

Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter social security numbers on this form as it may be made public.

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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE SCHERMAN FOUNDATION, INC.		A Employer identification number 13-6098464
Number and street (or P.O. box number if mail is not delivered to street address) 16 EAST 52ND ST	Room/suite 601	B Telephone number 212 832-3086
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10022-5306		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) \$ 114,470,016.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B interest on savings and temporary cash investments		139.	139.		STATEMENT 1
4 Dividends and interest from securities		2,176,804.	1,678,746.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,816,057.			
b Gross sales price for all assets on line 6a		12,105,194.			
7 Capital gain net income (from Part IV, line 2)			2,409,066.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		3,002.	133,043.		STATEMENT 3
12 Total. Add lines 1 through 11		4,996,002.	4,220,994.		
13 Compensation of officers, directors, trustees, etc		262,650.	52,530.		210,120.
14 Other employee salaries and wages		285,114.	21,017.		264,097.
15 Pension plans, employee benefits		187,305.	25,150.		162,155.
16a Legal fees STMT 4		2,879.	0.		2,879.
b Accounting fees STMT 5		36,150.	18,075.		18,075.
c Other professional fees STMT 6		822,398.	200,627.		10,300.
17 Interest			18,990.		
18 Taxes STMT 7		500.	66,536.		0.
19 Depreciation and depletion					
20 Occupancy		119,886.	16,097.		103,789.
21 Travel, conferences, and meetings		17,668.	883.		16,785.
22 Printing and publications					
23 Other expenses STMT 8		36,467.	176,463.		34,482.
24 Total operating and administrative expenses. Add lines 13 through 23		1,771,017.	596,368.		822,682.
25 Contributions, gifts, grants paid		4,851,127.			4,851,127.
26 Total expenses and disbursements. Add lines 24 and 25		6,622,144.	596,368.		5,673,809.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,626,142.>			
b Net investment income (if negative, enter -0-)			3,624,626.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	34,512.	28,532.	28,532.	
	2 Savings and temporary cash investments	1,387,180.	724,365.	724,365.	
	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				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 9	99,266,699.	98,309,352.	113,717,119.	
	14 Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	100,688,391.	99,062,249.	114,470,016.	
	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					
22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒				
	24 Unrestricted	100,688,391.	99,062,249.		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	100,688,391.	99,062,249.			
31 Total liabilities and net assets/fund balances	100,688,391.	99,062,249.			

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	100,688,391.
2 Enter amount from Part I, line 27a	2	<1,626,142.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	99,062,249.
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	99,062,249.

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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	12,105,194.	11,065,748.	2,409,066.

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))
(l) 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			
b			
c			
d			
e			2,409,066.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,409,066.
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). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	6,772,788.	116,627,828.	.058072
2014	6,346,550.	119,857,158.	.052951
2013	5,024,131.	115,792,536.	.043389
2012	3,196,835.	100,942,364.	.031670
2011	3,157,842.	98,227,963.	.032148

2 Total of line 1, column (d)	2	.218230
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	.043646
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	111,077,434.
5 Multiply line 4 by line 3	5	4,848,086.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	36,246.
7 Add lines 5 and 6	7	4,884,332.
8 Enter qualifying distributions from Part XII, line 4	8	5,673,809.

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	36,246.
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	36,246.
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	36,246.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	75,315.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	75,315.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	39,069.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.SCHERMAN.ORG	13	X
14 The books are in care of ► THE FOUNDATION Telephone no. ► 212 832-3086 Located at ► 16 EAST 52ND ST, STE 601, NEW YORK, NY ZIP+4 ► 10022-5306		
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	N/A
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

5b

X

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?

SEE STATEMENT 11

☒ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

N/A

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		262,650.	78,076.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ALEXA AVILES - 16 EAST 52ND ST, STE 601, NEW YORK, NY 10022-5306	PROGRAM OFFICER 40.00	148,386.	22,327.	0.
CATHERINE PORTER - 16 EAST 52ND ST, STE 601, NEW YORK, NY 10022-5306	ADMINISTRATOR 40.00	84,068.	38,019.	0.
NAICHE PARKER - 16 EAST 52ND ST, STE 601, NEW YORK, NY 10022-5306	GRANTS MANAGER 40.00	52,660.	7,852.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES LLC 125 HIGH ST, BOSTON, MA 02110	INVESTMENT COUNSEL	138,000.
WELLINGTON MANAGEMENT COMPANY, LLP 280 CONGRESS ST, BOSTON, MA 02210	INVESTMENT COUNSEL	116,068.
DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, LP 65 EAST 55TH ST, 19TH FL, NEW YORK, NY 10022	INVESTMENT COUNSEL	74,109.
AETHER INVESTMENT PARTNERS, LLC 1900 SIXTEENTH ST, STE 825, DENVER, CO 80202	INVESTMENT COUNSEL	63,585.
AXIOM INTERNATIONAL INVESTORS, LLC 33 BENEDICT PL, GREENWICH, CT 06830	INVESTMENT COUNSEL	57,120.

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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	111,578,009.
b	Average of monthly cash balances	1b	1,190,960.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	112,768,969.
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	0.
3	Subtract line 2 from line 1d	3	112,768,969.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,691,535.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	111,077,434.
6	Minimum investment return. Enter 5% of line 5	6	5,553,872.

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	5,553,872.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	36,246.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	36,246.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,517,626.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,517,626.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,517,626.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,673,809.
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	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,673,809.
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	5	36,246.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,637,563.

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				5,517,626.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	3,157,842.			
b From 2012	3,196,835.			
c From 2013	5,074,098.			
d From 2014	524,840.			
e From 2015	1,063,177.			
f Total of lines 3a through e	13,016,792.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 5,673,809.				
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				5,517,626.
e Remaining amount distributed out of corpus	156,183.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	13,172,975.			
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		0.		
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 instr.			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	3,157,842.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	10,015,133.			
10 Analysis of line 9:				
a Excess from 2012	3,196,835.			
b Excess from 2013	5,074,098.			
c Excess from 2014	524,840.			
d Excess from 2015	1,063,177.			
e Excess from 2016	156,183.			

N/A

- | | | | |
|--|---------------|--|------------|
| | 4942(i)(3) or | | 4942(i)(5) |
|--|---------------|--|------------|

- (4) Gross investment income

[illegible]

SEE ATTACHMENT B

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
350.ORG 20 JAY STREET, SUITE 732 BROOKLYN, NY 11201	N/A	PC	GENERAL OPERATING SUPPORT	70,000.
ADDED VALUE P.O. BOX 310028 BROOKLYN, NY 11231	N/A	PC	GENERAL OPERATING SUPPORT	20,000.
ADVOCACY INSTITUTE 540 PRESIDENT STREET, 3RD FLOOR BROOKLYN, NY 11215	N/A	PC	GENERAL OPERATING SUPPORT	40,000.
ALIGN - CLIMATE WORKS FOR ALL 50 BROADWAY, 29TH FLOOR NEW YORK, NY 10004	N/A	PC	PROGRAM/PROJECT SUPPORT: CLIMATE WORKS FOR ALL	50,000.
ALIGN 50 BROADWAY, 29TH FLOOR NEW YORK, NY 10004	N/A	PC	GENERAL OPERATING SUPPORT	225.
Total	SEE CONTINUATION SHEET(S)			4,851,127.
b Approved for future payment				
DANCEWORKS, INC., DBA PENTACLE 75 BROAD STREET, SUITE 304 NEW YORK, NY 10004	N/A	PC	PROGRAM/PROJECT SUPPORT: CAPACITY BOOTCAMP	100,000.
GIRNEY DANCE 890 BROADWAY, 5TH FLOOR NEW YORK, NY 10003	N/A	PC	PROGRAM/PROJECT SUPPORT: DIGITAL CONNECTIVITY INITIATIVE	100,000.
GOOD OLD LOWER EAST SIDE (GOLES) 169 / 171 AVENUE B NEW YORK, NY 10039	N/A	PC	PROGRAM/PROJECT SUPPORT: YOUTH AND COMMUNITY-LED ALTERNATIVES TO PERMANENT EXCLUSIONS	200,000.
Total	SEE CONTINUATION SHEET(S)			1,440,000.

Part XVI-A Analysis of Income-Producing Activities

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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	139.		
4 Dividends and interest from securities	525990	110.	14	2,176,694.		
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	525990	10,735.	18	2,805,322.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a SECURITIES LITIGATION			01	2,491.		
b OTHER INCOME			01	58.		
c INCOME TAX REFUNDS			01	453.		
d OTHER PARTNERSHIP INCOME	525990	86,753.	01	<86,753.>		
e _____						
12 Subtotal. Add columns (b), (d), and (e)		97,598.		4,898,404.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	4,996,002.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

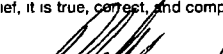
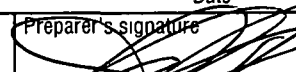
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[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
N/A		

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	
	Signature of officer or trustee	Date Nov 2, 2017	Title PRESIDENT & TREASURER		
Paid Preparer Use Only	Print/Type preparer's name CHRISTOPHER PETERMANN	Preparer's signature 	Date 10/2/17	Check ☐ if self-employed	PTIN P00097440
	Firm's name ▶ PKF O'CONNOR DAVIES, LLP				Firm's EIN ▶ 27-1728945
	Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022				Phone no. (212) 286-2600

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	OAKMARK 'SELECT FUND INVESTOR CLASS [OAKLX]	P	VARIOUS	VARIOUS
b	TOUCHSTONE LARGE COMPANY GROWTH INST. [DSMLX]	P	VARIOUS	VARIOUS
c	DEUTCHE X-TRACKERS MSCI EAFE HEDGED EQ [DBEF]	P	VARIOUS	VARIOUS
d	IVA WORLDCLASS I FUND [IVWIX]	P	VARIOUS	VARIOUS
e	VANGUARD INTERMEDIATE-TERM BOND INDEX ADM. [VBILX]	P	VARIOUS	VARIOUS
f	AVIVA INVESTORS FUNDS SPC LTD.	P	VARIOUS	VARIOUS
g	GRUSS GLOBAL INVESTORS (ENHANCED), LTD.	P	VARIOUS	VARIOUS
h	MASON GLOBAL, LTD.	P	VARIOUS	VARIOUS
i	STANDARD LIFE INVESTMENTS GLOBAL ABSOLUTE RETURN	P	VARIOUS	VARIOUS
j	TWO SIGMA ACTIVE EXTENSION U.S. ALL CAP EQUITY	P	VARIOUS	VARIOUS
k	ACCOLADE PARTNERS V, L.P.	P	VARIOUS	VARIOUS
l	AETHER REAL ASSETS II, L.P.	P	VARIOUS	VARIOUS
m	AXIOM GLOBAL EQUITY FUND	P	VARIOUS	VARIOUS
n	DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, L.P.	P	VARIOUS	VARIOUS
o	HIGHCLERE INTERNATIONAL INVESTORS SMID FUND	P	VARIOUS	VARIOUS

(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	500,000.	379,120.	120,880.
b	500,000.	380,909.	119,091.
c	881,124.	992,535.	<111,411.>
d	1,600,030.	1,411,841.	188,189.
e	1,000,000.	1,019,372.	<19,372.>
f	250,000.	250,217.	<217.>
g	1,000,000.	984,696.	15,304.
h	2,050,945.	2,000,000.	50,945.
i	3,654,469.	3,437,467.	217,002.
j	250,000.	209,591.	40,409.
k			<333.>
l			79,406.
m			<182,631.>
n			304,466.
o			24,375.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			120,880.
b			119,091.
c			<111,411.>
d			188,189.
e			<19,372.>
f			<217.>
g			15,304.
h			50,945.
i			217,002.
j			40,409.
k			<333.>
l			79,406.
m			<182,631.>
n			304,466.
o			24,375.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
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). If (loss), enter "-0-" in Part I, line 8 }	3

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	LL MORTGAGE FUND, L.P.	P	VARIOUS	VARIOUS
b	LL OPPORTUNISTIC MORTGAGE FUND, L.P.	P	VARIOUS	VARIOUS
c	MANHOUT GLOBAL EMERGING MARKETS LEADERS FUND	P	VARIOUS	VARIOUS
d	MERCER PARTNERS IV, L.P.	P	VARIOUS	VARIOUS
e	PERMIT CAPITAL MORTGAGE FUND, L.P. (SERIES K)	P	VARIOUS	VARIOUS
f	PERMIT CAPITAL MORTGAGE FUND, L.P. (SERIES M)	P	VARIOUS	VARIOUS
g	SOMERSET EMERGING MARKETS SMALL CAP FUND LLC	P	VARIOUS	VARIOUS
h	SOMERSET SMALL MID CAP EM ALL COUNTRY FUND LLC	P	VARIOUS	VARIOUS
i	STATE STREET S&P 500 INDEX SECURITIES LENDING	P	VARIOUS	VARIOUS
j	WELLINGTON CTF DIVERSIFIED INFLATION HEDGES	P	VARIOUS	VARIOUS
k	WELLINGTON CTF EMERGING MARKETS OPPORTUNITIES	P	VARIOUS	VARIOUS
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(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			7,629.
b			47,107.
c			<129,141.>
d			15,291.
e			549,611.
f			227,771.
g			5,518.
h			<66,619.>
i			256,613.
j			266,025.
k			<35,468.>
l	418,626.		418,626.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			7,629.
b			47,107.
c			<129,141.>
d			15,291.
e			549,611.
f			227,771.
g			5,518.
h			<66,619.>
i			256,613.
j			266,025.
k			<35,468.>
l			418,626.
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,409,066.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

3a Grants and Contributions Paid During the Year		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
Recipient	Name and address (home or business)				
	ALLIANCE FOR WATER EFFICIENCY 33 N LASALLE STREET SUITE #2275 CHICAGO, IL 60602	N/A	PC	PROGRAM/PROJECT SUPPORT: A NET ZERO WATER LAND USE ORDINANCE FOR SUSTAINABLE WATER USE AND URBAN GROWTH	111,000.
	ALLIANCE OF RESIDENT THEATRES/NEW YORK 520 EIGHTH AVENUE, SUITE 319 NEW YORK, NY 10018	N/A	PC	GENERAL OPERATING SUPPORT	285.
	ASSOCIATION FOR NEIGHBORHOOD & HOUSING DEVELOPMENT 50 BROAD STREET SUITE #1402 NEW YORK, NY 10004	N/A	PC	PROGRAM/PROJECT SUPPORT: EQUITABLE ECONOMIC DEVELOPMENT PROJECT FOR 50,000 QUALITY INDUSTRIAL JOBS	200,000.
	ASSOCIATION FOR NEIGHBORHOOD & HOUSING DEVELOPMENT 50 BROAD STREET SUITE #1402 NEW YORK, NY 10004	N/A	PC	GENERAL OPERATING SUPPORT	300.
	BAX/BROOKLYN ARTS EXCHANGE 421 FIFTH AVENUE BROOKLYN, NY 11215	N/A	PC	GENERAL OPERATING SUPPORT	25,000.
	BRANDWORKERS PO BOX 1257 LONG ISLAND CITY, NY 11101	N/A	PC	GENERAL OPERATING SUPPORT	45,000.
	BRONX RIVER ALLIANCE 1 BRONX RIVER PARKWAY BRONX, NY 10462	N/A	PC	GENERAL OPERATING SUPPORT	180.
Total from continuation sheets					4,670,902.

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

Grants and Contributions Paid During the Year		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
Recipient	Name and address (home or business)				
	BROOKLYN ACADEMY OF MUSIC, INC. 30 LAFAYETTE AVENUE BROOKLYN, NY 11217	N/A	PC	GENERAL OPERATING SUPPORT	45,000.
	BROOKLYN ARTS COUNCIL 20 JAY STREET, SUITE 616 BROOKLYN, NY 11201	N/A	PC	GENERAL OPERATING SUPPORT	30,000.
	BROOKLYN ARTS COUNCIL 20 JAY STREET, SUITE 616 BROOKLYN, NY 11201	N/A	PC	GENERAL OPERATING SUPPORT	250.
	BROOKLYN HISTORICAL SOCIETY 128 PIERREPONT STREET BROOKLYN, NY 11201	N/A	PC	GENERAL OPERATING SUPPORT	10.
	BROOKLYN LEGAL SERVICES CORPORATION A 260 BROADWAY, SUITE 2 BROOKLYN, NY 11211	N/A	PC	PROGRAM/PROJECT SUPPORT: FAIR HOUSING ENFORCEMENT AND EDUCATION PROJECT	40,000.
	BUILDING EQUITY AND ALIGNMENT FOR IMPACT (BEA INITIATIVE) C/O SOCIAL AND ENVIRONMENTAL ENTREPRENEURS, 23532 CALABASAS RD STE A CALABASAS, CA 91302	N/A	PC	GENERAL OPERATING SUPPORT	20,000.
	CARY INSTITUTE 2801 SHARON TURNPIKE MILLBROOK, NY 12545	N/A	PC	GENERAL OPERATING SUPPORT	145.
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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)					
CENTER FOR REPRODUCTIVE RIGHTS 199 WATER STREET, 22ND FLOOR NEW YORK, NY 10038	N/A		PC	GENERAL OPERATING SUPPORT	60,000.
CENTER ON REPRODUCTIVE RIGHTS AND JUSTICE AT UC BERKELEY SCHOOL OF LAW BERKELEY LAW, 459 BOALT HALL BERKELEY, CA 94720	N/A		PC	GENERAL OPERATING SUPPORT	45,000.
CERES 99 CHAUNCEY STREET, 6TH FLOOR BOSTON, MA 02111	N/A		PC	GENERAL OPERATING SUPPORT	50,000.
CHARLES RIVER WATERSHED 190 PARK ROAD WESTON, MA 02445	N/A		PC	PROGRAM/PROJECT SUPPORT: SMART SEWERING: INFRASTRUCTURE FOR A LIVABLE FUTURE	50,000.
CHESAPEAKE CLIMATE ACTION NETWORK P.O. BOX 11138 TAKOMA PARK, MD 20913	N/A		PC	GENERAL OPERATING SUPPORT	50,000.
CHHAYA COMMUNITY DEVELOPMENT CORPORATION 37-43 77TH STREET JACKSON HEIGHTS, NY 11372	N/A		PC	GENERAL OPERATING SUPPORT	20,000.
CITY LIMITS 394 BROADWAY, 4TH FLOOR NEW YORK, NY 10013	N/A		PC	GENERAL OPERATING SUPPORT	5,000.
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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)					
CITY LIMITS 394 BROADWAY, 4TH FLOOR NEW YORK, NY 10013		N/A	PC	GENERAL OPERATING SUPPORT	250.
CLIMATE PARENTS 2101 WEBSTER ST. #1250 OAKLAND, CA 94612		N/A	PC	GENERAL OPERATING SUPPORT	40,000.
COMMUNITY CONNECTIONS FOR YOUTH 369 EAST 149TH STREET, 7TH FLOOR BRONX, NY 10455		N/A	PC	GENERAL OPERATING SUPPORT	45,000.
COMMUNITY RESOURCE EXCHANGE (FOR ADDED VALUE) 42 BROADWAY, 20TH FLOOR NEW YORK, NY 10004		N/A	PC	GENERAL OPERATING SUPPORT	5,000.
COMMUNITY SERVICE SOCIETY OF NEW YORK 633 3RD AVENUE, 10TH FLOOR NEW YORK, NY 10017		N/A	PC	GENERAL OPERATING SUPPORT	710.
CONSULTATIVE GROUP ON BIOLOGICAL DIVERSITY (FOR CEFG) PO BOX 29361 SAN FRANCISCO, CA 94129		N/A	PC	GENERAL OPERATING SUPPORT: MEMBERSHIP 2016	2,000.
CORRECTIONAL ASSOCIATION OF NEW YORK 22 CORTLANDT STREET, 33RD FLOOR NEW YORK, NY 10007		N/A	PC	GENERAL OPERATING SUPPORT	45,000.
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

Grants and Contributions Paid During the Year		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
Recipient	Name and address (home or business)				
CREATIVE ARTS TEAM 101 WEST 31ST STREET, 6TH FLOOR NEW YORK, NY 10001	N/A	PC	GENERAL OPERATING SUPPORT		300.
CSC REPERTORY, LTD. (D/B/A CLASSIC STAGE COMPANY) 136 EAST 13TH STREET NEW YORK, NY 10003	N/A	PC	GENERAL OPERATING SUPPORT		25,000.
DANCEWORKS, INC., DBA PENTACLE 75 BROAD STREET, SUITE 304 NEW YORK, NY 10004	N/A	PC	PROGRAM/PROJECT SUPPORT: CAPACITY BOOTCAMP		100,000.
DEMOS 80 BROAD STREET, 4TH FLOOR NEW YORK, NY 10004	N/A	PC	GENERAL OPERATING SUPPORT		40,000.
DIXON PLACE 161A CHRYSTIE STREET, GROUND FLOOR NEW YORK, NY 10002	N/A	PC	GENERAL OPERATING SUPPORT		500.
EARTHJUSTICE 50 CALIFORNIA STREET, SUITE 500 SAN FRANCISCO, CA 94111	N/A	PC	GENERAL OPERATING SUPPORT		50,000.
EARTHWORKS 1612 K ST., NW, SUITE 808 WASHINGTON, DC 20006	N/A	PC	PROGRAM/PROJECT SUPPORT: ENERGY PROGRAM		50,000.
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

Grant and Recipient Name and Address		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
Recipient	Name and address (home or business)				
ELEVATOR REPAIR SERVICE THEATER INC. 47 GREAT JONES STREET, 3RD FLOOR NEW YORK, NY 10012	N/A	PC	GENERAL OPERATING SUPPORT		25,000.
ENVIRONMENT AMERICA RESEARCH & POLICY CENTER 294 WASHINGTON ST., SUITE 500 BOSTON, MA 02108	N/A	PC	PROGRAM/PROJECT SUPPORT: CAMPAIGN FOR GLOBAL WARMING SOLUTIONS		50,000.
ENVIRONMENTAL ADVOCATES OF NEW YORK 353 HAMILTON STREET ALBANY, NY 12210	N/A	PC	GENERAL OPERATING SUPPORT		820.
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 475 RIVERSIDE DRIVE, SUITE 960 NEW YORK, NY 10115	N/A	PC	GENERAL OPERATING SUPPORT: MEMBERSHIP 2016		7,790.
FIFTH AVENUE COMMITTEE 621 DEGRAU STREET BROOKLYN, NY 11217	N/A	PC	GENERAL OPERATING SUPPORT		50,000.
FOUNDATION CENTER 32 OLD SLIP, 24TH FLOOR NEW YORK, NY 10005	N/A	PC	GENERAL OPERATING SUPPORT: MEMBERSHIP 2016		5,000.
FRIENDS OF THE EARTH 1101 15TH ST NW, 11TH FLOOR WASHINGTON, DC 20005	N/A	PC	PROGRAM/PROJECT SUPPORT: KEEP IT IN THE GROUND CAMPAIGN		50,000.

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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)					
FUNDERS NETWORK ON POPULATION REPRODUCTIVE HEALTH AND RIGHTS P.O. BOX 750 ROCKVILLE, MD 20848		N/A	PC	GENERAL OPERATING SUPPORT: MEMBERSHIP 2016	3,000.
GIBNEY DANCE 890 BROADWAY, 5TH FLOOR NEW YORK, NY 10003		N/A	PC	PROGRAM/PROJECT SUPPORT: DIGITAL CONNECTIVITY INITIATIVE	100,000.
GOOD OLD LOWER EAST SIDE (GOLES) 169 / 171 AVENUE B NEW YORK, NY 10039		N/A	PC	PROGRAM/PROJECT SUPPORT: YOUTH AND COMMUNITY-LED ALTERNATIVES TO PERMANENT EXCLUSIONS	200,000.
GOVERNMENT ACCOUNTABILITY PROJECT 1612 K STREET, NW, SUITE 1100 WASHINGTON, DC 20006		N/A	PC	GENERAL OPERATING SUPPORT	50,000.
GREAT SMALL WORKS 315 WEST 86TH STREET, #4E NEW YORK, NY 10024		N/A	PC	GENERAL OPERATING SUPPORT	12,500.
GREEN CITY FORCE 630 FLUSHING AVENUE, 8TH FLOOR BROOKLYN, NY 11206		N/A	PC	PROGRAM/PROJECT SUPPORT: NYCHA'S URBAN AGRICULTURAL EXPANSION INITIATIVE	25,000.
GREEN GUERRILLAS 232 EAST 11TH STREET NEW YORK, NY 10003		N/A	PC	GENERAL OPERATING SUPPORT	30,000.

Total from continuation sheets

22

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

Name and address (home or business)	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
GREEN GUERRILLAS 232 EAST 11TH STREET NEW YORK, NY 10003		N/A	PC	GENERAL OPERATING SUPPORT	215.
HERE 145 6TH AVENUE NEW YORK, NY 10013		N/A	PC	PROGRAM/PROJECT SUPPORT: PRIME SPACE INITIATIVE	100,000.
HESTER STREET COLLABORATIVE 113 HESTER STREET NEW YORK, NY 10002		N/A	PC	GENERAL OPERATING SUPPORT	56.
HUMAN RIGHTS FIRST 75 BROAD STREET, 31ST FLOOR NEW YORK, NY 10001		N/A	PC	GENERAL OPERATING SUPPORT	40,000.
JUSTICE COMMITTEE 666 BROADWAY, SUITE 500 NEW YORK, NY 10012		N/A	PC	GENERAL OPERATING SUPPORT	250.
LATINOJUSTICE PRLDEF 99 HUDSON STREET, 14TH FLOOR NEW YORK, NY 10013		N/A	PC	GENERAL OPERATING SUPPORT	50,000.
LAWYERS ALLIANCE FOR NEW YORK 171 MADISON AVENUE, 6TH FLOOR NEW YORK, NY 10016		N/A	PC	PROGRAM/PROJECT SUPPORT: LEGAL AND EDUCATIONAL SERVICES FOR NONPROFITS ENGAGED IN COMMUNITY ORGANIZING AND ADVOCACY WORK	40,000.
Total from continuation sheets					23

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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)					
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 1920 L STREET, NW, SUITE 800 WASHINGTON, DC 20036		N/A	PC	PROGRAM/PROJECT SUPPORT: THE HEAT IS ON PROJECT	60,000.
MAKE THE ROAD NEW YORK 301 GROVE STREET BROOKLYN, NY 11237		N/A	PC	GENERAL OPERATING SUPPORT	50,000.
MANAGEMENT ASSISTANCE GROUP 1155 F STREET NW, SUITE 1050 WASHINGTON, DC 20004		N/A	PC	GENERAL OPERATING SUPPORT	500.
MEDICAL STUDENTS FOR CHOICE PO BOX 40935 PHILADELPHIA, PA 19107		N/A	PC	GENERAL OPERATING SUPPORT	40,000.
MFY LEGAL SERVICES, INC. 299 BROADWAY, 4TH FL. NEW YORK, NY 10007		N/A	PC	GENERAL OPERATING SUPPORT	20,000.
MINKWON CENTER FOR COMMUNITY ACTION 136-19 41ST AVE, 3RD FLOOR FLUSHING, NY 11355		N/A	PC	GENERAL OPERATING SUPPORT	40,000.
NATIONAL ABORTION FEDERATION 1090 VERMONT AVE., NW, SUITE 1000 WASHINGTON, DC 20005		N/A	PC	GENERAL OPERATING SUPPORT	55,000.
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL ASIAN PACIFIC AMERICAN WOMENS FORUM (TIDES CENTER) 1730 RHODE ISLAND AVE NW, SUITE 210 WASHINGTON, DC 20036	N/A	PC	GENERAL OPERATING SUPPORT	50,000.
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1900 L STREET, #825 WASHINGTON, DC 20036	N/A	PC	GENERAL OPERATING SUPPORT	15,000.
NATIONAL LATINA INSTITUTE FOR REPRODUCTIVE HEALTH 50 BROAD STREET, SUITE 1937 NEW YORK, NY 10004	N/A	PC	GENERAL OPERATING SUPPORT	55,000.
NATIONAL WILDLIFE FEDERATION 149 STATE STREET MONTPELIER, VT 05602	N/A	PC	PROGRAM/PROJECT SUPPORT: NORTHEAST CAMPAIGN FOR ATLANTIC OFFSHORE WIND POWER	40,000.
NATIONAL WOMEN'S HEALTH NETWORK 1413 K STREET, NW, FOURTH FLOOR WASHINGTON, DC 20005	N/A	PC	GENERAL OPERATING SUPPORT	50,000.
NEW ECONOMY PROJECT 121 W. 27TH STREET, SUITE 804 NEW YORK, NY 10001	N/A	PC	GENERAL OPERATING SUPPORT	185.
NEW MUSIC USA 90 JOHN STREET, SUITE 312 NEW YORK, NY 10038	N/A	PC	PROGRAM/PROJECT SUPPORT: NEW MUSIC NYC IMPACT FUND	165,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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)					
NEW SETTLEMENT APARTMENTS' COMMUNITY ACTION FOR SAFE APARTMENTS 1512 TOWNSEND AVENUE BRONX, NY 10452	N/A		PC	GENERAL OPERATING SUPPORT	50,000.
NEW VENTURE FUND 1201 CONNECTICUT AVE NW, SUITE 300 WASHINGTON, DC 20036	N/A		PC	PROGRAM/PROJECT SUPPORT: CLIMATE FUND	50,000.
NEW VOICES PITTSBURGH 5907 PENN AVENUE, SUITE 340 PITTSBURGH, PA 15206	N/A		PC	GENERAL OPERATING SUPPORT	40,000.
NEW YORK CITY ENVIRONMENTAL JUSTICE ALLIANCE 166A 22ND STREET BROOKLYN, NY 11232	N/A		PC	GENERAL OPERATING SUPPORT	40,000.
NEW YORK FOUNDATION FOR THE ARTS 20 JAY STREET, 7TH FLOOR BROOKLYN, NY 11201	N/A		PC	PROGRAM/PROJECT SUPPORT: ART BUSINESS INCUBATOR	175,000.
NEW YORK FOUNDATION 10 EAST 34TH STREET, 10TH FLOOR NEW YORK, NY 10016	N/A		PF	GENERAL OPERATING SUPPORT: NYC CAPACITY BUILDING COLLABORATIVE	7,000.
NEW YORK LAWYERS FOR THE PUBLIC INTEREST 151 WEST 30TH STREET #LL NEW YORK, NY 10001	N/A		PC	PROGRAM/PROJECT SUPPORT: TRANSFORM, DON'T TRASH NEW YORK CITY	200,000.
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

Name and address (home or business)	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
NEW YORK LIVE ARTS, INC. 219 WEST 19TH STREET NEW YORK, NY 10011		N/A	PC	GENERAL OPERATING SUPPORT	40,000.
NEW YORK PRESERVATION ARCHIVE PROJECT 174 EAST 80TH STREET NEW YORK, NY 10075		N/A	PC	GENERAL OPERATING SUPPORT	95.
NEW YORK RENEWS C/O PUBLIC POLICY & EDUCATION FUND, 94 CENTRAL AVENUE ALBANY, NY 12206		N/A	PC	GENERAL OPERATING SUPPORT	50,000.
NEW YORK STATE TENANTS & NEIGHBORS INFORMATION SERVICE, INC. 255 WEST 36TH STREET, SUITE 505 NEW YORK, NY 10018		N/A	PC	GENERAL OPERATING SUPPORT	40,000.
NEW YORK WOMEN'S FOUNDATION 39 BROADWAY, 23RD FLOOR NEW YORK, NY 10006		N/A	PC	GENERAL OPERATING SUPPORT	250.
NEW YORKERS FOR PARKS 55 BROAD STREET, 23RD FLOOR NEW YORK, NY 10004		N/A	PC	GENERAL OPERATING SUPPORT	20,000.
NORTH STAR FUND 520 EIGHTH AVENUE, SUITE 1800 NEW YORK, NY 10018		N/A	PC	GENERAL OPERATING SUPPORT	676.

Total from continuation sheets

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Part XV Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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)					
NYC FUND FOR GIRLS AND YOUNG WOMEN OF COLOR 39 BROADWAY, 23RD FLOOR NEW YORK, NY 10006		N/A	PC	GENERAL OPERATING SUPPORT	25,000.
OPENTHEGOVERNMENT.ORG 1100 G STREET N.W., SUITE 500 WASHINGTON, DC 20005		N/A	PC	GENERAL OPERATING SUPPORT	17,500.
ORCHESTRA OF ST. LUKE'S (ST. LUKE'S CHAMBER ENSEMBLE) 450 WEST 37TH STREET, SUITE 502 NEW YORK, NY 10018		N/A	PC	GENERAL OPERATING SUPPORT	30,000.
OREGON ENVIRONMENTAL COUNCIL 222 NW DAVIS ST., SUITE 309 PORTLAND, OR 97209		N/A	PC	PROGRAM/PROJECT SUPPORT: LEGALIZING SUSTAINABILITY: ADVANCING ECO-FRIENDLY AND AFFORDABLE WATER AND SANITATION INFRASTRUCTURE	150,000.
PHILANTHROPY NEW YORK 1500 BOARDWAY, 7TH FLOOR NEW YORK, NY 10036		N/A	PC	PROGRAM/PROJECT SUPPORT: MEMBERSHIP 2016	11,050.
PRATT CENTER FOR COMMUNITY DEVELOPMENT 200 WILLOUGHBY AVENUE BROOKLYN, NY 11205		N/A	PC	PROGRAM/PROJECT SUPPORT: BUILDING COMMUNITY CAPACITY TO SHAPE NEW YORK'S HOUSING PLAN	185,000.
PRATT INSTITUTE 200 WILLOUGHBY AVENUE BROOKLYN, NY 11205		N/A	PC	GENERAL OPERATING SUPPORT	2,500.

Total from continuation sheets

28

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

Name and address (home or business)	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
PREGONES/ PUERTO RICAN TRAVELLING THEATER 571-575 WALTON AVENUE BRONX, NY 10451		N/A	PC	GENERAL OPERATING SUPPORT	25,000.
PROJECT ON GOVERNMENT OVERSIGHT 110 G STREET, NW, SUITE 500 WASHINGTON, DC 20005		N/A	PC	GENERAL OPERATING SUPPORT	55,000.
RAINFOREST ACTION NETWORK 425 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94108		N/A	PC	PROGRAM/PROJECT SUPPORT: CLIMATE & ENERGY PROGRAM	50,000.
ROCKING THE BOAT 812 EDGEWATER ROAD BRONX, NY 10474		N/A	PC	GENERAL OPERATING SUPPORT	40,000.
SISTERSONG 1237 RALPH DAVID ABERNATHY BLVD SW ATLANTA, GA 30310		N/A	PC	GENERAL OPERATING SUPPORT	40,000.
SOCRATES SCULPTURE PARK PO BOX 6259, 3201 VERNON BOULDEVARD LONG ISLAND CITY, NY 11106		N/A	PC	GENERAL OPERATING SUPPORT	430.
SOLAR ONE 37 WEST 26TH STREET, SUITE 209 NEW YORK, NY 10010		N/A	PC	PROGRAM/PROJECT SUPPORT: SHARED COMMUNITY SOLAR	100,000.
Total from continuation sheets					29

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

Name and address (home or business)	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
SOUTHERN BRONX RIVER WATERSHED ALLIANCE 1384 STRATFORD AVENUE BRONX, NY 10472		N/A	PC	GENERAL OPERATING SUPPORT	50,000.
STAND ONE HAIGHT STREET SAN FRANCISCO, CA 94102		N/A	PC	GENERAL OPERATING SUPPORT	40,000.
SYMPHONY SPACE 2537 BROADWAY NEW YORK, NY 10025		N/A	PC	GENERAL OPERATING SUPPORT	30,000.
TAXPAYERS FOR COMMON SENSE 651 PENNSYLVANIA AVE SE WASHINGTON, DC 20003		N/A	PC	GENERAL OPERATING SUPPORT	40,000.
THE FIELD 75 MAIDEN LANE, SUITE #906 NEW YORK, NY 10038		N/A	PC	PROGRAM/PROJECT SUPPORT: FIELD ART FUND	100,000.
TRANSACTIONAL RECORDS ACCESS CLEARINGHOUSE C/O SYRACUSE UNIVERSITY, 113 BOWNE HALL SYRACUSE, NY 13244		N/A	PC	PROGRAM/PROJECT SUPPORT: FOIAPROJECT.ORG	35,000.
TRI-STATE TRANSPORTATION CAMPAIGN 350 WEST 31ST STREET #805 NEW YORK, NY 10001		N/A	PC	PROGRAM/PROJECT SUPPORT: PORT AUTHORITY WATCHDOG PROJECT	50,000.

Total from continuation sheets

30

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

Grants and Contributions and Grants and Contributions		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
Recipient	Name and address (home or business)				
UNITED WAY OF NYC 205 E 42ND ST, 12TH FL, ATTN: NYC CHANGE CAPITAL FUND NEW YORK, NY 10017	N/A	PC	PROGRAM/PROJECT SUPPORT: CHANGE CAPITAL FUND	55,000.	
UPROSE 166A 22ND STREET NEW YORK, NY 11232	N/A	PC	GENERAL OPERATING SUPPORT	155.	
WESTERN RESOURCE ADVOCATES 2260 BASELINE RD, SUITE 200 BOULDER, CO 80302	N/A	PC	PROGRAM/PROJECT SUPPORT: WATER EFFICIENCY STANDARDS FOR NEXT-GENERATION PUBLIC-PRIVATE RETROFIT PROGRAMS IN THE WEST	100,000.	
WV FREE PO BOX 11042 CHARLESTON, WV 25339	N/A	PC	GENERAL OPERATING SUPPORT	45,000.	
Total from continuation sheets					

Part XV Supplementary Information (continued)**3b Grants and Contributions Approved for Future Payment**

3b Grants and Contributions Approved for Future Payment		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
Recipient	Name and address (home or business)				
NEW MUSIC USA 90 JOHN STREET, SUITE 312 NEW YORK, NY 10038	N/A	PC	PROGRAM/PROJECT SUPPORT: NEW MUSIC NYC IMPACT FUND	165,000.	
OREGON ENVIRONMENTAL COUNCIL 222 NW DAVIS ST., SUITE 309 PORTLAND, OR 97209	N/A	PC	PROGRAM/PROJECT SUPPORT: LEGALIZING SUSTAINABILITY: ADVANCING ECO-FRIENDLY AND AFFORDABLE WATER AND SANITATION INFRASTRUCTURE	225,000.	
PRATT CENTER FOR COMMUNITY DEVELOPMENT 200 WILLOUGHBY AVENUE BROOKLYN, NY 11205	N/A	PC	PROGRAM/PROJECT SUPPORT: BUILDING COMMUNITY CAPACITY TO SHAPE NEW YORK'S HOUSING PLAN	185,000.	
SOLAR ONE 37 WEST 26TH STREET, SUITE 209 NEW YORK, NY 10010	N/A	PC	PROGRAM/PROJECT SUPPORT: SHARED COMMUNITY SOLAR	265,000.	
WESTERN RESOURCE ADVOCATES 2260 BASELINE RD, SUITE 200 BOULDER, CO 80302	N/A	PC	PROGRAM/PROJECT SUPPORT: WATER EFFICIENCY STANDARDS FOR NEXT-GENERATION PUBLIC-PRIVATE RETROFIT PROGRAMS IN THE WEST	200,000.	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHECKING ACCOUNTS	12.	12.	
MONEY MARKET ACCOUNTS	127.	127.	
TOTAL TO PART I, LINE 3	139.	139.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LIMITED PARTNERSHIPS	1,541,798.	0.	1,541,798.	1,043,740.	
MUTUAL FUNDS	1,053,632.	418,626.	635,006.	635,006.	
TO PART I, LINE 4	2,595,430.	418,626.	2,176,804.	1,678,746.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME THRU K-1'S	0.	130,041.	
SECURITIES LITIGATION	2,491.	2,491.	
OTHER INCOME	58.	58.	
INCOME TAX REFUNDS	453.	453.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,002.	133,043.	

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PATTERSON BELKNAP WEBB & TYLER, LLP	2,879.	0.		2,879.	
TO FM 990-PF, PG 1, LN 16A	2,879.	0.		2,879.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PKF O'CONNOR DAVIES, LLP	25,650.	12,825.		12,825.	
OWEN J. FLANAGAN & COMPANY, LLP	10,500.	5,250.		5,250.	
TO FORM 990-PF, PG 1, LN 16B	36,150.	18,075.		18,075.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ARCHIVAL AND ANNIVERSARY CONSULTANTS	10,300.	0.		10,300.	
INVESTMENT ADVISORY FEES	138,000.	138,000.		0.	
INVESTMENT MANAGEMENT FEES	674,098.	62,627.		0.	
TO FORM 990-PF, PG 1, LN 16C	822,398.	200,627.		10,300.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
UNRELATED BUSINESS INCOME					
TAX	500.	0.			0.
FOREIGN TAXES	0.	66,536.			0.
TO FORM 990-PF, PG 1, LN 18	500.	66,536.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COMPUTER AND WEBSITE	12,688.	634.			12,054.
OFFICE EXPENSES	4,498.	225.			4,273.
INSURANCE	6,167.	308.			5,859.
FILING FEES	1,507.	507.			1,000.
DUES AND PUBLICATIONS	5,379.	0.			5,379.
OTHER EXPENSES	6,228.	311.			5,917.
OTHER PARTNERSHIP EXPENSES	0.	174,478.			0.
TO FORM 990-PF, PG 1, LN 23	36,467.	176,463.			34,482.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
US EQUITY FUNDS - SEE ATTACHMENT A	COST	20,342,705.	26,676,337.	
INTERNATIONAL EQUITY FUNDS - SEE ATTACHMENT A	COST	13,930,645.	13,673,697.	
GLOBAL EQUITY FUNDS - SEE ATTACHMENT A	COST	12,298,705.	17,225,343.	
EMERGING MARKETS FUNDS - SEE ATTACHMENT A	COST	8,574,258.	8,356,267.	
FIXED INCOME FUNDS - SEE ATTACHMENT A	COST	14,358,135.	13,726,126.	
ALTERNATIVE INVESTMENTS - SEE ATTACHMENT A	COST	27,704,615.	32,959,060.	
UNSETTLED SECURITY TRADES	COST	1,100,289.	1,100,289.	
TOTAL TO FORM 990-PF, PART II, LINE 13		98,309,352.	113,717,119.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 10
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MITCHELL PRATT 16 EAST 52ND ST, STE 601 NEW YORK, NY 10022-5306	PRESIDENT, TREASURER 40.00	262,650.	78,076.	0.
KAREN R. SOLLINS 16 EAST 52ND ST, STE 601 NEW YORK, NY 10022-5306	CHAIRPERSON, DIRECTOR 2.00	0.	0.	0.
SUSANNA BERGTOLD 16 EAST 52ND ST, STE 601 NEW YORK, NY 10022-5306	SECRETARY, DIRECTOR 2.00	0.	0.	0.
HILLARY BROWN 16 EAST 52ND ST, STE 601 NEW YORK, NY 10022-5306	DIRECTOR 2.00	0.	0.	0.
MIRIAM BUHL, ESQ. 16 EAST 52ND ST, STE 601 NEW YORK, NY 10022-5306	DIRECTOR 2.00	0.	0.	0.
DAVID R. JONES 16 EAST 52ND ST, STE 601 NEW YORK, NY 10022-5306	DIRECTOR 2.00	0.	0.	0.
GORDON N. LITWIN, ESQ. 16 EAST 52ND ST, STE 601 NEW YORK, NY 10022-5306	DIRECTOR 2.00	0.	0.	0.
MARCIA T. THOMPSON 16 EAST 52ND ST, STE 601 NEW YORK, NY 10022-5306	DIRECTOR 2.00	0.	0.	0.
JOHN WROCLAWSKI 16 EAST 52ND ST, STE 601 NEW YORK, NY 10022-5306	DIRECTOR 2.00	0.	0.	0.
AMY BERGTOLD 16 EAST 52ND ST, STE 601 NEW YORK, NY 10022-5306	DIRECTOR 2.00	0.	0.	0.
MILES S. RAPOPORT 16 EAST 52ND ST, STE 601 NEW YORK, NY 10022-5306	DIRECTOR 2.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

262,650.	78,076.	0.
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FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 11

GRANTEE'S NAME

NEW YORK FOUNDATION

GRANTEE'S ADDRESS10 EAST 34TH STREET
NEW YORK, NY 10016GRANT AMOUNT

7,000.

DATE OF GRANT

06/06/16

AMOUNT EXPENDED

7,000.

PURPOSE OF GRANT

2016 NEW YORK CITY CAPACITY BUILDING COLLABORATIVE FUND

DATES OF REPORTS BY GRANTEE

03/15/2017

ANY DIVERSION BY GRANTEE

TO THE KNOWLEDGE OF THE FOUNDATION, THERE HAS BEEN NO DIVERSIONS

RESULTS OF VERIFICATION

N/A

The Scherman Foundation
Form 990PF – Part XV: Supplementary Information
Line 2–Information Regarding Contribution, Grant, Gift, Loan,
Scholarships, etc., Programs

The Scherman Foundation nurtures excellent nonprofit organizations and leaders in the fields of community development, environment, reproductive justice, human rights, the arts, and governmental accountability by providing long-term general operating support. It particularly values policy advocacy and grassroots organizing, believing that an engaged population creates multiple paths to equitable, sustainable, and structural social change. The Foundation has a special commitment to New York City, while also funding nationally and, in limited instances, internationally.

The Scherman Foundation's core program focuses on six issue areas: Arts, Environment, Governmental Transparency and Accountability, Human Rights and Liberties, Reproductive Rights and Justice, and Strengthening New York Communities.

In 2012, through the generosity of a bequest from Katharine Scherman Rosin (a distinguished author, longtime Foundation board member, and daughter of Harry Scherman, the Foundation's Founder), the Foundation established a new giving program, The Katharine S. and Axel G. Rosin Fund, which provides support for a limited number of innovative, short-term, and high-impact projects that address critical issues in the Arts, Strengthening New York Communities, and Environment program areas.

Grants are made only to tax-exempt 501(c)(3) organizations.

New requests for support from the Scherman Foundation's Core or Rosin funds must be made by first submitting a Letter of Intent (LOI) through the Foundation's online application system at www.scherman.org.

For the Core Fund programs, the Foundation will accept new LOIs on a rolling basis throughout the year through its online application system. Select applicants will then be invited to submit a full proposal online to be considered at one of the Foundation's quarterly (March, June, September, and November) Board of Directors meetings.

For the Rosin Fund, the Foundation alternates programs areas to ensure long-term sustainability. The Rosin Fund will award grants in the Arts and Strengthening New York Communities areas in 2017 and the Environment program in 2018. Information on submitting an LOI will be available on the Foundation's website in late autumn each year.

LOI's for both the Core and Rosin funds should be no more than three pages and include the following information: a description of the organization's mission and work, and a brief, yet compelling, summary of the purpose of the request and activities to be supported. Additional documents necessary to complete the LOI are described in the online application system on the Foundation's website.

The Foundation does not accept proposals via mail, email, or fax. It does not maintain a mailing list, nor does it issue publications other than an annual report, which may be viewed on the Foundation's website, www.scherman.org.