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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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation THE BAY AND PAUL FOUNDATIONS, INC.		A Employer identification number 13-1991717
Number and street (or P O box number if mail is not delivered to street address) 17 WEST 94TH STREET		B Telephone number (see instructions) (212) 663-1115
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10025		C If exemption application is pending check here. ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ 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		D 1 Foreign organizations, check here. ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 62,556,737.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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.	3,399.	3,399.		
4	Dividends and interest from securities	552,242.	552,242.		
5a	Gross rents	46,366.	46,366.		
b	Net rental income or (loss)	-125,708.			
6a	Net gain or (loss) from sale of assets not on line 10	-340,649.			
b	Gross sales price for all assets on line 6a	10,078,963.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 1	73,950.	133,393.		
12	Total. Add lines 1 through 11	335,308.	735,400.		
13	Compensation of officers, directors, trustees, etc.	227,458.	43,217.		183,026.
14	Other employee salaries and wages	314,124.	15,706.		298,133.
15	Pension plans, employee benefits	159,246.	20,228.		139,018.
16a	Legal fees (attach schedule) ATCH 2	22,113.	2,089.		24,108.
b	Accounting fees (attach schedule) ATCH 3	67,544.	36,900.		21,308.
c	Other professional fees (attach schedule) [4]	287,468.	183,812.		100,240.
17	Interest				
18	Taxes (attach schedule) (see instructions) [5]	107,955.	91,855.		
19	Depreciation (attach schedule) and depletion	22,020.	22,020.		
20	Occupancy	13,694.	685.		14,685.
21	Travel, conferences, and meetings	60,939.	9,141.		49,119.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	341,570.	156,901.		136,913.
24	Total operating and administrative expenses. Add lines 13 through 23.	1,624,131.	582,554.		966,550.
25	Contributions, gifts, grants paid	4,856,041.			4,434,609.
26	Total expenses and disbursements. Add lines 24 and 25	6,480,172.	582,554.	0.	5,401,159.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-6,144,864.			
b	Net investment income (if negative, enter -0-)		152,846.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	8,592,146.	15,997,952.	15,997,952.
	3	Accounts receivable ▶ 46,812.			
		Less: allowance for doubtful accounts ▶		46,812.	46,812.
	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) ▶ *		* 500,000.	ATCH 7
		Less: allowance for doubtful accounts ▶	500,000.	500,000.	500,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	227,188.	239,650.	239,650.
	10a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	25,766,465.	26,874,543.	26,874,543.
	c	Investments - corporate bonds (attach schedule) ATCH 9	194,100.	195,892.	195,892.
	11	Investments - land, buildings, and equipment: basis ▶ 2,515,656.			ATCH 10
	Less: accumulated depreciation ▶ 475,145.	2,062,531.	2,040,511.	10,100,000.	
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 11	14,072,975.	8,600,538.	8,600,538.	
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
15	Other assets (describe ▶ ATCH 12)	4,250,610.	1,350.	1,350.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	55,666,015.	54,497,248.	62,556,737.	
Liabilities	17	Accounts payable and accrued expenses	25,310.	119,199.	
	18	Grants payable	1,503,505.	1,924,937.	
	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 ▶ ATCH 13)	14,919.	1,350.	
23	Total liabilities (add lines 17 through 22)	1,543,734.	2,045,486.		
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	54,122,281.		
	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		52,451,762.	
	30	Total net assets or fund balances (see instructions)	54,122,281.	52,451,762.	
31	Total liabilities and net assets/fund balances (see instructions)	55,666,015.	54,497,248.		

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	54,122,281.
2	Enter amount from Part I, line 27a	2	-6,144,864.
3	Other increases not included in line 2 (itemize) ▶ ATCH 14	3	4,474,345.
4	Add lines 1, 2, and 3	4	52,451,762.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	52,451,762.

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.)
1 a	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	-340,649.
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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	5,903,473.	67,447,506.	0.087527
2014	5,505,477.	68,208,534.	0.080715
2013	5,657,775.	70,124,021.	0.080682
2012	4,506,371.	71,179,808.	0.063310
2011	3,576,689.	74,302,206.	0.048137

2	Total of line 1, column (d)	2	0.360371
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.	3	0.072074
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	59,729,093.
5	Multiply line 4 by line 3.	5	4,304,915.
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,528.
7	Add lines 5 and 6.	7	4,306,443.
8	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.	8	5,401,159.

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)		1	1,528.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ 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	1,528.
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	1,528.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 84,698.		
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	84,698.	
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	83,170.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax ☒ 1,600. Refunded ☒ 81,570.	11	81,570.	

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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ☒ \$ (2) On foundation managers ☒ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		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) ☒ ME, NY, VT,		
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 2016 or the taxable year beginning in 2016 (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		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
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 WWW.BAYANDPAULFOUNDATIONS.ORG	13	X	
14	The books are in care of BAY AND PAUL FOUNDATIONS, INC Telephone no 212-663-1116 Located at 17 WEST 94TH STREET NEW YORK, NY ZIP+4 10025			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country 16	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.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ 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.)	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 _____		
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 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

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		227,458.	37,658.	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
ATCH 16		244,989.	47,649.	0.

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
ATCH 17		307,959.

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.

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	N/A	
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

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		

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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	27,798,661.
b	Average of monthly cash balances	1b	14,076,233.
c	Fair market value of all other assets (see instructions)	1c	18,763,779.
d	Total (add lines 1a, b, and c)	1d	60,638,673.
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	60,638,673.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	909,580.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	59,729,093.
6	Minimum investment return. Enter 5% of line 5	6	2,986,455.

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	2,986,455.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,528.
b	Income tax for 2016. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,528.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,984,927.
4	Recoveries of amounts treated as qualifying distributions	4	5,000.
5	Add lines 3 and 4	5	2,989,927.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,989,927.

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	5,401,159.
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	5,401,159.
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	1,528.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,399,631.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,989,927.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016				
a From 2011				2,521.
b From 2012				1,053,405.
c From 2013				2,269,758.
d From 2014				2,317,406.
e From 2015				2,605,120.
f Total of lines 3a through e	8,248,210.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>5,401,159.</u>				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions).				
d Applied to 2016 distributable amount.				2,989,927.
e Remaining amount distributed out of corpus.	2,411,232.			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,659,442.			
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 2015 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	2,521.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	10,656,921.			
10 Analysis of line 9				
a Excess from 2012	1,053,405.			
b Excess from 2013	2,269,758.			
c Excess from 2014	2,317,406.			
d Excess from 2015	2,605,120.			
e Excess from 2016	2,411,232.			

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

NONE

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 18				
Total			3a	4,434,609.
b Approved for future payment ATCH 19				
Total			3b	1,924,937.

Enter gross amounts unless otherwise indicated

(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)
----------------------	--

[illegible]

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ATLAS RESOURCE PARTNERS LP	-46,438.	26,076.
K-1 INC/LOSS CREDIT SUISSE FIRST BOSTON	490.	118.
K-1 INC/LOSS DOUBLE PLAY PARTNERS LP	70,732.	70,732.
K-1 INC/LOSS LEGACY RESERVES LP - SER A	8,000.	8,000.
K-1 INC/LOSS NB SECONDARY OPPORTUNITIES	29,794.	16,263.
K-1 INC/LOSS VANGUARD NATURAL RESOURCES, CLASS ACTION LAWSUIT PROCEEDS	11,269.	12,101.
	103.	103.
TOTALS	<u>73,950.</u>	<u>133,393.</u>

ATTACHMENT 2FORM 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>
GENERAL CONSULTATIONS	22,113.	2,089.		24,108.
TOTALS	<u>22,113.</u>	<u>2,089.</u>		<u>24,108.</u>

ATTACHMENT 3FORM 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>
AUDIT FEES	36,900.	36,900.		
GENERAL CONSULTATIONS	30,644.			21,308.
TOTALS	<u>67,544.</u>	<u>36,900.</u>		<u>21,308.</u>

ATTACHMENT 4FORM 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 SERVICES	183,812.	183,812.	
PHILANTHROPIC CONSULTING SRVCS	91,551.		90,614.
RETIREMENT PLAN CONSULTING	12,105.		9,626.
TOTALS	<u>287,468.</u>	<u>183,812.</u>	<u>100,240.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2016	16,100.	
FOREIGN TAX PAID	3,199.	3,199.
PROPERTY TAXES	88,594.	88,594.
STATE TAXES	62.	62.
TOTALS	<u>107,955.</u>	<u>91,855.</u>

FORM 990PF, PART I - OTHER EXPENSESATTACHMENT 6

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	112,669.		87,238.
ADMINISTRATIVE SET-UP FEE	7,500.		7,500.
BANK CHARGES	5,495.	5,495.	
EQUIPMENT MAINTENANCE	14,380.	14,380.	
FOUNDATION DUES & MEMBERSHIPS	5,609.	1,230.	
INDEMNIFICATION INSURANCE	5,271.	264.	4,260.
IT SUPPORT SERVICES	12,836.	642.	5,007.
K-1 EXP ATLAS RESOURCE PARTNER	13,743.		12,194.
K-1 EXP CREDIT SUISSE FIRST BO	2,399.	2,397.	
K-1 EXP DOUBLE PLAY PARTNERS L	39,226.	39,226.	
K-1 EXP NB SECONDARY OPPORTUNI	37,029.	36,381.	
K-1 EXP VANGUARD NATURAL RESOU	8,283.	8,277.	
LICENSES & REGISTRATION	49.	49.	
LIFE INSURANCE PREMIUMS	652.		
OFFICE SUPPLIES	24,603.	1,230.	16,217.
PAYROLL PROCESSING FEES	2,350.	118.	2,233.
POSTAGE/DELIVERY SERVICE	2,105.	105.	2,000.
PROPERTY INSURANCE	6,248.	6,248.	
PROPERTY MAINTENANCE & EXPENSE	40,845.	40,845.	
WEBSITE HOSTING/SUPPORT	278.	14.	264.
TOTALS	341,570.	156,901.	136,913.

ATTACHMENT 7FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: ST. LUKE'S CHAMBER ENSEMBLE INC
ORIGINAL AMOUNT: 500,000.

BEGINNING BALANCE DUE 500,000.

ENDING BALANCE DUE 500,000.

ENDING FAIR MARKET VALUE 500,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 500,000.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 500,000.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 500,000.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCENTURE PLC	655,928.	655,928.
AGCO CP	631,253.	631,253.
AMDOCS LIMITED	71,997.	71,997.
AMERICAN EXPRESS CO	703,760.	703,760.
AMERISOURCEBERGEN CORP	75,766.	75,766.
APOLLO TACTICAL INCOME FUND IN	77,300.	77,300.
ASSURED GUARANTY LTD	147,643.	147,643.
BAC CAPITAL TR V PFD - 6.500%	102,080.	102,080.
BAKER HUGHES INC	64,970.	64,970.
BERKSHIRE HATHAWAY INC. CLASS	1,646,097.	1,646,097.
BLACKROCK RESOURCES & COMMODIT	17.	17.
C H ROBINSON WORLDWIDE INC	89,963.	89,963.
CHICAGO BRIDGE & IRON	593,503.	593,503.
CHURCH & DWIGHT	59,524.	59,524.
CITIGROUP INC	291,207.	291,207.
CLEARBRIDGE AMERICAN ENERGY ML	45,900.	45,900.
CONOCOPHILLIPS	100,280.	100,280.
CSX CORP	503,020.	503,020.
CUMMINS INC	80,362.	80,362.
CUSHING ROAYLTY & INCOME FD	15,648.	15,648.
DIANA SHIPPING INC 8.5% 5/15/2	82,480.	82,480.
DISCOVERY COMMUNICATIONS, INC	95,658.	95,658.
DUFF AND PHELPS SELECT ENERGY	37,900.	37,900.
EVEREST RE GROUP LTD	75,740.	75,740.
F5 NETWORKS, INC	73,373.	73,373.
FIFTH STREET SENIOR FLOATING R	69,680.	69,680.
FIFTH THIRD BANCORP	105,102.	105,102.
FIRST TRUST INTERMEDIATE DURAT	90,760.	90,760.
FIRST TRUST MLP AND ENERGY INC	80,700.	80,700.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIRST TRUST NEW OPPORTUNITIES	64,300.	64,300.
GARTNER INC	303,210.	303,210.
GENERAL ELECTRIC CO	443,980.	443,980.
GENERAL MOTORS	486,018.	486,018.
GLADSTONE CAPITAL CORPORATION	46,950.	46,950.
GLADSTONE INV CORP - 6.750% -	103,240.	103,240.
GLADSTONE INV CORP - PFD 6.500	101,448.	101,448.
GOLDMAN SACHS PFD SER D - 4.00	87,280.	87,280.
H&R BLOCK INC	413,820.	413,820.
HOWARD HUGHES CORPORATION	75,877.	75,877.
INTERNATIONAL BUSINESS MACHINE	398,376.	398,376.
JOHN HANCOCK HEDGED EQUITY & I	78,600.	78,600.
JOHNSON & JOHNSON	115,210.	115,210.
JP MORGAN CHASE	664,433.	664,433.
LEUCADIA NATL CORP	332,475.	332,475.
LIBERTY BROADBAND CORPORATION	112,142.	112,142.
LIBERTY MEDIA CORP - SER C	116,078.	116,078.
LIBERTY SIRIUS XM CORP - SER C	119,500.	119,500.
MAILLICKRODT PLC	45,187.	45,187.
MARKET VECTORS - GOLD MINERS E	83,680.	83,680.
MASTERCARD INC	686,613.	686,613.
MEAD JOHNSON NUTRITI	59,651.	59,651.
MESTEK INC	430,705.	430,705.
NATL OILWELL VARCO	123,552.	123,552.
NETAPP, INC	75,196.	75,196.
NEW YORK COMNTY BANCORP INC	159,100.	159,100.
NOW INC	16,888.	16,888.
OCM GOLD FUND INVESTOR CLASS C	4,124,705.	4,124,705.
OMEGA FLEX INC	989,740.	989,740.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PACKAGING CORP AMER	62,512.	62,512.
PAYPAL HOLDINGS, INC	236,820.	236,820.
PEPSICO INC	104,630.	104,630.
PHILLIPS 66	362,922.	362,922.
POSCO	341,575.	341,575.
PROCTER GAMBLE CO	84,080.	84,080.
REDWOOD TR INC	65,038.	65,038.
REGIONS FINANCIAL CORP	102,861.	102,861.
RMR GROUP	869.	869.
SCORPIO TANKERS 7.5% 10/15/2	101,120.	101,120.
SENIOR HOUSING PROPERTIES INC	37,860.	37,860.
SOUTHERN CO PFD SER A - 6.250%	104,400.	104,400.
SPDR GOLD SHARES	870,303.	870,303.
SPROTT PHYSICAL GOLD TRUST	676,080.	676,080.
SPROTT PHYSICAL PLATINUM AND P	69,000.	69,000.
STATOIL ASA ADS	182,400.	182,400.
TIFF MULTI ASSET FUND	3,081,130.	3,081,130.
VALMONT INDUSTRIES INC	72,423.	72,423.
WELLS FARGO & CO	1,617,479.	1,617,479.
WELLS FARGO ABSOLUTE RETURN FU	796,389.	796,389.
WESTERN DIGITAL CORP	172,389.	172,389.
WESTERN UNION CO	95,655.	95,655.
ZIONS BANCORP	111,043.	111,043.
TOTALS	<u>26,874,543.</u>	<u>26,874,543.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CITIGROUP INC - 5.800% - 11/29	100,875.	100,875.
US WEST COMMNS - 7.125% - 11/1	95,017.	95,017.
TOTALS	<u>195,892.</u>	<u>195,892.</u>

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ATTACHMENT 10

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS
15 W 94 ST - LAND	L	50,000.			50,000.		
15 W 94 ST-BROWNST	SL	264,404.			264,404.	137,047.	6,610.
15 W 94 ST-IMPROVE	SL	319,589.			319,589.	145,418.	7,990.
15 W 94 ST-LND-FDN	L	50,000.			50,000.		
15 W 94 ST-LND-FDN	L	350,395.			350,395.		
15 W 94 ST-LND-FDN	L	8,783.			8,783.		
15 W 94 ST-LND-FDN	L	220,944.			220,944.		
15 W 94 ST-LND-FDN	L	46,680.			46,680.		
17 W 94 ST-BROWNST	SL	296,784.			296,784.	170,660.	7,420.
17 W 94 ST-BRN-FDN		295,176.			295,176.		
17 W 94 ST-IMP-FDN		155,548.			155,548.		
17 W 94 ST-IMP-FDN		243,106.			243,106.		
17 W 94 ST-IMP-FDN		64,247.			64,247.		
17 W 94 ST-LND-FDN	L	150,000.			150,000.		
TOTALS		<u>2,515,656.</u>			<u>2,515,656.</u>	<u>453,125.</u>	<u>475,145.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CREDIT SUISSE FIRST BOSTON VI	70,263.	70,263.
DOUBLE PLAY PARTNERS LP	6,188,579.	6,188,579.
LEGACY RESERVES LP - SER A PFD	31,520.	31,520.
NB SECONDARY OPPORTUNITIES FUN	811,866.	811,866.
NB SECONDARY OPPORTUNITIES OFF	1,495,615.	1,495,615.
VANGUARD NATURAL RESOURCES, L.	2,695.	2,695.
TOTALS	<u>8,600,538.</u>	<u>8,600,538.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SECURITY DEPOSIT ACCOUNT	1,350.	1,350.
TOTALS	<u>1,350.</u>	<u>1,350.</u>

ATTACHMENT 13FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
SECURITY DEPOSIT - TENANT	1,350.
TOTALS	<u>1,350.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED APPRECIATION OF ASSETS	4,469,345.
RETURNED GRANT	5,000.
TOTAL	<u>4,474,345.</u>

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)	
5,324,305.		PUBLICLY-TRADED SECURITIES 4,501,260.					823,045.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)					342,222.	
4,754,658.		CANDLEWOOD STRUCTURED CREDIT FUND LTD 6,260,574.				P	11/01/2011 -1505916.	VARIOUS
TOTAL GAIN (LOSS)							<u>-340,649.</u>	

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>
REBECCA ADAMSON 17 WEST 94TH STREET NEW YORK, NY 10025	DIR 2.00	3,300.	0.	0.
FRED BAY 17 WEST 94TH STREET NEW YORK, NY 10025	PRES / DIR 40.00	203,558.	37,658.	0.
DAVID BURY 17 WEST 94TH STREET NEW YORK, NY 10025	DIR 2.00	6,300.	0.	0.
KENNETH D HURWITZ 17 WEST 94TH STREET NEW YORK, NY 10025	DIR / SEC / TREAS 2.00	5,700.	0.	0.
MARILYN REZNICK 17 WEST 94TH STREET NEW YORK, NY 10025	DIR 2.00	2,300.	0.	0.
CORINNE STEEL 17 WEST 94TH STREET NEW YORK, NY 10025	DIR 2.00	4,300.	0.	0.

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM E TERRY* 17 WEST 94TH STREET NEW YORK, NY 10025 * WILLIAM E TERRY, DIRECTOR OF THE BAY AND PAUL FOUNDATIONS, INC. (THE "FOUNDATION"), IS A DISQUALIFIED PERSON WITH RESPECT TO THE FOUNDATION. DURING TAXABLE YEAR ENDING DECEMBER 31, 2016, THE FOUNDATION PAID \$5,875 TO WILLIAM E TERRY FOR CONSULTING SERVICES AS REPORTED IN FORM 990-PF, PART I, LINE 16C.	DIR 2.00	2,000.	0.	0.
GRAND TOTALS		227,458.	37,658.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
MARISSA ROSE BARBIERI 17 WEST 94TH STREET NEW YORK, NY 10025	PROGRAM OFFICER 40.00	64,539.	21,711. 0.
MICHELLE GRAHAM 17 WEST 94TH STREET NEW YORK, NY 10025	SR. PROGRAM OFFICER 40.00	76,410.	6,691. 0.
GAIL F. STONE 17 WEST 94TH STREET NEW YORK, NY 10025	DIR OF FINANCE & HR 40.00	104,040.	19,247. 0.
	TOTAL COMPENSATION	244,989.	47,649. 0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WELLS FARGO 4 MAIN STREET FARMINGTON, CT 06032	INVESTMENT MGMT	110,867.
FOUNDATION SOURCE 55 WALLS DRIVE FAIRFIELD, CT 06824	ADMINISTRATIVE	94,738.
KHALIF WILLIAMS 8 MUSIC LIBRARY LANE,, PO BOX 502 BLUE HILL, ME 04614	PHILANTHROPIC	51,409.
MERRILL LYNCH 153 EAST 53RD STREET, 47TH FLOOR NEW YORK, NY 10022	INVESTMENT MGMT	50,945.
TOTAL COMPENSATION		<u>307,959.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
826NYC INC 372 5TH AVE BROOKLYN, NY 11215	N/A PC		GENERAL & UNRESTRICTED	10,000.
ADAMS STREET FOUNDATION INC 283 ADAMS ST BROOKLYN, NY 11201	N/A PC		GENERAL & UNRESTRICTED	3,000.
ADIRONDACK HISTORICAL ASSOCIATION P.O. BOX 99 BLUE MOUNTAIN LAKE, NY 12812	N/A PC		GENERAL & UNRESTRICTED	6,500.
ALBERT EINSTEIN HEALTHCARE NETWORK 5501 OLD YORK RD PHILADELPHIA, PA 19141	N/A PC		EINSTEIN MONTGOMERY HOSPICE	2,500.
ALLIED MEDIA PROJECTS INC 4126 3RD ST DETROIT, MI 48201	N/A PC		GENERAL & UNRESTRICTED	50,000.
ALLIED MEDIA PROJECTS INC 4126 3RD ST DETROIT, MI 48201	N/A PC		BALTIMORE ALGEBRA PROJECT	1,200.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALZHEIMERS DISEASE AND RELATED DISORDERS NEW YORK 360 LEXINGTON AVE NEW YORK, NY 10017	N/A PC		GENERAL & UNRESTRICTED	500.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC 125 BROAD ST, 18TH FL NEW YORK, NY 10004	N/A PC		GENERAL & UNRESTRICTED	5,500.
AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY ST PHILADELPHIA, PA 19102	N/A PC		PESKOTOMUKATI MICUWAKON PROJECT	7,500.
AMERICAN INDIAN INSTITUTE 502 W MENDENHALL ST BOZEMAN, MT 59715	N/A PC		GENERAL & UNRESTRICTED	25,000.
AMERICAN PRECISION MUSEUM ASSOCIATION 196 MAIN ST WINDSOR, VT 05089	N/A PC		THINKERS MAKERS LEADERS PROGRAM	10,500.
ANTIOCH UNIVERSITY 900 DAYTON ST YELLOW SPGS, OH 45387	N/A PC		GENERAL & UNRESTRICTED	139,570.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ANTIOCH UNIVERSITY - DEVELOPMENT OFFICE 40 AVON ST KEENE, NH 03431	N/A PC	GENERAL & UNRESTRICTED	5,000.
ANTIOCH UNIVERSITY - DEVELOPMENT OFFICE 40 AVON ST KEENE, NH 03431	N/A PC	AWARENESS THROUGH THE BODY PROJECT	5,000.
APERTURE FOUNDATION INC 547 W 27TH ST 4TH FL NEW YORK, NY 10001	N/A PC	GENERAL & UNRESTRICTED	7,500.
AROOSTOOK BAND OF MICMACS 7 NORTHERN RD PRESQUE ISLE, ME 04769	N/A GOV	MICMAC FARMS PROJECT	15,000.
ART START INCORPORATED 526 W 26TH ST NEW YORK, NY 10001	N/A PC	GENERAL & UNRESTRICTED	5,000.
ARTISTS SPACE INC 55 WALKER ST NEW YORK, NY 10013	N/A PC	EXPANDED ART IDEAS PROGRAM	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BARRE HISTORICAL SOCIETY INC PO BOX 496 BARRE, VT 05641	N/A	PC	RISE UP BAKERY PROJECT	10,000.
BE BRAVE INC 282 SARGENT HILL RD PAWLET, VT 05761	N/A	PC	GENERAL & UNRESTRICTED	500.
BETHANY COLLEGE 31 E CAMPUS DR BETHANY, WV 26032	N/A	PC	ANNUAL FUND	1,000.
BETHANY COLLEGE 31 E CAMPUS DR BETHANY, WV 26032	N/A	PC	GRIMES LECTURE SERIES	2,500.
BIG APPLE CIRCUS LTD ONE METROTECH CENTER N 3RD FLOO BROOKLYN, NY 11201	N/A	PC	CIRCUS AFTER SCHOOL PROJECT	5,000.
BIG PICTURE COMPANY INC 325 PUBLIC ST PROVIDENCE, RI 02905	N/A	PC	GENERAL & UNRESTRICTED	100,300.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BLACK ROCK FOREST CONSORTIUM INC 65 RESERVOIR RD CORNWALL, NY 12518	N/A	PC	GENERAL & UNRESTRICTED	15,000.
BLOOMAGAINBKLYN 534 3RD AVE BROOKLYN, NY 11215	N/A	PC	GENERAL & UNRESTRICTED	3,000.
BLOOMINGTON PROJECT SCHOOL INC 349 S WALNUT ST BLOOMINGTON, IN 47401	N/A	PC	GENERAL & UNRESTRICTED	50,000.
BOGGS EDUCATIONAL CENTER PROJECT TEAM 4141 MITCHELL ST DETROIT, MI 48207	N/A	PC	COMMUNITY EDUCATORS PROGRAM	25,000.
BRIC ARTS MEDIA BKLYN INC 647 FULTON ST BROOKLYN, NY 11217	N/A	PC	GENERAL & UNRESTRICTED	7,500.
BRIDGE STREET THEATRE INC 44 W BRIDGE ST CATSKILL, NY 12414	N/A	PC	GENERAL & UNRESTRICTED	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BROADWAY CARES-EQUITY FIGHTS AIDS INC 165 W 46TH ST STE 1300 NEW YORK, NY 10036	N/A	PC	DANCERS RESPONDING TO AIDS PROGRAM	2,500.
BRONX RIVER ALLIANCE INC ONE BRONX RIVER PKWY BRONX, NY 10462	N/A	PC	NATURE-BASED OUTDOOR EDUCATION AND STEWARDSHIP	9,000.
BROOKLYN ACADEMY OF MUSIC INC 30 LAFAYETTE AVE BROOKLYN, NY 11217	N/A	PC	GENERAL & UNRESTRICTED	10,000.
BROOKLYN ARTS EXCHANGE INC 421 5TH AVE BROOKLYN, NY 11215	N/A	PC	GENERAL & UNRESTRICTED	10,000.
BROOKLYN BOTANIC GARDEN CORPORATION 1000 WASHINGTON AVE BROOKLYN, NY 11225	N/A	PC	GENERAL & UNRESTRICTED	5,000.
BROOKLYN COLLEGE FOUNDATION INC 2900 BEDFORD AVE BROOKLYN, NY 11210	N/A	PC	SCHOLARSHIP FUND AND CORINNE STEEL AWARD	4,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BROOKLYN FILMSHOP INC 104 SULLIVAN ST #14 NEW YORK, NY 10012	N/A PC		GENERAL & UNRESTRICTED	1,500.
BROOKLYN INSTITUTE OF ARTS AND SCIENCES DBA BROOKL 200 EASTERN PKWY BROOKLYN, NY 11238	N/A PC		GENERAL & UNRESTRICTED	10,000.
BURLINGTON CHILDRENS SPACE INC 241 N WINOOSKI AVE BURLINGTON, VT 05401	N/A PC		BUILDING PURCHASE	5,000.
BURLINGTON CITY ARTS FOUNDATION INC 149 CHURCH ST BURLINGTON, VT 05401	N/A PC		GENERAL & UNRESTRICTED	25,000.
BURLINGTON SCHOOL DISTRICT 150 COLCHESTER AVE BURLINGTON, VT 05401	N/A GOV		GENERAL & UNRESTRICTED	11,200.
BURLINGTON SCHOOL DISTRICT 150 COLCHESTER AVE BURLINGTON, VT 05401	N/A GOV		SRI WINTER MEETING	3,800.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BURLINGTON SCHOOL DISTRICT 150 COLCHESTER AVE BURLINGTON, VT 05401	N/A	GOV	DISTRIBUTIVE LEADERSHIP DEVELOPMENT AND SUPPORT	80,000.
BURLINGTON SCHOOL DISTRICT 150 COLCHESTER AVE BURLINGTON, VT 05401	N/A	GOV	INTEGRATED STEAM AT FLYNN SCHOOL	3,400.
CALVARY HOSPITAL INC 1740 EASTCHESTER RD BRONX, NY 10461	N/A	PC	HOSPICE CARE PROGRAM	500.
CANINE COMPANIONS FOR INDEPENDENCE PO BOX 446 SANTA ROSA, CA 95402	N/A	PC	GENERAL OPERATING SUPPORT FOR THE NORTHEAST REGION	500.
CENTER FOR PUBLIC INTEGRITY 910 17TH ST NW 7TH FL WASHINGTON, DC 20006	N/A	PC	GENERAL & UNRESTRICTED	6,000.
CENTER FOR SUSTAINABLE SYSTEMS INC PO BOX 1345 MONTPELIER, VT 05601	N/A	PC	GENERAL & UNRESTRICTED	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR URBAN PEDAGOGY INC 232 3RD ST STE D201 BROOKLYN, NY 11215	N/A PC	CITY STUDIES YOUTH EDUCATION PROGRAM	9,000.
CHAMBER MUSIC AMERICA INC 12 W 32ND ST 7TH FL NEW YORK, NY 10001	N/A PC	GENERAL & UNRESTRICTED	2,500.
CHILDREN OF THE EARTH INC 26 BAYCREST DR SO BURLINGTON, VT 05403	N/A PC	STUDENT PARTICIPATION IN UPCOMING U.N. PEACE DAY	5,000.
CHILDRENS ENVIRONMENTAL LITERACY FOUNDATION 41 OLD LYME RD CHAPPAQUA, NY 10514	N/A PC	GENERAL & UNRESTRICTED	50,000.
CITY PARKS FOUNDATION 830 5TH AVE NEW YORK, NY 10065	N/A PC	SEEDS TO TREES PROJECT	5,000.
CITYMEALS-ON-WHEELS 355 LEXINGTON AVE. 3RD FL. NEW YORK, NY 10017	N/A PC	PROGRAMS IN QUEENS	900.

FORM 990PF. PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COALITION FOR THE HOMELESS INC 129 FULTON ST NEW YORK, NY 10038	N/A PC	CAMP HOMEWARD BOUND PROJECT	8,000.
COALITION OF SCHOOLS EDUCATING BOYS OF COLOR INC 14 PRISCILLA WAY LYNN, MA 01904	N/A PC	GENERAL & UNRESTRICTED	30,000.
COLLEGE SUMMIT INC 1763 COLUMBIA RD NW STE 2 WASHINGTON, DC 20009	N/A PC	GENERAL & UNRESTRICTED	1,000.
COLONIAL FARMHOUSE RESTORATION SOCIETY OF BELLEROS 7350 LITTLE NECK PKWY FLORAL PARK, NY 11004	N/A PC	QUEENS COUNTY FARM MUSEUM	500.
COMMUNITY ENGAGEMENT LAB INC 41 SUMMER ST MONTPELIER, VT 05602	N/A PC	GENERAL & UNRESTRICTED	80,000.
COMMUNITY MUSICWORKS 1392 WESTMINSTER ST PROVIDENCE, RI 02909	N/A PC	SHARING TRADITIONAL KNOWLEDGE IN THE DIGITAL AGE	10,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY-WORD PROJECT INC 11 BROADWAY STE 508 NEW YORK, NY 10004	N/A PC	GENERAL & UNRESTRICTED	7,500.
CONCERT ARTISTS GUILD INC 850 7TH AVE NEW YORK, NY 10019	N/A PC	INSTITUTIONAL DEVELOPMENT AND SUCCESSION PLANNING	20,000.
CONCERT ARTISTS GUILD INC 850 7TH AVE NEW YORK, NY 10019	N/A PC	LEADERSHIP TRANSITION PROJECT	5,000.
COOL CULTURE INC 80 HANSON PL STE 604 BROOKLYN, NY 11217	N/A PC	GENERAL & UNRESTRICTED	10,000.
COOPER UNION FOR THE ADVANCEMENT OF SCIENCE AND AR 30 COOPER SQ 7TH FL NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	5,000.
COUNCIL ON FOUNDATIONS INC 2121 CRYSTAL DR STE 700 ARLINGTON, VA 22202	N/A PC	GENERAL & UNRESTRICTED	14,600.

ATTACHMENT 18 (CONT'D)

ATTACHMENT 18

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

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CREATIVE ARTS WORKSHOPS FOR KIDS INC 520 8TH AVE STE 201A NEW YORK, NY 10018		N/A PC	OUT-OF-SCHOOL TIME ART WORKS PROGRAM	5,000.
CSC REPERTORY LTD 136 E 13TH ST NEW YORK, NY 10003		N/A PC	GENERAL & UNRESTRICTED	10,000.
DANCE THEATRE ETCETERA INC 480 VAN BRUNT STE 203 BROOKLYN, NY 11231		N/A PC	GENERAL & UNRESTRICTED	7,500.
DANCEWAVE INC 45 4TH AVE BROOKLYN, NY 11217		N/A PC	GENERAL & UNRESTRICTED	5,000.
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE 2ND FL NEW YORK, NY 10001		N/A PC	GENERAL & UNRESTRICTED	4,500.
DOWNEAST SALMON FEDERATION 187 MAIN ST COLUMBIA FALLS, ME 04623		N/A PC	RESTORING ENDANGERED ATLANTIC SALMON TO MAINE RIVERS	5,000.

ATTACHMENT 18 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DRASTIC ACTION INC 49 W 96TH ST NEW YORK, NY 10025	N/A PC	GENERAL & UNRESTRICTED	6,000.
DREAMYARD PROJECT INC 1085 WASHINGTON AVE GROUND FLR BRONX, NY 10456	N/A PC	GENERAL & UNRESTRICTED	10,000.
EARTHRIGHTS INTERNATIONAL INC 1612 K ST NW STE 401 WASHINGTON, DC 20006	N/A PC	GENERAL & UNRESTRICTED	5,000.
EARTHWALK VERMONT PO BOX 21 PLAINFIELD, VT 05667	N/A PC	REGENERATIVE NATURE MENTORING MODEL PROJECT	30,000.
EASTERN MICHIGAN UNIVERSITY FOUNDATION 850 W CROSS ST YPSILANTI, MI 48197	N/A PC	GENERAL & UNRESTRICTED	50,000.
ECO-LOGIC DEVELOPMENT FUND 186 ALEWIFE BROOK PKWY, #214 CAMBRIDGE, MA 02138	N/A PC	GENERAL OPERATING SUPPORT	20,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
EDEN THEATRICAL WORKSHOP INC 1570 N GILPIN ST DENVER, CO 80218	N/A PC		GENERAL & UNRESTRICTED	2,600.
EDUCATIONAL RESULTS PARTNERSHIP 2300 N ST STE 3 SACRAMENTO, CA 95816	N/A PC		GENERAL & UNRESTRICTED	7,500.
EDUCATIONAL VIDEO CENTER INC 16 CLARKSON ST 401 NEW YORK, NY 10014	N/A PC		GENERAL & UNRESTRICTED	25,000.
EG JUSTICE PO BOX 57297 WASHINGTON, DC 20037	N/A GOV		GENERAL & UNRESTRICTED	16,000.
ELDERS SHARE THE ARTS INC 138 S OXFORD ST BROOKLYN, NY 11217	N/A PC		GENERAL & UNRESTRICTED	8,000.
EPIC THEATRE CENTER INC 55 W 39TH ST RM 302 NEW YORK, NY 10018	N/A PC		GENERAL & UNRESTRICTED	7,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EXPLORING THE ARTS INC 3412 36TH ST STE 2 # 100 ASTORIA, NY 11106	N/A	PC	GENERAL & UNRESTRICTED	5,000.
FAIRBANKS MUSEUM AND PLANETARIUM 1302 MAIN ST ST JOHNSBURY, VT 05819	N/A	PC	CLASSROOM WITHOUT WALLS PROJECT	7,500.
FEMINIST PRESS INC 365 5TH AVE RM 5406 NEW YORK, NY 10016	N/A	PC	GENERAL & UNRESTRICTED	2,500.
FIRST PEOPLES WORLDWIDE INC 877 LEE LAND RD FREDERICKSBURG, VA 22405	N/A	PC	GENERAL & UNRESTRICTED	230,000.
FLYNN CENTER FOR THE PERFORMING ARTS LTD 153 MAIN ST BURLINGTON, VT 05401	N/A	PC	GENERAL & UNRESTRICTED	60,000.
FOUNDATION FOR CONTEMPORARY ARTS INC 820 GREENWICH ST NEW YORK, NY 10014	N/A	PC	GENERAL & UNRESTRICTED	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRACTURED ATLAS INC 248 W 35TH ST 10TH FLR NEW YORK, NY 10001	N/A	PC	DANA BOLL PROJECTS	5,000.
FRANKLIN FURNACE ARCHIVE INC C/O PRATT INSTITUTE 200 WILLOUGHBY AVENUE BROOKLYN, NY 11205	N/A	PC	GENERAL & UNRESTRICTED	5,000.
FRANKLIN WEST SUPERVISORY UNION 4497 HIGHBRIDGE RD FAIRFAX, VT 05454	N/A	GOV	GENERAL & UNRESTRICTED	30,000.
FRIENDS OF THE BRATTLEBORO MUSIC CENTER INC 38 WALNUT ST BRATTLEBORO, VT 05301	N/A	PC	2016 BACH FESTIVAL, BLANCHE MOYSE CHORALE PROGRAM	3,000.
FRIENDS OF THE FOREST PRESERVE PO BOX 9247 NISKAYUNA, NY 12309	N/A	PC	ADIRONDACK PARK AT A CROSSROAD	50,000.
FRIENDS OF VAN CORTLANDT PARK INC 80 VAN CORTLANDT PARK S APT E1 BRONX, NY 10463	N/A	PC	VAN CORTLANDT ADVENTURES (VCA) PROJECT	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FUND FOR CONSTITUTIONAL GOVERNMENT 122 MARYLAND AVE NE WASHINGTON, DC 20002	N/A PC	THE FACT COALITION PROJECT	5,000.
FUND FOR THE CITY OF NEW YORK INC 121 6TH AVE NEW YORK, NY 10013	N/A PC	GENERAL & UNRESTRICTED	25,000.
GALAPAGOS CONSERVANCY INC 11150 FAIRFAX BLVD STE 408 FAIRFAX, VA 22030	N/A PC	GENERAL & UNRESTRICTED	25,000.
GEDAKINA INC PO BOX 2363 AMHERST, MA 01004	N/A PC	GENERAL & UNRESTRICTED	20,000.
GENERATION CITIZEN INC 110 WALL ST NEW YORK, NY 10005	N/A PC	NEW YORK CITY ACTION CIVICS PROGRAMMING	8,000.
GENERATOR INC 76 SAINT PAUL ST BURLINGTON, VT 05401	N/A PC	GENERAL & UNRESTRICTED	8,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
GENERATOR INC 76 SAINT PAUL ST BURLINGTON, VT 05401	N/A	PC	MAKERS IN THE CLASSROOM	20,000.
GILDER LEHRMAN INSTITUTE OF AMERICAN HISTORY 49 W 45TH ST 6TH FL NEW YORK, NY 10036	N/A	PC	GENERAL & UNRESTRICTED	10,000.
GIRL BE HEARD INSTITUTE 20 JAY ST #210B BROOKLYN, NY 11201	N/A	PC	GENERAL & UNRESTRICTED	7,500.
GIRLS WRITE NOW INC 247 W 37TH ST, STE 1800 NEW YORK, NY 10018	N/A	PC	GENERAL & UNRESTRICTED	10,000.
GLOBAL GREENGRANTS FUND INC 2840 WILDERNESS PL BOULDER, CO 80301	N/A	PC	GENERAL & UNRESTRICTED	30,000.
GLOBAL INVESTIGATIVE JOURNALISM NETWORK PO BOX 7375 SILVER SPRING, MD 20907	N/A	PC	GENERAL & UNRESTRICTED	7,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENTRECIPIENT NAME AND ADDRESSPURPOSE OF GRANT OR CONTRIBUTIONAMOUNT

GOVERNORS INSTITUTES OF VERMONT
4049 WILLISTON RD STE 4
SOUTH BURLINGTON, VT 05403

N/A
PC

GENERAL OPERATING SUPPORT

20,000.

GREEN ACROSS THE WORLD INC
1594 N ORWELL RD
SHOREHAM, VT 05770

N/A
PC

GENERAL & UNRESTRICTED

20,000.

GREEN GUERRILLAS INC
232 E 11TH ST
NEW YORK, NY 10003

N/A
PC

GENERAL & UNRESTRICTED

8,000.

GREENFIELD REVIEW PRESS
PO BOX 308
GREENFELD CTR, NY 12833

N/A
PC

GENERAL OPERATING SUPPORT

10,000.

GROUNDSWELL COMMUNITY MURAL PROJECT INC
540 PRESIDENT ST STE 1A
BROOKLYN, NY 11215

N/A
PC

GENERAL & UNRESTRICTED

10,000.

GUNUNG PALUNG ORANGUTAN CONSERVATION PROGRAM INC
19 WOODPARK CIR
LEXINGTON, MA 02421

N/A
PC

GENERAL OPERATING SUPPORT

7,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

HABITAT FOR HUMANITY DETROIT
14325 JANE ST
DETROIT, MI 48205

N/A
PC

REBUILDING/REVITALIZING DISTRESSED NEIGHBORHOODS

1,000.

HARLEM SCHOOL OF THE ARTS INC
645 ST NICHOLAS AVE
NEW YORK, NY 10030

N/A
PC

EDUCATIONAL OUTREACH PROGRAM

10,000.

HARMONY PROGRAM
1700 BROADWAY 39TH FL
NEW YORK, NY 10019

N/A
PC

GENERAL & UNRESTRICTED

5,000.

HARWOOD UNION HIGH SCHOOL
458 VERMONT RTE 100
MORETOWN, VT 05660

N/A
GOV

GENERAL & UNRESTRICTED

24,000.

HORTICULTURAL SOCIETY OF NEW YORK INC
148 W 37TH ST 13TH FL
NEW YORK, NY 10018

N/A
PC

GENERAL & UNRESTRICTED

7,500.

HUDSON OPERA HOUSE INC
327 WARREN ST
HUDSON, NY 12534

N/A
PC

ANNUAL FUND

1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
HUMAN RIGHTS IN CHINA INC 450 7TH AVE, STE 1301 NEW YORK, NY 10123	N/A	PC	CONVERSATIONS TOWARD A SHARED DEMOCRATIC FUTURE	34,160.
HUMANE EDUCATION ADVOCATES REACHING TEACHERS PO BOX 738 MAMARONECK, NY 10543	N/A	PC	HUMANE EDUCATION IN GREATER NYC PUBLIC SCHOOLS	7,500.
IFETAYO CULTURAL ARTS ACADEMY INC 495 FLATBUSH AVE 2ND FL BROOKLN, NY 11225	N/A	PC	GENERAL & UNRESTRICTED	10,000.
IMMIGRANT JUSTICE CORPS INC 17 BATTERY PARK PLZ STE 236 NEW YORK, NY 10004	N/A	PC	GENERAL & UNRESTRICTED	2,500.
INDIAN LAW RESOURCE CENTER 602 N EWING ST HELENA, MT 59601	N/A	PC	GENERAL & UNRESTRICTED	50,000.
INSTITUTE FOR DEMOCRATIC EDUCATION IN AMERICA 2008 W RIDGEWAY ST JACKSON, MS 39213	N/A	PC	GENERAL & UNRESTRICTED	6,000.

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
INSTITUTE OF EAST-WEST MEDICINE 102 E 30TH ST NEW YORK, NY 10016	N/A	PC	GENERAL & UNRESTRICTED	10,000.
INTEGRATED ARTS ACADEMY AT HO WHEELER PARENT TEACH 6 ARCHIBALD ST BURLINGTON, VT 05401	N/A	PC	SALARY SUPPORT FOR DRAMA COACH POSITION	10,000.
INTERNATIONAL INDIAN TREATY COUNCIL INC 2940 16TH ST SAN FRANCISCO, CA 94103	N/A	PC	GENERAL & UNRESTRICTED	30,000.
INWOOD ACADEMY FOR LEADERSHIP CHARTER SCHOOL 108 COOPER ST NEW YORK, NY 10034	N/A	PC	GENERAL & UNRESTRICTED	1,500.
ISLAND PRESS - CENTER FOR RESOURCE ECONOMICS 2000 M ST NW STE 650 WASHINGTON, DC 20036	N/A	PC	RESEARCH INTO THE ORIGINS OF SOCIAL INVESTING	20,000.
KENMORE WEST ALUMNI FOUNDATION INC 33 HIGHLAND PKWY BUFFALO, NY 14223	N/A	PC	SCHOLARSHIP FUND	2,500.

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
KINGDOM COUNTY PRODUCTIONS 150 W 30TH ST RM 405 NEW YORK, NY 10001	N/A PC		MOVIES FROM MARLBORO - WETWARE PROJECT	5,000.
KINGS MAJESTIC CORPORATION 1000 DEAN ST STE 232 BROOKLYN, NY 11238	N/A PC		EDUCATION PROGRAM	15,000.
LAKE CHAMPLAIN MARITIME MUSEUM AT BASIN HARBOR INC 4472 BASIN HARBOR RD VERGENNES, VT 05491	N/A PC		GENERAL & UNRESTRICTED	30,000.
LOWER EAST SIDE TENEMENT MUSEUM 91 ORCHARD ST NEW YORK, NY 10002	N/A PC		GENERAL & UNRESTRICTED	1,000.
LYNDON STATE COLLEGE FOUNDATION PO BOX 1234 LYNDONVILLE, VT 05851	N/A PC		ELECTRONIC JOURNALISM ARTS INITIATIVE	7,500.
MAKE-A-WISH FOUNDATION OF METRO NEW YORK AND WESTE 1111 MARCUS AVE STE LL22 LAKE SUCCESS, NY 11042	N/A PC		GENERAL & UNRESTRICTED	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MANHATTAN THEATRE CLUB INC 311 W 43RD ST 8TH FL NEW YORK, NY 10036	N/A PC	WRITE ON THE EDGE (WROTE)	5,000.
MAPLE MICRODEVELOPMENT 2175 ONYX ST EUGENE, OR 97403	N/A PC	GENERAL & UNRESTRICTED	44,924.
MARATHON JEWISH COMMUNITY CENTER 24537 60TH AVE DOUGLASTON, NY 11362	N/A PC	GENERAL & UNRESTRICTED	5,000.
MARINE BIOLOGICAL LABORATORY 7 MBL ST WOODS HOLE, MA 02543	N/A PC	GENERAL & UNRESTRICTED	125,000.
MARINE BIOLOGICAL LABORATORY 7 MBL ST WOODS HOLE, MA 02543	N/A PC	WHITMAN SOCIETY'S ANNUAL FUND	1,200.
MARQUIS STUDIOS LTD 45 MAIN ST STE 616 BROOKLYN, NY 11201	N/A PC	TEACHING ARTIST TRAINING INSTITUTE PROGRAM	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
MARTIN UNIVERSITY INC 2186 N SHERMAN DR INDIANAPOLIS, IN 46218	N/A PC		GENERAL & UNRESTRICTED	40,000.
MERCY SHIPS PO BOX 1930 LINDALE, TX 75771	N/A PC		GENERAL & UNRESTRICTED	10,000.
MOBIUS INC 19 MARBLE AVE STE 4 BURLINGTON, VT 05401	N/A PC		K-12 MENTORING INITIATIVE	10,000.
MOUNT SINAI HOSPITAL ONE GUSTAVE L LEVY PL BOX 1049 NEW YORK, NY 10029	N/A PC		HANS E. SHAPIRA, M.D. RESEARCH FELLOWSHIP	500.
MUSEUM OF CONTEMPORARY AFRICAN DIASPORIAN ARTS 80 HANSON PL BROOKLYN, NY 11217	N/A PC		GENERAL & UNRESTRICTED	5,000.
MUSICAMBIA INC 271 HALSEY ST APT 3R BROOKLYN, NY 11216	N/A PC		MUSICAMBIA AT SING SING PROJECT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL CENTER FOR FAIR & OPEN TESTING INC 9 HAMPSTEAD RD JAMAICA PLAIN, MA 02130	N/A PC	GENERAL & UNRESTRICTED	50,000.
NATIONAL NATIVE AMERICAN BOARDING SCHOOL HEALING C PO BOX 80510 MINNEAPOLIS, MN 55408	N/A PC	GENERAL & UNRESTRICTED	50,000.
NATIVE AMERICAN RIGHTS FUND 1506 BROADWAY BOULDER, CO 80302	N/A PC	GENERAL & UNRESTRICTED	75,000.
NEW ENGLAND CONSERVATORY OF MUSIC 290 HUNTINGTON AVE BOSTON, MA 02115	N/A PC	GENERAL & UNRESTRICTED	12,500.
NEW YORK CITY STREET TREE CONSORTIUM INC 100 GOLD ST NEW YORK, NY 10038	N/A PC	GENERAL & UNRESTRICTED	5,000.
NEW YORK HISTORICAL SOCIETY 170 CENTRAL PARK W NEW YORK, NY 10024	N/A PC	GENERAL & UNRESTRICTED	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
NEW YORK INTERNATIONAL CHILDRENS FILM FESTIVAL INC 225 BROADWAY STE 2610 NEW YORK, NY 10007	N/A PC		GENERAL & UNRESTRICTED	10,000.
NEW YORK PUBLIC RADIO 160 VARICK ST NEW YORK, NY 10013	N/A PC		GENERAL & UNRESTRICTED	7,500.
NEW YORK SUN WORKS INC 157 COLUMBUS AVE NEW YORK, NY 10023	N/A PC		GENERAL & UNRESTRICTED	10,000.
NUESTRA ESCUELA INC 352 AVE DE SAN CLAUDIO PHB 133 SAN JUAN, PR 00926	N/A PC		GENERAL & UNRESTRICTED	57,000.
OAKLAND KIDS FIRST 610 16TH ST STE 310 OAKLAND, CA 94612	N/A PC		GENERAL & UNRESTRICTED	10,000.
OCEAN FOUNDATION 1320 19TH ST NW, 5TH FL WASHINGTON, DC 20036	N/A PC		GENERAL & UNRESTRICTED	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
ORION SOCIETY 187 MAIN ST GREAT BARRINGTON, MA 01230	N/A PC		GENERAL & UNRESTRICTED	2,000.
PARENTS OF PS 9 INC 100 W 84TH ST NEW YORK, NY 10024	N/A PC		GENERAL & UNRESTRICTED	500.
PASSAGEWAYS INSTITUTE INC 3050 BROADWAY ST STE 203 BOULDER, CO 80304	N/A PC		GENERAL & UNRESTRICTED	50,000.
PEACE PROJECT INC 150 E 72ND ST APT 6N NEW YORK, NY 10021	N/A PC		GENERAL & UNRESTRICTED	5,000.
PEOPLES ACADEMY INC 8 SUMNER ST UNIT 3 BOSTON, MA 02125	N/A PC		GENERAL & UNRESTRICTED	4,400.
PHILANTHROPY NEW YORK - NEW YORK REGIONAL ASSOCIAT 1500 BROADWAY 7TH FL NEW YORK, NY 10036	N/A PC		GENERAL & UNRESTRICTED	8,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLENTY INTERNATIONAL PO BOX 394 SUMMERTOWN, TN 38483	N/A PC	GENERAL & UNRESTRICTED	7,000.
PRESERVATION TRUST OF VERMONT INC 104 CHURCH ST BURLINGTON, VT 05401	N/A PC	GENERAL & UNRESTRICTED	55,000.
PRO PUBLICA INC 155 AVE OF THE AMERICAS 13TH FL NEW YORK, NY 10013	N/A PC	GENERAL & UNRESTRICTED	4,000.
PROGRAM FOR PRESERVING THE NATURAL WORLD INC 30 IPSWICH ST APT 211 BOSTON, MA 02215	N/A PC	PREVENT TOXIC HUMAN EXPOSURES FROM SYSTEMIC PESTICIDES	12,500.
QED FOUNDATION INC 105 STATE RTE 101A UNIT 1A AMHERST, NH 03031	N/A PC	TRANSFORMATIVE LEARNING COLLABORATIVE PROJECT	59,000.
QUEENS LIBRARY FOUNDATION INC 8911 MERRICK BLVD JAMAICA, NY 11432	N/A PC	GENERAL & UNRESTRICTED	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
QUEENS LIBRARY FOUNDATION INC 8911 MERRICK BLVD JAMAICA, NY 11432	N/A PC	CENTRAL AND DOUGLASTON-LITTLE NECK LIBRARIES	3,000.
QUEENSBOROUGH COMMUNITY COLLEGE FUND INC 222-05 56TH AVE NO A505 BAYSIDE, NY 11364	N/A PC	PERFORMING ARTS CENTER DIVISION	1,000.
RAMAZ SCHOOL 114 E 85TH ST NEW YORK, NY 10028	N/A PC	RAMAZ SCHOLARSHIP FUND AND SPECIAL EDUCATION NEEDS	4,000.
RAZOM INC 140 2ND AVE STE 305 NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	3,000.
READING TEAM INC 2090 7TH AVE NEW YORK, NY 10027	N/A PC	GENERAL & UNRESTRICTED	9,000.
RIVERSIDE SYMPHONY INC 225 W 99TH ST NEW YORK, NY 10025	N/A PC	GENERAL & UNRESTRICTED	8,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ROUNABOUT THEATRE COMPANY INC 231 W 39TH ST NEW YORK, NY 10018	N/A PC	GENERAL & UNRESTRICTED	5,000.
RUFF RESCUERS UNITED FOR FURBABIES PO BOX 453 OAKMAN, AL 35579	N/A PC	GENERAL & UNRESTRICTED	10,000.
START INC PO BOX 2590 WOODBIDGE, VA 22195	N/A PC	GENERAL & UNRESTRICTED	5,000.
SAMUEL FIELD YM & YWHA INC 5820 LITTLE NECK PKWY LITTLE NECK, NY 11362	N/A PC	ALZHEIMER'S ADULT AND SENIOR ADULT PROGRAMS	2,000.
SANDGLASS CENTER FOR PUPPETRY & THEATER RESEARCH L PO BOX 970 PUTNEY, VT 05346	N/A PC	GENERAL & UNRESTRICTED	7,500.
SCHOOL REFORM INITIATIVE INC 1550 LARIMER ST BOX 257 DENVER, CO 80202	N/A PC	GENERAL & UNRESTRICTED	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SCHOOL REFORM INITIATIVE INC 1550 LARIMER ST BOX 257 DENVER, CO 80202	N/A		NORTHERN NEW ENGLAND FACE TO FACE	2,000.
	PC			
SCHOOL REFORM INITIATIVE INC 1550 LARIMER ST BOX 257 DENVER, CO 80202	N/A		GENERAL OPERATING SUPPORT PROJECT	95,000.
	PC			
SEA TURTLE CONSERVANCY 4424 NW 13TH ST STE B-11 GAINESVILLE, FL 32609	N/A		GENERAL & UNRESTRICTED	20,000.
	PC			
SEVENTH REGIMENT ARMORY CONSERVANCY INC DBA PARK A 643 PARK AVE, 3RD FL NEW YORK, NY 10065	N/A		GENERAL & UNRESTRICTED	1,000.
	PC			
SHELburne FARMS 1611 HARBOR RD SHELburne, VT 05482	N/A		GENERAL & UNRESTRICTED	100,000.
	PC			
SHELburne FARMS 1611 HARBOR RD SHELburne, VT 05482	N/A		RESILIENT FUND	2,600.
	PC			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SHELburne FARMS 1611 HARBOR RD SHELburne, VT 05482	N/A PC	EDUCATION FOR SUSTAINABILITY INITIATIVE	75,000.
SHELburne MUSEUM INCORPORATED PO BOX 10 SHELburne, VT 05482	N/A PC	GENERAL & UNRESTRICTED	5,000.
SHELDON ART MUSEUM ARCHAEOLOGICAL AND HISTORICAL S 1 PARK ST MIDDLEBURY, VT 05753	N/A PC	GENERAL & UNRESTRICTED	3,500.
SOCIETY FOR PRESERVATION OF WEEKSVILLE & BEDFORD-S 158 BUFFALO AVE BROOKLYN, NY 11213	N/A PC	EDUCATION PROGRAMS PROJECT	5,000.
SOCIETY OF THE THIRD STREET MUSIC SCHOOL SETTLEMEN 235 E 11TH ST NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	10,000.
SPECTRUM INC 31 ELMWOOD AVE BURLINGTON, VT 05401	N/A PC	COMMUNITY-BASED MENTORING FOR VULNERABLE YOUTH	12,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SPHINX ORGANIZATION INC 400 RENAISSANCE CTR STE 2550 DETROIT, MI 48243	N/A PC	GENERAL & UNRESTRICTED	2,500.
SPIRIT IN ACTION INC 21 WILBRAHAM ST UNIT C3 PALMER, MA 01069	N/A PC	GENERAL & UNRESTRICTED	10,000.
ST LUKES CHAMBER ENSEMBLE INC 450 W 37TH ST NO 502 NEW YORK, NY 10018	N/A PC	GENERAL & UNRESTRICTED	65,000.
ST LUKES CHAMBER ENSEMBLE INC 450 W 37TH ST NO 502 NEW YORK, NY 10018	N/A PC	ANNUAL CAMPAIGN	5,000.
STATEN ISLAND INSTITUTE OF ARTS AND SCIENCES 75 STUYVESANT PL STATEN ISLAND, NY 10301	N/A PC	GENERAL & UNRESTRICTED	7,500.
STOREFRONT ACADEMY HARLEM 70 E 129TH ST NEW YORK, NY 10035	N/A PC	GENERAL & UNRESTRICTED	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STROLLING OF THE HEIFERS 105 PARTRIDGE RD E DUMMERSTON, VT 05346	N/A PC	GENERAL & UNRESTRICTED	1,200.
STUDIO IN A SCHOOL ASSOCIATION 410 W 59TH ST NEW YORK, NY 10019	N/A PC	GENERAL & UNRESTRICTED	10,000.
SUMMER SEARCH 101 HOWARD ST SAN FRANCISCO, CA 94105	N/A PC	GENERAL & UNRESTRICTED	1,000.
SUNDOG THEATER INC PO BOX 10183 STATEN ISLAND, NY 10301	N/A PC	3D LITERACY - LITERACY THROUGH THEATRE EDUCATION	10,000.
SURVIVAL INTERNATIONAL USA PO BOX 26345 SAN FRANCISCO, CA 94126	N/A PC	GENERAL & UNRESTRICTED	10,000
SYMPHONY OF WESTCHESTERS INC 10 DAVID DR NEW ROCHELLE, NY 10804	N/A PC	GENERAL & UNRESTRICTED	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEACHING MATTERS INC 475 RIVERSIDE DR STE 1270 NEW YORK, NY 10115	N/A PC		GENERAL & UNRESTRICTED	2,500.
THE BROOKLYN HISTORICAL SOCIETY 128 PIERPONT ST BROOKLYN, NY 11201	N/A PC		GENERAL & UNRESTRICTED	7,500.
THE CENTER FOR AN AGRICULTURAL ECONOMY P.O. BOX 451 HARDWICK, VT 05843	N/A PC		GENERAL & UNRESTRICTED	25,563.
THE NATURE CONSERVANCY - VERMONT CHAPTER 575 STONE CUTTERS WAY MONTPELIER, VT 05602	N/A PC		GENERAL & UNRESTRICTED	12,500.
THE PTA ASSOCIATION OF THE CENTER SCHOOL 100 W 84TH ST NEW YORK, NY 10024	N/A PC		GENERAL & UNRESTRICTED	1,000.
THE YOUNG CENTER FOR IMMIGRANT CHILDRENS RIGHTS 6020 S UNIVERSITY AVE CHICAGO, IL 60637	N/A PC		GENERAL & UNRESTRICTED	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THEATRE DEVELOPMENT FUND INC 520 8TH AVE RM 801 NEW YORK, NY 10018	N/A PC	GENERAL & UNRESTRICTED	7,500.
THEATRE FOR A NEW AUDIENCE INC 154 CHRISTOPHER ST STE #3D NEW YORK, NY 10014	N/A PC	WORLD THEATRE PROJECT AND NEW VOICES	5,000.
THINKDANCE INC 253 W 102ND ST NEW YORK, NY 10025	N/A PC	GENERAL & UNRESTRICTED	2,000.
THOMAS COLE HISTORIC HOUSE 218 SPRING ST CATSKILL, NY 12414	N/A PC	GENERAL & UNRESTRICTED	6,500.
THOMAS COLE HISTORIC HOUSE 218 SPRING ST CATSKILL, NY 12414	N/A PC	HISTORY'S FUTURE	25,000.
TO BE HEARD FOUNDATION INC 295 E 8TH ST NEW YORK, NY 10009	N/A PC	GENERAL & UNRESTRICTED	30,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRAIL BLAZER CAMPS INC 394 ROGERS AVE BROOKLYN, NY 11225	N/A PC		UNDER ONE SKY AFTER-SCHOOL PROGRAM	8,000.
TURTLE BAY MUSIC SCHOOL INC 244 E 52ND ST NEW YORK, NY 10022	N/A PC		GENERAL & UNRESTRICTED	7,000.
TWINFIELD UNION SCHOOL DISTRICT #33 106 NASMITH BROOK RD PLAINFIELD, VT 05667	N/A GOV		GENERAL & UNRESTRICTED	1,600.
TWINFIELD UNION SCHOOL DISTRICT #33 106 NASMITH BROOK RD PLAINFIELD, VT 05667	N/A GOV		NORTH DAKOTA STUDY GROUP	3,800.
TWO RIVERS SUPERVISORY UNION 609 VT RTE 103 LUDLOW, VT 05149	N/A GOV		GENERAL & UNRESTRICTED	2,500.
TWO RIVERS SUPERVISORY UNION 609 VT RTE 103 LUDLOW, VT 05149	N/A GOV		DISTRICT COLLABORATIVE LEADERSHIP COHORT	6,120.

ATTACHMENT 18 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PEOPLES ACADEMY 202 COPLEY AVENUE MORRISTOWN, VT 05661	N/A GOV	GENERAL & UNRESTRICTED	15,000.
UNIVERSITY OF MISSISSIPPI INTERNAL AUDITING - 306 KINARD UNIVERSITY, MS 38677	N/A PC	GENERAL & UNRESTRICTED	7,998.
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE 411 MAIN ST BURLINGTON, VT 05401	N/A PC	DR. JENN KARSON'S UVM FAB LAB	4,700.
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE 411 MAIN ST BURLINGTON, VT 05401	N/A PC	STEVEN NETCOH'S DOCTORAL RESEARCH PROJECT	2,000.
UNLEASHING THE POWER OF PARTNERSHIP FOR LEARNING I PO BOX 63 EAST HARDWICK, VT 05836	N/A PC	GENERAL & UNRESTRICTED	90,000.
UPPER VALLEY ARTS PO BOX 322 NORWICH, VT 05055	N/A PC	GENERAL & UNRESTRICTED	12,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VANDERBILT UNIVERSITY 2309 W END AVE. NASHVILLE, TN 37203	N/A PC	SCHOLARSHIP FUND	500.
VERMONT ASSOCIATES FOR TRAINING & DEVELOPMENT INC PO BOX 107 SAINT ALBANS, VT 05478	N/A PC	GENERAL & UNRESTRICTED	5,000.
VERMONT CENTER FOR INTERNATIONAL LEARNING PARTNERS 7 KILBURN ST STE 209 BURLINGTON, VT 05401	N/A PC	GENERAL & UNRESTRICTED	5,200.
VERMONT CENTER FOR INTERNATIONAL LEARNING PARTNERS 7 KILBURN ST STE 209 BURLINGTON, VT 05401	N/A PC	VCILP PROJECT	15,000.
VERMONT COMMUNITY GARDEN NETWORK INC 12 N ST STE 5 BURLINGTON, VT 05401	N/A PC	GENERAL & UNRESTRICTED	50,000.
VERMONT COUNCIL ON RURAL DEVELOPMENT INC PO BOX 1384 MONTPELIER, VT 05601	N/A PC	GENERAL & UNRESTRICTED	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VERMONT FOLKLIFE CENTER 88 MAIN ST MIDDLEBURY, VT 05753	N/A PC	GENERAL & UNRESTRICTED	75,905.
VERMONT HUMANITIES COUNCIL 11 LOOMIS ST MONTPELIER, VT 05602	N/A PC	SCHOLARSHIPS FOR THE VERMONT HUMANITIES COUNCIL	8,000.
VERMONT INSTITUTE OF NATURAL SCIENCE INC PO BOX 1281 QUECHEE, VT 05059	N/A PC	VINS SCHOOL PROGRAMS PROJECT	5,000.
VERMONT INTERNATIONAL FILM FOUNDATION PO BOX 483 BURLINGTON, VT 05402	N/A PC	VERMONT ARCHIVE MOVIE PROJECT	1,000.
VERMONT RURAL EDUCATION COLLABORATIVE INC PO BOX 234 PEACHAM, VT 05862	N/A PC	SUSTAINING VERMONT'S RURAL SCHOOLS PROGRAM	37,000.
VERMONT SCHOOL BOARDS ASSOCIATION 2 PROSPECT ST STE 4 MONTPELIER, VT 05602	N/A PC	GENERAL & UNRESTRICTED	85,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VERMONT STAGE COMPANY INC 110 MAIN ST BURLINGTON, VT 05401	N/A PC		EDUCATION MANAGER POSITION AND PLAYWRITING WEBSITE	10,000.
VERMONT YOUTH CONSERVATION CORPS INC 1949 E MAIN ST RICHMOND, VT 05477	N/A PC		EXTERNAL PROGRAM EVALUATION PROJECT	8,000.
WARRIORS PROJECT INC 3713 MOUNTAIN VIEW AVE AUSTIN, TX 78734	N/A PC		GENERAL & UNRESTRICTED	2,000.
WESTON PLAYHOUSE THEATRE 703 MAIN ST WESTON, VT 05161	N/A PC		EDUCATIONAL OUTREACH PROJECT	10,000.
WHAT KIDS CAN DO INC P.O. BOX 603252 PROVIDENCE, RI 02906	N/A PC		GENERAL & UNRESTRICTED	2,000.
WHOLEHEART INC 333 AHERTON WAY GREENSBORO, VT 05841	N/A PC		GENERAL & UNRESTRICTED	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WIKIMEDIA FOUNDATION INC. PO BOX 98204 WASHINGTON, DC 20090	N/A PC		GENERAL & UNRESTRICTED	1,500.
WILD BIRD FUND INC 565 COLUMBUS AVE NEW YORK, NY 10024	N/A PC		GENERAL & UNRESTRICTED	5,000.
WILLOWELL FOUNDATION INC PO BOX 314 BRISTOL, VT 05443	N/A PC		GENERAL & UNRESTRICTED	25,000.
WOODSTOCK UNION HIGH SCHOOL ENDOWMENT ASSOCIATION PO BOX 118 WOODSTOCK, VT 05091	N/A PC		GENERAL & UNRESTRICTED	8,200.
WOPANNAK LANGUAGE AND CULTURAL WEETYOO INC PO BOX 2241 MASHPEE, MA 02649	N/A PC		WOPANNAK MONTESSORI SCHOOL PROJECT	7,500.
YALE UNIVERSITY PO BOX 2038 NEW HAVEN, CT 06521	N/A PC		GENERAL & UNRESTRICTED	49,969.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YOUNG MENS CHRISTIAN ASSOC JAMESTOWN 101 E 4TH ST JAMESTOWN, NY 14701	N/A PC	GENERAL & UNRESTRICTED	500.
YOUNG PEOPLES CHORUS OF NEW YORK CITY INC 37 W 65TH ST 2ND FL NEW YORK, NY 10023	N/A PC	GENERAL & UNRESTRICTED	21,500.
YOUNG WRITERS PROJECT INC 47 MAPLE ST STE 106 BURLINGTON, VT 05401	N/A PC	GENERAL & UNRESTRICTED	35,000
YOUNG WRITERS PROJECT INC 47 MAPLE ST STE 106 BURLINGTON, VT 05401	N/A PC	GENERAL OPERATING SUPPORT	75,000.
YOUTH COMMUNICATION NEW YORK CENTER INC 242 W 38TH ST 6TH FL NEW YORK, NY 10018	N/A PC	GENERAL & UNRESTRICTED	5,000.
TOTAL CONTRIBUTIONS PAID			<u>4,434,609.</u>

FORM 990FF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 19

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

GRANTS APPROVED FOR FUTURE PAYMENT

1,924,937.

TOTAL CONTRIBUTIONS APPROVED

1,924,937.

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

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME
		AMOUNT	CODE	
K-1 INC/LOSS CLASS ACTION LAWSUIT PROCEEDS	525990	-59,963.	14	133,810.
			01	103.
TOTALS		<u>-59,963.</u>		<u>133,913.</u>