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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation THE JOSEPH H FLOM FOUNDATION		A Employer identification number 13-3499384	
Number and street (or P O box number if mail is not delivered to street address) 4 TIMES SQUARE		Room/suite	B Telephone number (see instructions) (212) 735-3222
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10036		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 29,262,480		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Other (specify) Modified Cash (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	5,175,158			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	686,957	686,957		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-573,522			
	b Gross sales price for all assets on line 6a 15,470,000				
	7 Capital gain net income (from Part IV, line 2) . . .		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 0				
Operating and Administrative Expenses	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	0	0	0	
	12 Total. Add lines 1 through 11	5,288,593	686,957	0	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	36,000	36,000		
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	6,559	3,280	0	0
	c Other professional fees (attach schedule)	55,455	55,455	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	29,791	0	0	0
	19 Depreciation (attach schedule) and depletion . . .	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	95	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	127,900	94,735	0	0
	25 Contributions, gifts, grants paid	20,123,910			20,123,910
	26 Total expenses and disbursements. Add lines 24 and 25	20,251,810	94,735	0	20,123,910
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-14,963,217			
	b Net investment income (if negative, enter -0-)		592,222		
c Adjusted net income(if negative, enter -0-) . . .				0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	606,925	47,103	47,103		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	0	0	0		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	0	0	0		
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0		
	7	Other notes and loans receivable (attach schedule) ▶ _____ 0 Less allowance for doubtful accounts ▶ _____ 0	0	0	0		
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)	0	0	0		
	b	Investments—corporate stock (attach schedule)	33,127,394	24,171,954	24,171,954		
	c	Investments—corporate bonds (attach schedule)	0		0		
	11	Investments—land, buildings, and equipment basis ▶ _____ 0 Less accumulated depreciation (attach schedule) ▶ _____ 0	0		0		
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	9,372,042	5,043,423	5,043,423		
	14	Land, buildings, and equipment basis ▶ _____ 0 Less accumulated depreciation (attach schedule) ▶ _____ 0	0		0		
15	Other assets (describe ▶ _____)	0	0	0			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	43,106,361	29,262,480	29,262,480			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0			
	21	Mortgages and other notes payable (attach schedule)	0	0			
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)	0	0			
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
24		Unrestricted	43,106,361	29,262,480			
25		Temporarily restricted					
26		Permanently restricted					
Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.							
27		Capital stock, trust principal, or current funds					
28		Paid-in or capital surplus, or land, bldg , and equipment fund					
29		Retained earnings, accumulated income, endowment, or other funds					
30		Total net assets or fund balances (see instructions)	43,106,361	29,262,480			
31		Total liabilities and net assets/fund balances (see instructions) .	43,106,361	29,262,480			

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	43,106,361
2	Enter amount from Part I, line 27a	2	-14,963,217
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,119,336
4	Add lines 1, 2, and 3	4	29,262,480
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	29,262,480

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	-573,522
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

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



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	2,925,500	45,143,006	0 064805
2014	1,248,750	44,134,129	0 028294
2013	2,230,564	37,813,006	0 058989
2012	855,750	4,263,205	0 200729
2011	2,087	554,623	0 003763
2 Total of line 1, column (d)			2 0 356580
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 071316
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 30,414,585
5 Multiply line 4 by line 3			5 2,169,047
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,922
7 Add lines 5 and 6			7 2,174,969
8 Enter qualifying distributions from Part XII, line 4			8 20,123,910

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	5,922
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	5,922
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	5,922
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	23,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	24,000
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,078
11	Enter the amount of line 10 to be Credited to 2017 estimated tax 18,078 Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NY _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► EARLE YAFFA Telephone no ► (212) 735-3250			

Located at **►** 4 TIMES SQUARE NEW YORK NY ZIP+4 **►** 10036

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? <input type="checkbox"/>	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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). <input type="checkbox"/>	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/> c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d)	5b	No
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870	6b	No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ROBERT C SHEEHAN 4 TIMES SQUARE NEW YORK, NY 10036	PRESIDENT AND DIRECTOR 1 000	0	0	0
ERIC J FRIEDMAN 4 TIMES SQUARE NEW YORK, NY 10036	VICE-PRESIDENT AND DIRECTOR 1 000	0	0	0
EARLE YAFFA 4 TIMES SQUARE NEW YORK, NY 10036	TREASURER AND DIRECTOR 1 000	0	0	0
RONALD J WEISS 4 TIMES SQUARE NEW YORK, NY 10036	SECRETARY AND DIRECTOR 1 000	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Total number of other employees paid over \$50,000. ▶				0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services. ►		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
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	26,178,134
b	Average of monthly cash balances.	1b	4,699,617
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	30,877,751
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	30,877,751
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	463,166
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	30,414,585
6	Minimum investment return. Enter 5% of line 5.	6	1,520,729

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

1	Minimum investment return from Part X, line 6.	1	1,520,729
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	5,922
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,922
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,514,807
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,514,807
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	1,514,807

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	20,123,910
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	20,123,910
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	5,922
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	20,117,988

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				1,508,950
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 2012		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				0
b From 2012.				0
c From 2013.				324,586
d From 2014.				0
e From 2015.				693,799
f Total of lines 3a through e.	1,018,385			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>20,123,910</u>				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				1,508,950
e Remaining amount distributed out of corpus	18,614,960			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	19,633,345			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	19,633,345			
10 Analysis of line 9				
a Excess from 2012.				0
b Excess from 2013.				324,586
c Excess from 2014.				0
d Excess from 2015.				693,799
e Excess from 2016.				18,614,960

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

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

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

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

Tax year	Prior 3 years			(e) Total
(a) 2016	(b) 2015	(c) 2014	(d) 2013	
0	0			0
b 85% of line 2a	0	0		0
c Qualifying distributions from Part XII, line 4 for each year listed	20,123,910	0		20,123,910
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	20,123,910	0		20,123,910

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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	20,123,910
b <i>Approved for future payment</i>				
THE GATEWAY SCHOOLS 211 WEST 61ST ST 6TH FL NEW YORK, NY 10023	NONE	PC	SUPPORT OF SCHOLARSHIPS	850,000
STELLA & CHARLES GUTTMAN COMMUNITY COLLEGE FOUNDATION INC 50 WEST 40TH STREET NEW YORK, NY 10018	NONE	PC	SUPPORT OF THE PEER MENTORING PROGRAM	75,000
MOUSE INC 55 BROAD STREET 16TH FLOOR NEW YORK, NY 10004	NONE	PC	SUPPORT OF STEM PROGRAMS IN ELEMENTARY SCHOOLS	134,000
Total			3b	1,059,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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**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.**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** _____**c** _____**d** _____**e** _____**12** Subtotal. Add columns (b), (d), and (e).**13 Total.** Add line 12, columns (b), (d), and (e). **13** 113,435
(See worksheet in line 13 instructions to verify calculations)**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes****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)

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

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

- b** If "Yes," complete the following schedule

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

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

**Paid
Preparer
Use Only**

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
Cullen	P	2013-04-12	2016-01-13
DFA SMALL CAP	P	2013-04-12	2016-12-20
AMERICAN EUROPAC	P	2013-04-12	2016-01-13
VANGUARD	P	2012-12-05	2016-01-13
VANGUARD MSCI	P	2012-12-05	2016-01-13
VANGUARD TOTAL INTERNATIONAL	P	2013-04-12	2016-01-13
BAIRD INTERMEDIATE	P	2014-06-13	2016-01-13
PIMCO ALL ASSET	P	2013-04-12	2016-01-13

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,362,253		1,306,000	56,253
823,259		750,000	73,259
1,109,843		1,103,000	6,843
2,033,208		1,748,000	285,208
762,705		656,000	106,705
782,688		990,000	-207,312
2,544,799		2,584,000	-39,201
2,144,723		3,000,000	-855,277

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
		0	56,253
		0	73,259
		0	6,843
		0	285,208
		0	106,705
		0	-207,312
		0	-39,201
		0	-855,277

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN JEWISH COMMITTEE 165 E 56TH STREET NEW YORK, NY 10022	NONE	PC	GENERAL SUPPORT	100,000
THE ARMORY FOUNDATION 216 FORT WASHINGTON AVE NEW YORK, NY 10032	NONE	PC	SUPPORT OF COLLEGE PREP PROGRAM	25,000
BANK STREET COLLEGE OF EDUCATION 610 W 112TH STREET NEW YORK, NY 10025	NONE	PC	SUPPORT OF THE CENTER FOR CULTURALLY RESPONSIVE PRACTICE	239,388
CARING KIND - NYC 360 LEXINGTON AVE 4TH FLOOR NEW YORK, NY 10017	NONE	PC	GENERAL SUPPORT	25,000
CHANCES FOR CHILDREN NY INC 850 SEVENTH AVE SUITE 703 NEW YORK, NY 10019	NONE	PC	EXPANSION OF ONGOING CLINICAL PROGRAMS	105,000
Total ► 3a				20,123,910

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Citizen Schools Inc 120 Broadway Suite 220 New York, NY 10271	NONE	PC	Support of NY branch program for middle schools	25,000
Citizens Committee for Children of New York Inc 14 Wall St Suite 4E New York, NY 10001	NONE	PC	Support of current Youth Action NYC program	50,000
COMMUNITIES IN SCHOOLS INC 2345 CRYSTAL DRIVE SUITE 700 ARLINGTON, VA 22202	NONE	PC	GENERAL SUPPORT	25,000
E L E M Youth in Distress Inc 270 Madison Ave Suite 1501 New York, NY 10016	NONE	PC	General support	10,000
EXCELLENCE COMMUNITY SCHOOLS INC 1960 BENEDICT AVE BRONX, NY 10457	NONE	PC	GENERAL SUPPORT	25,000
Total ► 3a				20,123,910

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EXTREME KIDS AND CREW INC 71 SULLIVAN STREET BROOKLYN, NY 11231	NONE	PC	GENERAL SUPPORT	5,000
FENCERS CLUB 229 WEST 62ND STREET 2ND FLOOR NEW YORK, NY 10001	NONE	PC	SUPPORT FOR THE FENCERS CLUB SCHOOL PARTNERSHIP PROGRAM	25,000
Fordham UNIVERSITY Law School 140 West 62nd St 7TH FLOOR New York, NY 10023	NONE	PC	SUPPORT FOF FEERICK CENTER FOR SOCIAL JUSTICE	72,500
Fund for Public Schools Inc 52 Chambers St New York, NY 10007	NONE	PC	SUPPORT OF BOOK TRUST	177,620
Fund for the City of New York PARTNERSHIP PROGRAM POWER OF TWO 121 Avenue of the Americas 6TH FLOOR New York, NY 10013	NONE	PC	SUPPORT OF POWER OF TWO'S EFFORTS TO STRENGTHEN RESPONSIVE PARENTING BY EXPANDING INTO BROWNSVILLE, BROOKLYN	140,000
Total 3a				20,123,910

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
The Gateway Schools 211 West 61st St 6th Fl New York, NY 10023	NONE	PC	Support of scholarships	125,000
Harlem RBI Incorporated 333 East 100th St New York, NY 10029	NONE	PC	Support of building fund	200,000
HARVARD LAW SCHOOL 1563 MASSACHUSETTS AVE CAMBRIDGE, MA 02138	NONE	PC	SUPPORT OF PETRIE-FLOM CENTER FOR HEALTH LAW POLICY, BIO-TECHNOLOGY AND BIOETHICS	250,000
THE JEWISH BOARD OF FAMILY AND CHILDREN'S SERVICES INC 135 WEST 50TH STREET 6TH FLOOR NEW YORK, NY 10020	NONE	PC	SUPPORT OF THERAPEUTIC NURSERY SCHOOL IN HARLEM	40,000
JEWISH COMMUNAL FUND 575 MADISON AVENUE SUITE 703 NEW YORK, NY 10022	NONE	PC	GENERAL SUPPORT OF CHARITABLE ACITIVITIES	16,721,666
Total ► 3a				20,123,910

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Job Path Inc 22 West 38th St 11th Fl New York, NY 10018	NONE	PC	General support	100,000
The Legal Aid Society 199 Water St New York, NY 10038	NONE	PC	SUPPORT OF KATHRYN A MCDONALD EDUCATION ADVOCACY FUND	100,000
Lower East Side Tenement Museum 91 Orchard St New York, NY 10002	NONE	PC	Support of educational programs	2,500
MIT - SLOAN SCHOOL OF MANAGEMENT 77 MASSACHUSETTS AVENUE E60-200 CAMBRIDGE, NY 02139	NONE	PC	SUPPORT OF ANNUAL FUND	25,000
MOUSE INC 55 BROADWAY NEW YORK, NY 10004	NONE	PC	SUPPORT OF STEM PROGRAMS IN ELEMENTARY SCHOOLS	100,000
Total 3a				20,123,910

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MFY Legal Services Inc 299 Broadway New York, NY 10007	NONE	PC	General support	75,000
MY FUTURE - MONEY MANAGEMENT WORKSHOPS INC 70 PINE BROOK ROAD BEDFORD, NY 10506	NONE	PC	GENERAL SUPPORT	30,000
NAACP LEGAL DEFENSE & EDUCATION FUND INC 40 RECTOR STREET 5TH FLOOR NEW YORK, NY 10005	NONE	PC	GENERAL SUPPORT	25,000
NORTH STAR FUND INC 520 EIGHTH AVENUE SUITE 2203 NEW YORK, NY 100186656	NONE	PC	SUPPORT OF EDUCATION JUSTICE PROJECT	10,000
NoSilenceNoViolence Inc 16971 Meadowlark Ridge Rd Unit 3 San Diego, CA 92127	NONE	PC	General support	30,000
Total 				20,123,910
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
POWERMYLEARNING INC 520 EIGHTH AVENUE FLOOR 10 NEW YORK, NY 10018	NONE	PC	SUPPORT OF EARLY CHILDHOOD EDUCATION PROGRAMS	234,101
StreetSquash Inc 40 West 116th St New York, NY 10026	NONE	PC	General support	25,000
TECH KIDS UNLIMITED INC 261 BROADWAY SUITE 8D NEW YORK, NY 10007	NONE	PC	SUPPORT TO TEACH TECHNOLOGY TO CHILDREN WHO LEARN DIFFERENTLY, ESPECIALLY THOSE WITH AUTISM SPECTRUM DISORDERS	25,135
Theatre Development Fund Inc 520 8th Ave New York, NY 10018	NONE	PC	Support of the Autism Theatre Initiative	25,000
Tufts University 200 Boston Ave Rm 2400 Medford, MA 02155	NONE	PC	Support of the Entrepreneurial Leadership Program	125,000
Total ► 3a				20,123,910

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UCLA School of Law Office of External Affairs 405 Hilgard Ave P O Box 951476 Los Angeles, CA 90095	NONE	PC	Assistance with expenses for students pursuing law as a second career	27,000
University of Pennsylvania Law School 3451 Walnut St 433 Franklin Bldg Philadelphia, PA 19104	NONE	PC	Support of Interdisciplinary Child Advocacy Clinical Fund	100,000
Volunteer Lawyers for the Arts Inc 1 East 53rd St 6th Fl New York, NY 10022	NONE	PC	General support	15,000
VOLUNTEERS OF LEGAL SERVICE (VOLS) 40 WORTH STREET ROOM 820 NEW YORK, NY 10013	NONE	PC	SUPPORT OF INCARCERATED MOTHERS PROJECT, SUPPORT OF INTERNSHIP POSITION IN SIJS PROGRAM, SUPPORT OF "TRAIN THE TRAINER" PROJECT, SIJS PROJECT	45,000
WRITOPIA LAB INC 155 WEST 81ST STREET SUITE A NEW YORK, NY 10013	NONE	PC	GENERAL SUPPORT	10,000
Total 3a				20,123,910

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE NEW YORK PUBLIC LIBRARY ASTOR LENOX AND TILDEN FOUNDATIONS 445 FIFTH AVENUE FOURTH FLOOR NEW YORK, NY 10016	NONE	PC	SUPPORT OF THE LITERACY LEADERS PROGRAM	150,000
PUBLICOLOR INC 149 MADISON AVE SUITE 1201 NEW YORK, NY 10016	NONE	PC	GENERAL SUPPORT	125,000
STELLA & CHARLES GUTTMAN COMMUNITY COLLEGE FOUNDATION INC 50 WEST 40TH STREET NEW YORK, NY 10018	NONE	PC	SUPPORT OF THE PEER MENTORING PROGRAM	25,000
UNIVERSITY OF MICHIGAN ROSS SCHOOL OF BUSINESS 701 TAPPAN ST ANN ARBOR, MI 48109	NONE	PC	SUPPORT OF INTEGRATIVE PROGRAMMING IN THE UNDERGRADUATE PROGRAM	134,000
DREAM CHARTER SCHOOL 1991 2ND AVENUE NEW YORK, NY 10029	NONE	PC	GENERAL SUPPORT	100,000
Total 				20,123,910
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE E60-200 CAMBRIDGE, MA 02139	NONE	PC	SUPPORT OF INTEGRATIVE PROGRAMMING IN THE UNDERGRADUATE PROGRAM	75,000
Total <div> <div></div> <div>3a</div> </div>				20,123,910

TY 2016 Accounting Fees Schedule**Name:** THE JOSEPH H FLOM FOUNDATION**EIN:** 13-3499384**Software ID:** 16000421**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,559	3,280		

TY 2016 Investments Corporate Stock Schedule**Name:** THE JOSEPH H FLOM FOUNDATION**EIN:** 13-3499384**Software ID:** 16000421**Software Version:** 2016v3.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UBS Corporate Stock	4,037	4,037
Vanguard Index 500 Admiral	2,849,305	2,849,305
Vanguard Small Cap Index	1,465,601	1,465,601
Vanguard Total International	2,697,474	2,697,474
CULLEN FDS TR HIGH DIV	2,722,901	2,722,901
DFA US Small Cap	1,470,394	1,470,394
EuroPacific Growth Fund	2,637,413	2,637,413
PIMCO All Asset	3,570,575	3,570,575
Baird Intermediate Fund	4,481,891	4,481,891
Westwood Inc Opportunity Fund	2,272,363	2,272,363

TY 2016 Investments - Other Schedule**Name:** THE JOSEPH H FLOM FOUNDATION**EIN:** 13-3499384**Software ID:** 16000421**Software Version:** 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LIGHTHOUSE DIVERSIFIED FUND	FMV	5,043,423	5,043,423

TY 2016 Other Expenses Schedule**Name:** THE JOSEPH H FLOM FOUNDATION**EIN:** 13-3499384**Software ID:** 16000421**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEMBERSHIP FEES	95			

TY 2016 Other Increases Schedule**Name:** THE JOSEPH H FLOM FOUNDATION**EIN:** 13-3499384**Software ID:** 16000421**Software Version:** 2016v3.0

Description	Amount
Unrealized Gain	1,119,336

TY 2016 Other Professional Fees Schedule**Name:** THE JOSEPH H FLOM FOUNDATION**EIN:** 13-3499384**Software ID:** 16000421**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT CONSULTING	35,000	35,000		
CUSTODIAN FEES	9,826	9,826		
BROKERAGE FEES	10,591	10,591		
INVESTMENT FEES	38	38		

TY 2016 Taxes Schedule**Name:** THE JOSEPH H FLOM FOUNDATION**EIN:** 13-3499384**Software ID:** 16000421**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	29,041			
STATE TAXES PAID	750			

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2016
	Name of the organization THE JOSEPH H FLOM FOUNDATION	Employer identification number 13-3499384

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization THE JOSEPH H FLOM FOUNDATION	Employer identification number 13-3499384
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Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF JOSEPH H FLOM 4 TIMES SQUARE NEW YORK, NY 100366522	\$ 5,175,158	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

13-3499384

Part II	Noncash Property
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Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization THE JOSEPH H FLOM FOUNDATION	Employer identification number 13-3499384
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	