		<u>131.</u>

ATTACHMENT 7FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN WITHHOLDING TAXES		3,517.
PAID THROUGH PARTNERSHIPS		
LESS: AMOUNT ATTRIBUTED TO UBI		-3.
FOREIGN WITHHOLDING TAX	2,718.	2,718.
ON INVESTMENTS		
FEDERAL EXCISE TAX	109,619.	
FEDERAL UBI TAX	1,000.	1,000.
LESS: AMOUNT ATTRIBUTED TO UBI		-1,000.
NYS CORPORATION TAX	250.	250.
LESS: AMOUNT ATTRIBUTED TO UBI		-250.
TOTALS	<u>113,587.</u>	<u>6,232.</u>

FORM 990PF, PART I - OTHER EXPENSESATTACHMENT 8

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SUPPLIES	683.	34.	649.
TELEPHONE	4,127.	206.	3,921.
POSTAGE	379.	19.	360.
MISCELLANEOUS	4,450.	445.	4,005.
FILING FEES	750.		750.
LIMITED PARTNERSHIP EXPENSES		262,382.	
LESS: AMOUNT ATTRIBUTABLE TO UBIT		-11,550.	
TOTALS	<u>10,389.</u>	<u>251,536.</u>	<u>9,685.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED SCHEDULE	4,317,742.	4,317,742.
TOTALS	<u>4,317,742.</u>	<u>4,317,742.</u>

The Achelis & Bodman Foundation
Schedule of Marketable Securities
For the Year Ended December 31, 2015
(Modified Cash Basis)
(See Accountants' Compilation Report)

	December 31, 2015	
	Book	Market
	Basis	Value
Stocks		
Abbott Laboratories	37,000.79	89,820.00
Abbvie Inc	43,384.39	148,100.00
Altria Group	38,640.00	58,210.00
Anadarko Pete Corp	112,548.85	87,929.80
Automatic Data Processing Inc	27,526.06	127,080.00
Bank of New York Mellon Corp	23,478.14	206,100.00
Barrick Gold Corp	124,353.45	51,660.00
Bristol-Myers Squibb	101,980.00	137,580.00
Canadian Pac Ry Ltd	73,425.51	127,600.00
ChevronTexaco Corp	222,895.52	155,091.04
Colgate Palmolive Co	21,609.37	66,620.00
General Electric Co	192,951.67	218,050.00
Nestle SA	134,700.00	148,840.00
Newmont Mining Corp	136,327.22	62,965.00
Pepsico Inc	41,187.50	99,920.00
Philip Morris International Inc	33,416.00	35,164.00
Royal Dutch Shell PLC	36,370.80	72,210.83
Southern Co	68,010.00	70,185.00
Union Pacific Corp	6,261.27	78,200.00
Verizon Communications Inc	93,731.52	90,406.32
AMC Networks Inc	18,693.70	31,739.00
Applied Micro Circuits Corp	23,373.47	17,517.50
Array Biopharma Inc	14,124.29	11,816.00
Arris Group Inc.	35,869.68	61,140.00
Atmel Corp	36,768.42	52,521.00
Avnet Inc	19,304.10	32,130.00
Belmond Ltd	28,415.07	25,175.00
Boyd Gaming Corp	15,761.76	31,792.00
C A E Inc Com	18,209.37	26,616.00
Cablevision NY Group CL A	15,966.52	44,660.00
Cameco Corp	30,703.78	24,660.00
Cincinnati Bell Inc.	29,674.77	32,760.00
Cognex Corp	27,299.73	33,770.00
Cummins Inc	3,509.00	35,204.00
Cyrusone Inc	8,255.45	16,852.50
Diana Shipping Inc	16,923.84	10,440.00
Discovery Communications - C	28,366.70	53,970.80
Dyax Corp	10,248.12	45,144.00
Endocyte Inc	9,914.01	2,807.00
Fibrogen Inc	12,986.33	16,758.50

The Achelis & Bodman Foundation
Schedule of Marketable Securities
For the Year Ended December 31, 2015
(Modified Cash Basis)
(See Accountants' Compilation Report)

	December 31, 2015	
	Book	Market
	Basis	Value
Gannett Inc	7,356.36	17,919.00
Harmonic Lightwave Inc	28,848.84	15,669.50
Helmrich & Payne Incorporated	2,132.25	8,032.50
Hexcel Corp New Com	19,813.36	37,160.00
Iac Interactivecorp	4,865.19	18,015.00
Immunogen Inc	9,608.97	12,891.50
Infinity Pharmaceuticals Inc	10,204.80	9,420.00
International Speedway Corp Cl A	12,033.04	11,802.00
Interxion Holding NV	36,094.83	43,717.50
Iridium Communications Inc	16,382.76	15,979.00
Ionis Pharmaceuticals	15,043.69	68,123.00
Janus Cap Group	16,364.44	23,953.00
Kansas City Southern	10,429.46	33,601.50
Lam Resh Corp	24,076.33	88,791.56
Las Vegas Sands Corp.	4,053.17	43,840.00
Lazard Ltd	26,938.45	29,256.50
Level 3 Communications Inc	21,115.58	63,927.36
Liberty Media Corp - C	1,106.99	17,136.00
Liberty Media Corp - A	496.76	7,850.00
Lumentum Holdings Inc	20,435.50	19,597.80
Macrogenics Inc	15,915.87	17,033.50
Madison Square Garden Co - WI	14,306.58	22,813.80
Media General Inc	23,632.52	23,417.50
Medicines Co	13,723.86	20,537.00
MSG Networks Inc	5,571.88	8,840.00
Myriad Genetics Inc	10,777.78	32,370.00
Polycom Inc	11,655.36	11,331.00
Precision Castparts Corp	3,150.00	46,402.00
Prothena Corp PLC	11,797.43	17,027.50
P T C Therapeutics Inc	15,080.99	9,720.00
Q O R V O Inc	22,962.00	72,787.00
Raymond James Financial Inc	16,489.32	34,782.00
Regeneron Pharmaceuticals Inc	3,476.43	103,145.30
Robert Half International Inc	14,412.07	21,213.00
Rowan Companies PLC	22,119.50	11,017.50
Royal Caribbean Cruises	31,893.22	111,331.00
Seachange Intl Inc	15,785.89	14,491.00
Seattle Genetics Inc	9,150.67	38,148.00
Sinclair Broadcast Group Inc	8,463.83	47,183.00
Sothebys Holdings Inc Class A	22,496.89	16,744.00
Starz - Liberty Capital	35,155.59	36,850.00

The Achelis & Bodman Foundation
Schedule of Marketable Securities
For the Year Ended December 31, 2015
(Modified Cash Basis)
(See Accountants' Compilation Report)

	December 31, 2015	
	Book	Market
	Basis	Value
Stillwater Mng co	12,012.53	8,570.00
Tegna Inc	31,704.44	56,144.00
Telephone and Data Systems	20,710.55	20,712.00
Trimble Nav Ltd	39,465.30	45,045.00
Unifi Inc	12,576.13	19,705.00
United States Cellular Corp	8,095.14	12,243.00
Valspar Corp	11,498.14	45,622.50
Viavi Solutions Inc	11,803.11	9,744.00
Vishay Intertechnology Inc	15,397.24	15,062.50
Waddell & Reed Financial Inc	11,873.20	18,629.00
World Wrestling Entertainment	16,481.74	23,193.00
Total Stocks	2,781,202.14	4,317,742.11

ATTACHMENT 10FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TIFF PARTNERS III L.P.	31,556.	31,556.
ENDOWMENT PRIVATE EQUITY PART.	95,610.	95,610.
TIFF SECONDARY PARTNERS I L.P.	211,892.	211,892.
CYPRUM INVESTORS II, L.P.	3,470.	3,470.
CYPRUM INVESTORS IV, L.P.	-19,815.	-19,815.
CYPRUM INVESTORS IV AIV I, LP	306,543.	306,543.
SOUTHPAW CREDIT OPTY FUND LTE.	2,523,293.	2,523,293.
TIFF SECONDARY PARTNERS 2006	320,949.	320,949.
TIFF SECONDARY PARTNERS 2007	607,325.	607,325.
TIFF SECONDARY PARTNERS 2008	1,082,433.	1,082,433.
ABRAMS CAPITAL PARTNERS II	3,977,001.	3,977,001.
NORTHRUN OFFSHORE	2,187,554.	2,187,554.
DODGE & COX	1,450,540.	1,450,540.
TIFF SHORT TERM	596,575.	596,575.
WCM FOCUSED INT'L GROWTH	2,851,297.	2,851,297.
TIFF SECONDARY PARTNERS 2012	677,803.	677,803.
TIFF SPECIAL OPPORTUNITY FUND	326,529.	326,529.
VANGUARD ST BOND INDEX	2,170,557.	2,170,557.
ARTISAN INTL VALUE FUND	2,733,152.	2,733,152.
DELAWARE EMERGING MARKETS	3,711,800.	3,711,800.
WALTHAUSEN SMALLCAP VALUE FUND	4,017,749.	4,017,749.
TIFF PRVT EQUITY PARTNERS 2013	431,924.	431,924.
TIFF PRVT EQUITY PARTNERS 2015	94,774.	94,774.
RCP SECOND. OPPORT. FUND II LP	634,224.	634,224.
BRIGHTWOOD CAPITAL SBIC II LP	402,368.	402,368.
JOHCM INTERNATIONAL	1,857,568.	1,857,568.
VANGUARD INTERNATIONAL EQUITY	13,953.	13,953.
CARLYLE INT'L ENERGY PARTNERS	193,167.	193,167.
NEW CANAAN FUNDING MEZZ. VI	41,075.	41,075.
TOTALS	<u>33,532,866.</u>	<u>33,532,866.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNTTRANSFER OF INVESTMENTS FROM
THE BODMAN FOUNDATION

1,500,000.

TOTAL

1,500,000.

ATTACHMENT 12FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSS ON INVESTMENTS	4,237,044.
TOTAL	<u>4,237,044.</u>

ATTACHMENT 13FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

ON SEPTEMBER 10, 2014, THE TRUSTEES APPROVED A MERGER OF THE ACHELIS FOUNDATION WITH THE BODMAN FOUNDATION, A FOUNDATION WITH SIMILAR PURPOSES AND THE SAME BOARD OF TRUSTEES. ON OCTOBER 12, 2015, THE MERGER WAS APPROVED BY THE NEW YORK STATE ATTORNEY GENERAL. ON NOVEMBER 25, 2015, THE CERTIFICATE OF MERGER WAS FILED WITH NEW YORK STATE. AS A RESULT OF THE MERGER, THE FOUNDATION WAS RENAMED THE ACHELIS AND BODMAN FOUNDATION.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 14

NAME AND ADDRESS

TRUST FUND EST BY ELISABETH ACHELIS
C/O MORRIS & MCVEIGH 767 THIRD AVENUE
NEW YORK, NY 10017

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 15

<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>
RUSSELL P. PENNOYER 767 THIRD AVENUE NEW YORK, NY 10017	PRESIDENT/TRUSTEE 3.00	0.	0.	0.
JOHN N. IRWIN III 767 THIRD AVENUE NEW YORK, NY 10017	CHAIRMAN/TRUSTEE 3.00	0.	0.	0.
PETER FRELINGHUYSEN 767 THIRD AVENUE NEW YORK, NY 10017	VICE PRESIDENT/TRUSTEE 3.00	0.	0.	0.
TATIANA POUSCHINE 767 THIRD AVENUE NEW YORK, NY 10017	VICE PRESIDENT/TRUSTEE 3.00	0.	0.	0.
HORACE I. CRARY, JR. 767 THIRD AVENUE NEW YORK, NY 10017	TREASURER/TRUSTEE 3.00	0.	0.	0.
JOHN B. KRIEGER 767 THIRD AVENUE NEW YORK, NY 10017	EXECUTIVE DIRECTOR/SECRETARY 40.00	71,295.	17,253.	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 15 (CONT'D)

<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>
LESLIE LENKOWSKY 767 THIRD AVENUE NEW YORK, NY 10017	TRUSTEE 3.00	0.	0.	0.
MARY B. PHIPPS 767 THIRD AVENUE NEW YORK, NY 10017	TRUSTEE 3.00	0.	0.	0.
WALTER J. P. CURLEY, JR. 767 THIRD AVENUE NEW YORK, NY 10017	TRUSTEE 3.00	0.	0.	0.
MAGDALENA ZAVALIA DE MIGUENS. 767 THIRD AVENUE NEW YORK, NY 10017	TRUSTEE 3.00	0.	0.	0.
GRAND TOTALS		<u>71,295.</u>	<u>17,253.</u>	<u>0.</u>

ATTACHMENT 16

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

MR. JOHN N. IRWIN, CHAIRMAN
767 THIRD AVENUE
NEW YORK, NY 10017
212-644-0322

MR. RUSSELL P. PENNOYER, PRESIDENT
767 THIRD AVENUE
NEW YORK, NY 10017
212-644-0322

MR. JOHN KRIEGER, EXECUTIVE DIRECTOR
767 THIRD AVENUE
NEW YORK, NY 10017
212-644-0322

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

GRANT REQUESTS SHOULD BE FORWARDED BY LETTER, ONE COPY ONLY, OVER THE SIGNATURE OF AN APPROPRIATE OFFICER. ORGANIZATIONS WITH WHICH THE FOUNDATION MAY NOT BE FAMILIAR WITH SHOULD INCLUDE A STATEMENT OF HISTORY AND PURPOSES, THE SCOPE OF CURRENT ACTIVITIES, THE PROJECT OR PURPOSE FOR WHICH FUNDS ARE SOUGHT AND FINANCIAL DATA AS TO BOTH THE ORGANIZATION AND THE PROPOSAL ITSELF, TOGETHER WITH PROOF OF TAX-EXEMPT STATUS.

ATTACHMENT 18990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE FOUNDATION'S ACTIVITIES ARE PRIMARILY CENTERED IN GREATER NEW YORK UNDER THE CURRENT PROGRAM, GRANTS ARE USUALLY NOT AUTHORIZED FOR TRAVEL, PUBLICATIONS, FILMS, OR CONFERENCES. THE FOUNDATION DOES NOT ENGAGE DIRECTLY IN RESEARCH OR EXPERIMENTAL PROJECTS. THE FOUNDATION DOES NOT MAKE LOANS NOR DOES IT MAKE GRANTS TO INDIVIDUALS.

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

ATTACHMENT 19

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED SCHEDULE	NONE		SEE ATTACHED SCHEDULE	2,609,600.
	PC			
			TOTAL CONTRIBUTIONS PAID	<u>2,609,600.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 20

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
PARTNERSHIP INCOME (LOSS)	900001	-44,453.	14	1,251,481.	
TOTALS		<u>-44,453.</u>		<u>1,251,481.</u>	