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

Name of foundation LEMBERG FOUNDATION INC		A Employer identification number 13-6082064	
Number and street (or P O box number if mail is not delivered to street address) 430 PARK AVENUE STE 505		Room/suite	B Telephone number (see instructions) (212) 682-9595
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10022		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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 45,250,498		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (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)	70,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	49,365	48,183		
	4 Dividends and interest from securities	864,164	864,164		
	5a Gross rents	410,795	410,795		
	b Net rental income or (loss) 187,314				
	6a Net gain or (loss) from sale of assets not on line 10 	766,458			
	b Gross sales price for all assets on line 6a 1,781,812				
	7 Capital gain net income (from Part IV, line 2)		758,314		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) 	416,029	67,732		
	12 Total. Add lines 1 through 11	2,576,811	2,149,188		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) 	7,343	7,343		
	b Accounting fees (attach schedule) 	14,750	14,750		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) 	266,522			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) 	289,949	289,949		
	24 Total operating and administrative expenses. Add lines 13 through 23	578,564	312,042		0
	25 Contributions, gifts, grants paid	3,848,120			3,848,120
	26 Total expenses and disbursements. Add lines 24 and 25	4,426,684	312,042		3,848,120
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,849,873			
	b Net investment income (if negative, enter -0-)		1,837,146		
	c Adjusted net income (if negative, enter -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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	890,088	55,818	55,818
	2	Savings and temporary cash investments	1,193,546	35,806	35,806
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 7,176 Less allowance for doubtful accounts ▶ _____		7,176	7,176
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	977,336	1,069,498	28,285,698
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	7,470,186	7,560,750	16,866,000	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,531,156	8,729,048	45,250,498	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)		47,765	
	23	Total liabilities (add lines 17 through 22)		47,765	
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			
	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	492,678	492,678	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	10,038,478	8,188,605	
	30	Total net assets or fund balances (see instructions)	10,531,156	8,681,283	
31	Total liabilities and net assets/fund balances (see instructions) .	10,531,156	8,729,048		

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	10,531,156
2	Enter amount from Part I, line 27a	2	-1,849,873
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	8,681,283
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	8,681,283

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			

(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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	758,314
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	1,840

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	3,590,564	42,270,859	0 084942
2014	2,859,627	42,224,261	0 067725
2013	2,245,394	40,474,120	0 055477
2012	1,972,549	39,310,075	0 050179
2011	1,852,276	35,847,062	0 051672
2 Total of line 1, column (d)			0 309995
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0 061999
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			46,074,635
5 Multiply line 4 by line 3			2,856,581
6 Enter 1% of net investment income (1% of Part I, line 27b)			18,371
7 Add lines 5 and 6			2,874,952
8 Enter qualifying distributions from Part XII, line 4			3,848,120

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	18,371
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	18,371
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	18,371
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	837
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	25,837
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	340
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	7,126
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 7,126 Refunded ▶	11	

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	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
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 ► JOHN USDAN Telephone no ► (212) 682-9595			

Located at **►** 430 PARK AVENUE 505 NEW YORK NY ZIP+4 **►** 10022

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	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
JOHN USDAN 430 PARK AVENUE 505 NEW YORK, NY 10022	PRESIDENT 1 00	0	0	0
ADAM USDAN 430 PARK AVENUE 505 NEW YORK, NY 10022	VICE PRESIDE 1 00	0	0	0
ESME USDAN 430 PARK AVENUE 505 NEW YORK, NY 10022	SECRETARY 1 00	0	0	0
DALE LEWIS 430 PARK AVENUE 505 NEW YORK, NY 10022	DIRECTOR 1 00	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
NONE				
Total number of other employees paid over \$50,000. ▶				

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
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 N/A	
2 	
All other program-related investments. See instructions. 3 	
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	28,923,641
b	Average of monthly cash balances.	1b	979,462
c	Fair market value of all other assets (see instructions).	1c	16,873,176
d	Total (add lines 1a, b, and c).	1d	46,776,279
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	46,776,279
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	701,644
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	46,074,635
6	Minimum investment return. Enter 5% of line 5.	6	2,303,732

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	2,303,732
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	18,371
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	18,371
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,285,361
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,285,361
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	2,285,361

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	3,848,120
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	3,848,120
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	18,371
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,829,749

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				2,285,361
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.	190,717			
b From 2012.	206,573			
c From 2013.	248,898			
d From 2014.	769,720			
e From 2015.	1,501,991			
f Total of lines 3a through e.	2,917,899			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>3,848,120</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.				2,285,361
e Remaining amount distributed out of corpus	1,562,759			
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	4,480,658			
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				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).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	190,717			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	4,289,941			
10 Analysis of line 9				
a Excess from 2012.	206,573			
b Excess from 2013.	248,898			
c Excess from 2014.	769,720			
d Excess from 2015.	1,501,991			
e Excess from 2016.	1,562,759			

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	
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 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 e-mail address of the person to whom applications should be addressed JOHN USDAN 430 PARK AVENUE 505 NEW YORK, NY 10022 (212) 682-9595	
b The form in which applications should be submitted and information and materials they should include LETTER	
c Any submission deadlines NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors NO	

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	3,848,120
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	49,365	
4 Dividends and interest from securities.			14	864,164	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	187,314	
6 Net rental income or (loss) from personal property					
7 Other investment income.	531120	348,297	16	67,732	
8 Gain or (loss) from sales of assets other than inventory		8,144	18	758,314	
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).		356,441		1,926,889	
13 Total. Add line 12, columns (b), (d), and (e).			13		2,283,330

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

**Sign
Here**

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

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

**Paid
Preparer
Use Only**

Print/Type preparer's name ROBERT D MITGANG	Preparer's Signature	Date 2017-10-30	Check if self-employed ☐	PTIN P00363585
Firm's name ▶ PERETZ RESNICK MITGANG & MARCUS LLP				Firm's EIN ▶ 13-4038381
Firm's address ▶ 303 SOUTH BROADWAY SUITE 105 TARRYTOWN, NY 105915410				Phone no (914) 332-5393

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)
SEE ATTACHED-MORGAN STANLEY	P		
QUASAR GLOBAL OPPORTUNITY FD	P	2015-12-30	2016-12-31
SEE ATTACHED-MORGAN STANLEY	P		
BRIGHTFIELD	P	2015-12-30	2016-12-31
SEE ATTACHED-MORGAN STANLEY	P		
SEE ATTACHED-MORGAN STANLEY	P		
OXBRIDGE	P	2016-12-31	2016-12-31
OXBRIDGE	P	2015-12-30	2016-12-31
ALKEON ASIA	P	2016-12-31	2016-12-31
ALKEON ASIA	P	2015-12-30	2016-12-31

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)
320,739		290,492	30,247
578,077		381,137	196,940
1,468			1,468
40,812			40,812
499,503		184,536	314,967
202,836		119,133	83,703
6,730			6,730
22,008			22,008
		31,171	-31,171
7,226			7,226

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			(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	
			30,247
			196,940
			1,468
			40,812
			314,967
			83,703
			6,730
			22,008
			-31,171
			7,226

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)
ALKEON GROWTH	P	2016-12-31	2016-12-31
ALKEON GROWTH	P	2015-12-30	2016-12-31
TAILWIND	P	2015-12-30	2016-12-31
CIP PRIVATE INVESTORS	P	2016-12-31	2016-12-31
CIP PRIVATE INVESTORS	P	2015-12-30	2016-12-31
KKR CHINA	P	2015-12-30	2016-12-31
KKR ENERGY TE	P	2015-12-30	2016-12-31

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)
		8,885	-8,885
17,320			17,320
30,376			30,376
3,451			3,451
2,509			2,509
39,696			39,696
917			917

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			(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	
			-8,885
			17,320
			30,376
			3,451
			2,509
			39,696
			917

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>				
92ND STREET & Y 1395 LEXINGTON AVE NEW YORK, NY 10128			GENERAL PUBLIC SUPPORT	50,000
A CLOSER LOOK 4175 LYTCHFIELD CT WINSTON SALEM, NC 27104			GENERAL PUBLIC SUPPORT	10,000
AMERICAN ISRAEL CULTURAL FOUNDATION 1140 BROADWAY SUITE 304 NEW YORK, NY 10001			GENERAL PUBLIC SUPPORT	3,600
ARCHIVE FOR RESEARCH 28 EAST 39TH ST NEW YORK, NY 10016			GENERAL PUBLIC SUPPORT	2,500
ART CONNECTIONS 520 8TH AVE 321 NEW YORK, NY 10018			GENERAL PUBLIC SUPPORT	1,000
Total ► 3a				3,848,120

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>				
BENNINGTON COLLEGE 1 COLLEGE DR BENNINGTON, VT 05201			GENERAL PUBLIC SUPPORT	85,000
BRONX HOUSE INC 990 PELHAM PKWY S BRONX, NY 10461			GENERAL PUBLIC SUPPORT	38,500
BROOKINGS INSTITUTE 1775 MASSACHUSETTS AVE NW WASHINGTON, DC 20036			GENERAL PUBLIC SUPPORT	15,000
BROOKLYN ACADEMY OF MUSIC 30 LAFAYETTE AVE BROOKLYN, NY 11217			GENERAL PUBLIC SUPPORT	150,000
BROOKLYN CHILDRENS MUSEUM 145 BROOKLYN AVE BROOKLYN, NY 11213			GENERAL PUBLIC SUPPORT	4,000
Total ▶ 3a				3,848,120

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>				
CASA 48 WALL STREET 11TH FLOOR NEW YORK, NY 10005			GENERAL PUBLIC SUPPORT	3,000
CHILDRENS AID SOCIETY 711 3RD AVE SUITE 700 NEW YORK, NY 10017			GENERAL PUBLIC SUPPORT	5,000
COOKE CENTER FOR LEARNING 475 RIVERSIDE DR 730 NEW YORK, NY 10115			GENERAL PUBLIC SUPPORT	35,000
COOPER HEWITT NATIONAL MUSEUM 2 EAST 91ST STREET NEW YORK, NY 10128			GENERAL PUBLIC SUPPORT	242,000
EAST HARLEM TUTORIAL PROGRAM 2050 2ND AVE NEW YORK, NY 10029			GENERAL PUBLIC SUPPORT	5,000
Total 				3,848,120
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 Paid during the year				
EDUCATIONAL ALLIANCE 197 EAST BROADWAY NEW YORK, NY 10002			GENERAL PUBLIC SUPPORT	5,000
ENVIRONMENTAL DEFENSE FUND 257 PARK AVE SOUTH NEW YORK, NY 10010			GENERAL PUBLIC SUPPORT	10,000
ETHICAL CULTURE FIELDSTON SCHOOL 3901 FIELDSTON RD BRONX, NY 10471			GENERAL PUBLIC SUPPORT	16,000
FILM FORUM 209 W HOUSTON ST NEW YORK, NY 10014			GENERAL PUBLIC SUPPORT	3,500
FLEA THEATRE 41 WHITE ST NEW YORK, NY 10013			GENERAL PUBLIC SUPPORT	2,500
Total ▶ 3a				3,848,120

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>				
FOOD ALLERGY INITIATIVE 515 MADISON AVE SUITE 1912 NEW YORK, NY 10022			GENERAL PUBLIC SUPPORT	20,000
FOUNTAIN HOUSE 425 WEST 47TH ST NEW YORK, NY 10036			GENERAL PUBLIC SUPPORT	2,500
HAND IN HAND 390 KINGS HIGHWAY BROOKLYN, NY 11223			GENERAL PUBLIC SUPPORT	5,000
JAZZ FOUNDATION OF AMERICA 322 W 48TH ST NEW YORK, NY 10036			GENERAL PUBLIC SUPPORT	1,500
JBI INTERNATIONAL 110 EAST 30TH ST NEW YORK, NY 10016			GENERAL PUBLIC SUPPORT	2,500
Total 3a				3,848,120

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>				
JCC OF MANHATTAN 334 AMSTERDAM AVE NEW YORK, NY 10023			GENERAL PUBLIC SUPPORT	2,500
JEWISH CHILDRENS MUSEUM 792 EASTERN PARKWAY BROOKLYN, NY 11213			GENERAL PUBLIC SUPPORT	2,500
JEWISH BOARD OF FAMILY SERVICES 135 WEST 50TH ST NEW YORK, NY 10020			GENERAL PUBLIC SUPPORT	25,000
JEWISH FUTURES BENEFIT 520 8TH AVE 15TH FLOOR NEW YORK, NY 10018			GENERAL PUBLIC SUPPORT	25,000
JONAS CENTER FOR NURSING 107 EAST 70TH ST NEW YORK, NY 10021			GENERAL PUBLIC SUPPORT	25,000
Total 				3,848,120
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>				
LEARNING SPRING SCHOOL 247 EAST 20TH ST NEW YORK, NY 10003			GENERAL PUBLIC SUPPORT	50,520
LEXINGTON SCHOOL CENTER 25-26 75TH ST EAST ELMHURST, NY 11370			GENERAL PUBLIC SUPPORT	1,000
LINCOLN CENTER INSTITUTE 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023			GENERAL PUBLIC SUPPORT	52,500
LINCOLN CENTER THEATRE 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023			GENERAL PUBLIC SUPPORT	5,000
MOUNT SINAI SCHOOL 1470 MADISON AVE NEW YORK, NY 10029			GENERAL PUBLIC SUPPORT	1,000
Total ▶ 3a				3,848,120

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>				
NATIONAL SAWDUST 80 N 6TH ST BROOKLYN, NY 11249			GENERAL PUBLIC SUPPORT	1,500
NATIONAL YIDDISH INSTITUTE 36 BATTERY PL 201 NEW YORK, NY 10280			GENERAL PUBLIC SUPPORT	2,500
NY BOTANICAL GARDEN 2900 SOUTHERN BLVD BRONX, NY 10458			GENERAL PUBLIC SUPPORT	37,500
NY COLLABORATE FOR AUTISM 3 EAST 54TH ST 5TH FLOOR NEW YORK, NY 10022			GENERAL PUBLIC SUPPORT	5,000
NY TRANSIT MUSEUM BOERUM PL BROOKLYN, NY 11201			GENERAL PUBLIC SUPPORT	1,000
Total ▶ 3a				3,848,120

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>				
PARK AVE SYNAGOGUE 50 EAST 87TH ST NEW YORK, NY 10128			GENERAL PUBLIC SUPPORT	200,000
PLANNED PARENTHOOD 26 BLEECKER ST NEW YORK, NY 10012			GENERAL PUBLIC SUPPORT	5,000
PUBLIC ART FUND 1 EAST 53RD STREET 12 NEW YORK, NY 10022			GENERAL PUBLIC SUPPORT	1,500
PUBLIC THEATRE 425 LAFAYETTE ST NEW YORK, NY 10003			GENERAL PUBLIC SUPPORT	6,000
ROUNABOUT THEATRE 231 WEST 39TH ST SUITE 1200 NEW YORK, NY 10018			GENERAL PUBLIC SUPPORT	5,000
Total 				3,848,120
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>				
SCARSDALE ADULT SCHOOL PO BOX 205 SCARSDALE, NY 10583			GENERAL PUBLIC SUPPORT	4,000
SING FOR HOPE 575 8TH AVE SUITE 1812 NEW YORK, NY 10018			GENERAL PUBLIC SUPPORT	1,500
SLCD 87-25 136TH STREET NEW YORK, NY 11418			GENERAL PUBLIC SUPPORT	2,500
SLSLF INC 430 PARK AVE SUITE 505 NEW YORK, NY 10022			GENERAL PUBLIC SUPPORT	68,500
SYMPHONY SPACE 2537 BROADWAY NEW YORK, NY 10025			GENERAL PUBLIC SUPPORT	5,000
Total ► 3a				3,848,120

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 CENTER FOR ARTS EDUCATION 266 WEST 37TH ST NEW YORK, NY 10018			GENERAL PUBLIC SUPPORT	2,500
THE DALTON SCHOOL 108 EAST 89TH STREET NEW YORK, NY 10128			GENERAL PUBLIC SUPPORT	21,500
THE FOUNDATION CENTER 32 OLD SLIP NEW YORK, NY 10005			GENERAL PUBLIC SUPPORT	2,500
THE GREENWICH ART 299 GREENWICH AVE GREENWICH, CT 06830			GENERAL PUBLIC SUPPORT	3,000
THE HASTINGS CENTER 21 MALCOM GORDON RD GARRISON, NY 10524			GENERAL PUBLIC SUPPORT	25,000
Total ▶ 3a				3,848,120

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 MORGAN LIBRARY 225 MADISON AVE NEW YORK, NY 10016			GENERAL PUBLIC SUPPORT	2,500
SCHOOL FOR CHILDREN 1001 6TH AVE 4TH FLOOR NEW YORK, NY 10018			GENERAL PUBLIC SUPPORT	25,000
UJA FEDERATION 130 EAST 59TH STREET NEW YORK, NY 10022			GENERAL PUBLIC SUPPORT	85,000
USDAN CENTER 185 COLONIAL SPRINGS RD WHATLEY HEIGHTS, NY 11798			GENERAL PUBLIC SUPPORT	1,200,000
WEILL CORNELL MEDICAL COLLEGE 1300 YORK AVE NEW YORK, NY 10065			GENERAL PUBLIC SUPPORT	65,000
Total ▶ 3a				3,848,120

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>				
WESLEYAN UNIVERSITY 45 WYLLYS AVE MIDDLETOWN, CT 06459			GENERAL PUBLIC SUPPORT	1,000,000
WNET 13 825 8TH AVENUE NEW YORK, NY 10019			GENERAL PUBLIC SUPPORT	35,000
YALE UNIVERSITY SCHOOL YALE UNIVERSITY NEW HAVEN, CT 06520			GENERAL PUBLIC SUPPORT	123,500
YESHIVA OF SOUTH SHORE 1170 WILLIAM ST HEWLETT, NY 11557			GENERAL PUBLIC SUPPORT	1,000
YOUTH TRANSITION 123 WILLIAM ST 5TH FLOOR NEW YORK, NY 10038			GENERAL PUBLIC SUPPORT	2,000
Total ▶ 3a				3,848,120

TY 2016 Accounting Fees Schedule**Name:** LEMBERG FOUNDATION INC**EIN:** 13-6082064

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CO-OP 478 WEST BWAY	750	750		
BLDG-BELL BLVD 1-QUEENS	2,000	2,000		
INDIRECT ACCOUNTING FEES	12,000	12,000		

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TY 2016 Amortization Schedule

Name: LEMBERG FOUNDATION INC

EIN: 13-6082064

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
AMORTIZATION					1,441	1,441		1,441

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Gain/Loss from Sale of Other Assets Schedule

Name: LEMBERG FOUNDATION INC

EIN: 13-6082064

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FORM 6252, SHORT-TERM GAIN/LOSS					3,258				3,258	
FORM 6252, LONG-TERM GAIN/LOSS					4,886				4,886	

TY 2016 Investments Corporate Stock Schedule**Name:** LEMBERG FOUNDATION INC**EIN:** 13-6082064

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BP PLC-5,036	186,107	188,246
CONOCOPHILLIPS-600	24,755	30,084
ENLINK-2,000	59,633	38,100
GOLAR LNG LIMITED-1,500	54,609	34,410
HERCULES- 5,000	70,183	70,550
LL&E-11,180	29,225	
NORFLK SOUTHERN-10,773	52,763	1,164,238
PEPSICO-254,000	447,246	26,576,020
PINACLE BANK OF ALABAMA-4,000	20,750	90,600
STONECASTLE-5,000	124,227	93,450

TY 2016 Legal Fees Schedule

Name: LEMBERG FOUNDATION INC

EIN: 13-6082064

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CO-OP 478 WEST BWAY	6,607	6,607		
BLDG-BELL BLVD 1-QUEENS	736	736		

TY 2016 Other Assets Schedule

Name: LEMBERG FOUNDATION INC
EIN: 13-6082064

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVESTMENT-NOD BROOK LLC	224,948	359,209	843,000
INVESTMENT IN 48-01 QUEENS BLVD LLC	289,592	279,757	398,000
INVESTMENT -48-11 QUEENS BLVD LLC	289,592	279,757	398,000
INVESTMENT -TWO NUTS LP	-2,744,281	-3,121,303	1,536,000
INVESTMENT -MERCIFUL SPRINGS LLC	-671,376	-657,629	1,116,000
INVESTMENT -BELL BLVD 1	334,201	360,211	1,534,000
INVESTMENT-478 W B'WY CO-OP	163,183	81,989	502,000
INVESTMENT-QUASAR OFFSHORE FUND	381,137		
INVESTMENT-TONTINE OFFSHORE FUND	1,563,026	1,133,319	1,002,000
INVESTMENT-ORACLE PARTNERS LP	13,042	12,839	13,000
INVESTMENT-RCG LONG VEIW DEBT FUND L	118,130	62,026	46,000
INVESTMENT-ALKEON GROWTH PARTNERS LP	512,562	511,080	511,000
INVESTMENT-ALKEON ASIA GROWTH PARTNE	435,127	395,486	624,000
INVESTMENT-KKR CHINA GROWTH FUND LP	921,021	1,117,224	1,138,000
FLEXIS OUTDOOR HOLDINGS LP	951,290	964,812	965,000
INVESTMENT-OXBRIDGE PARTNERS	1,551,709	1,580,069	1,580,000
ALCENTRA	1,419,966	1,313,604	1,330,000
TAILWIND PARTNERS	617,233	1,131,828	1,582,000
KKR ENERGY	320,040	508,479	397,000
SUSSER/SUNOCO	99,437		
KKR TE AIV	37,522	40,794	37,000
RENTECH	122,812		
NORTH STAR	328,872	470,540	573,000
ENTERPRISE	191,401		
WEST STREET CAPITAL		119,045	119,000
INVESTMENT IN CIP VI OFFSHORE		101,967	106,000
INVESTMENT IN PTP'S		515,647	516,000

TY 2016 Other Expenses Schedule**Name:** LEMBERG FOUNDATION INC**EIN:** 13-6082064**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CO-OP 478 WEST BWAY				
MANAGEMENT FEES	404	404		
INSURANCE	335	335		
SUPPLIES	138	138		
RENT	19,890	19,890		
PROFESSIONAL FEES	4,987	4,987		
UTILITIES	159	159		
REPAIRS	1,940	1,940		
POSTAGE	37	37		
CORP TAXES	6	6		

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OUTSIDE SERVICES	455	455		
MAINTENANCE	649	649		
INVESTMENT DEPRECIATION	53,501	53,501		
BLDG-BELL BLVD 1-QUEENS				
MANAGEMENT FEES	16,028	16,028		
REAL ESTATE TAX	95,034	95,034		
INSURANCE	4,177	4,177		
OUTSIDE SERVICES	337	337		
LICENSES AND FEES	25	25		
REPAIRS	1,871	1,871		

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSPECTION AND PERMITS	1,325	1,325		
PROFESSIONAL FEES	750	750		
POSTAGE	44	44		
INVESTMENT DEPRECIATION	1,105	1,105		
EXPENSES				
BANK CHARGES	1,440	1,440		
FILING FEES	750	750		
MISCELLANEOUS EXPENSES	51	51		
MARGIN INTEREST-MORGAN STANLE	896	896		
FUND INVESTMENT EXPENSES	73,424	73,424		

TY 2016 Other Income Schedule

Name: LEMBERG FOUNDATION INC

EIN: 13-6082064

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NOD BROOK LLC	-108,239		
K-1 48-01 QUEENS BLVD LLC	95,165	95,165	
K-1 48-11 QUENS BLVD LLC	95,165	95,165	
K-1 TWO NUTS LP	267,789		
K-1 MERCIFUL SPRING LLC	188,747		
K-1 ORACLE PARTNERS	-205	-205	
RCG LONGVIEW DEBT IV FUND	2,187	2,187	
ALEKON GROWTH PARTNERS	-19,222	-19,222	
ALKEON ASIA	-26,126	-26,126	
KKR CHINA GROWTH	8,492	8,492	
TAILWIND	-38,077	-38,077	
ALCENTRA	125,934	125,934	
CVR	-11,612	-11,612	
KKR-TE	38,700	38,700	
KKR-TE AIV	-184	-184	
NORTHSTAR	-32,032	-32,032	
SUNOCO	-11,025	-11,025	
CVR NITROGEN	-42,077	-42,077	
OUTDOOR	-11,908	-11,908	
OXBRIDGE	-42,718	-42,718	

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ENTERPRISE	-21,533	-21,533	
ENTERPRISE	-18,319	-18,319	
WEST ST CAPITAL	-959	-959	
CIP VI PRIVATE	-23,462	-23,462	
OTHER	1,548	1,548	

TY 2016 Other Liabilities Schedule**Name:** LEMBERG FOUNDATION INC**EIN:** 13-6082064

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO MORGAN STANLEY		47,765

TY 2016 Other Notes/Loans Receivable Short Schedule**Name:** LEMBERG FOUNDATION INC**EIN:** 13-6082064

Name of 501(c)(3) Organization	Balance Due
LOAN RECEIVABLE	7,176

TY 2016 Taxes Schedule**Name:** LEMBERG FOUNDATION INC**EIN:** 13-6082064

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX-F-990T	221,522			
NYS TAXES	45,000			

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 <u>www.irs.gov/form990</u>	OMB No 1545-0047 2016
	Name of the organization LEMBERG FOUNDATION INC	Employer identification number 13-6082064

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or 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 LEMBERG FOUNDATION INC	Employer identification number 13-6082064
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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	SUZANNE L USDAN CLAT 430 PARK AVENUE SUITE 205 NEW YORK, NY10022	\$ 70,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

13-6082064

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

Name of organization LEMBERG FOUNDATION INC	Employer identification number 13-6082064
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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	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	