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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation
WHISPERING BELLS FOUNDATION
C/O RSM US LLP

Number and street (or P O box number if mail is not delivered to street address)
1185 AVENUE OF THE AMERICAS

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10036

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,634,100

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number
13-6962126

B Telephone number (see instructions)
(212) 372-1210

C If exemption application is pending, check here

D 1. Foreign organizations, check here

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

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	506,238		
	2 Check if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	12	12	
	4 Dividends and interest from securities	30,261	30,261	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	-3,565		
	b Gross sales price for all assets on line 6a	561,348		
	7 Capital gain net income (from Part IV, line 2)		0	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	532,946	30,273		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)			
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	619	302	250
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	9,292	9,109	183
	24 Total operating and administrative expenses. Add lines 13 through 23	9,911	9,411	433
	25 Contributions, gifts, grants paid	457,800		457,800
	26 Total expenses and disbursements. Add lines 24 and 25	467,711	9,411	458,233
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	65,235		
	b Net investment income (if negative, enter -0-)		20,862	
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2016)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	246,979	269,564	269,564
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	362,144	413,619	411,473
	b Investments—corporate stock (attach schedule)	846,585	837,021	953,063
	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 ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,455,708	1,520,204	1,634,100	
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 ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	1,455,708	1,520,204	
	30 Total net assets or fund balances (see instructions)	1,455,708	1,520,204	
31 Total liabilities and net assets/fund balances (see instructions) .	1,455,708	1,520,204		

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	1,455,708
2 Enter amount from Part I, line 27a	2	65,235
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	1,520,943
5 Decreases not included in line 2 (itemize) ▶ _____	5	739
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	1,520,204

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a PUBLICLY TRADED SECURITIES			
b PUBLICLY TRADED SECURITIES			
c CAPITAL GAINS DIVIDENDS	P		
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 79,255		84,945	-5,690
b 474,826		479,968	-5,142
c 7,267			7,267
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-5,690
b			-5,142
c			7,267
d			
e			

2 Capital gain net income or (net capital loss)	2	-3,565
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	

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	477,800	1,290,884	0.370134
2014	484,400	1,309,092	0.370027
2013	663,250	1,253,109	0.529284
2012	260,300	1,047,203	0.248567
2011	638,250	849,433	0.751384

2 Total of line 1, column (d)	2	2.269396
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.453879
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,487,030
5 Multiply line 4 by line 3	5	674,932
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	209
7 Add lines 5 and 6	7	675,141
8 Enter qualifying distributions from Part XII, line 4	8	458,233

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	417
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	417
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	417
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	946
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	946
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	529
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 529 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of JOHN MCPARLAND Telephone no (212) 372-1210			

Located at **RSM US LLP 1185 6TH AVENUE NEW YORK NY** ZIP+4 **10036**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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

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

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

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

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

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
CAROLAN WORKMAN C/O RSM US LLP 1185 6TH AVENUE NEW YORK, NY 10036	TRUSTEE 0 50	0	0	0
EDWARD KLAGSBRUN C/O RSM US LLP 1185 6TH AVENUE NEW YORK, NY 10036	TRUSTEE 0 50	0	0	0
ELIZABETH WORKMAN C/O RSM US LLP 1185 6TH AVENUE NEW YORK, NY 10036	PRES/TRUSTEE 1 50	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.				0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ►		0

Part IX-A **Summary of Direct Charitable Activities**

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	0

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	1,334,830
b	Average of monthly cash balances.	1b	174,845
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,509,675
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	1,509,675
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	22,645
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,487,030
6	Minimum investment return. Enter 5% of line 5.	6	74,352

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	74,352
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	417
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	417
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	73,935
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	73,935
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	73,935

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	458,233
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	458,233
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	458,233

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				73,935
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	593,814			
b From 2012.	208,522			
c From 2013.	602,332			
d From 2014.	420,373			
e From 2015.	410,406			
f Total of lines 3a through e.	2,235,447			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 458,233				
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.				73,935
e Remaining amount distributed out of corpus	384,298			
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	2,619,745			
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 instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	593,814			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	2,025,931			
10 Analysis of line 9				
a Excess from 2012.	208,522			
b Excess from 2013.	602,332			
c Excess from 2014.	420,373			
d Excess from 2015.	410,406			
e Excess from 2016.	384,298			

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))
See Additional Data Table

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	457,800
b <i>Approved for future payment</i>				
Total			3b	0

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	12	
4	Dividends and interest from securities.			14	30,261	
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			18	-3,565	
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).		0		26,708	0
13	Total. Add line 12, columns (b), (d), and (e).			13		26,708

(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 PAUL WEIRETER	Preparer's Signature	Date	Check if self-employed ▶ <input type="checkbox"/>	PTIN P00140887
Firm's name ▶ RSM US LLP				Firm's EIN ▶ 42-0714325
Firm's address ▶ 1185 AVENUE OF THE AMERICAS NEW YORK, NY 100362602				Phone no (212) 372-1000

Form 990PF Part XV Line 1a - 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).

CAROLAN WORKMAN
ELIZABETH WORKMAN

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>				
AA MDS INTERNATIONAL FOUNDATION 4330 EAST WEST HIGHWAY SUITE 230 BATHESDA, MD 20814	NONE	PC	MARCH FOR MARROW	500
ABC (A BETTER CHANCE) OF WILTON 6 GODFREY PLACE WILTON, CT 06897	NONE	PC	CHARITABLE	300
ACLU 125 BROAD STREET 18TH FLOOR NEW YORK, NY 10004	NONE	PC	CHARITABLE	30,000
ACTION AGAINST HUNGER 247 WEST 37TH STREET 10TH FLOOR NEW YORK, NY 10018	NONE	PC	CHARITABLE	2,000
AMERICAN FOUNDATION FOR SUICIDE PREVENTION 120 WALL ST 29TH FLOOR NORFOLK, VA 10005	NONE	PC	CHARITABLE	650
Total ► 3a				457,800

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY ST PHILADELPHIA, PA 19102	NONE	PC	CHARITABLE	2,000
AMNESTY INTERNATIONAL 5 PENN PLAZA NEW YORK, NY 10001	NONE	PC	CHARITABLE	3,500
ANTI DEFAMATION LEAGUE (ADL) 605 THIRD AVENUE NEW YORK, NY 10158	NONE	PC	CHARITABLE	25,000
ASPCA 424 E 92ND STREET NEW YORK, NY 101286804	NONE	PC	CHARITABLE	1,000
BRONX DEFENDERS 360 EAST 161ST STREET BRONX, NY 10451	NONE	PC	CHARITABLE	500
Total ▶ 3a				457,800

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>				
BROOKLYN BOTANICAL GARDENS 1000 WASHINGTON AVENUE BROOKLYN, NY 11225	NONE	PC	CHARITABLE	500
C CAP 505 EIGHTH AVENUE SUITE 1400 NEW YORK, NY 10018	NONE	PC	CHARITABLE	6,000
CANCER CENTER 275 SEVENTH AVENUE 22ND FLOOR NEW YORK, NY 10001	NONE	PC	CHARITABLE	300
CARE USA PO BOX 7039 MERRIFIELD, VA 22116	NONE	PC	CHARITABLE	300
CENTER FOR HEALTH & GENDER EQUALITY (CHANGE) 1317 F ST SUITE 400 WASHINGTON, DC 20004	NONE	PC	CHARITABLE	650
Total ► 3a				457,800

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>				
CENTER FOR REPRODUCTIVE RIGHTS 199 WATER ST 22ND FLOOR NEW YORK, NY 10038	NONE	PC	CHARITABLE	650
CHESS IN THE SCHOOLS 520 EIGHT AVENUE 2ND FLOOR NEW YORK, NY 10018	NONE	PC	CHARITABLE	300
CHILDREN & NATURE NETWORK 808 14TH AVENUE SE MINNEAPOLIS, MN 55414	NONE	PC	CHARITABLE	1,000
CHILDREN'S NATIONAL HOSPITAL ATTN DEVELOPMENT DEPARTMENT 111 MICHIGAN AVE NW WASHINGTON, DC 20010	NONE	PC	CHARITABLE	500
CITY HARVEST 6 EAST 32ND ST 5TH FLOOR NEW YORK, NY 10016	NONE	PC	CHARITABLE	11,500
Total ► 3a				457,800

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>				
CITYMEALS ON WHEELS 355 LEXINGTON AVE NEW YORK, NY 10017	NONE	PC	CHARITABLE	500
COMMON CAUSE 1133 19TH STREET NW 9TH FLOOR WASHINGTON, DC 20036	NONE	PC	CHARITABLE	1,000
COMMUNITY SUPPORT SYSTEM PO BOX 206 AQUASCO, MD 20608	NONE	PC	CHARITABLE	7,500
CONGRESSIONAL MEDAL OF HONOR FOUNDATION 1501 LEE HIGHWAY SUITE 300 ARLINGTON, VA 22209	NONE	PC	CHARITABLE	10,000
CONSERVATORS CENTER PO BOX 882 MEBANE, NC 27302	NONE	PC	CHARITABLE	1,200
Total ▶ 3a				457,800

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>				
CT FOOD BANK PO BOX 8686 NEW HAVEN, CT 06531	NONE	PC	CHARITABLE	300
CT HUMANE SOCIETY 701 RUSSELL ROAD NEWINGTON, CT 06111	NONE	PC	CHARITABLE	300
CURREY INGRAM ACADEMY 6544 MURRAY LANE BRENTWOOD, TN 37027	NONE	PC	CHARITABLE	2,000
DALTON SCHOOL 108 EAST 89TH STREET NEW YORK, NY 10128	NONE	PC	EDUCATIONAL	4,000
DC DIAPER BANK 1532 A STREET NE WASHINGTON, DC 20002	NONE	PC	CHARITABLE	1,000
Total ▶ 3a				457,800

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>				
DEERFIELD PO BOX 87 DEERFIELD, MA 01342	NONE	PC	CHARITABLE	5,000
DIFFA (DESIGN INDUSTRIES FOUNDATION FIGHTING AIDS) 200 LEXINTON AVENUE RM 707 NEW YORK, NY 10016	NONE	PC	CHARITABLE	1,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEW YORK, NY 100015004	NONE	PC	CHARITABLE	8,500
DOROT 171 WEST 85TH STREET NEW YORK, NY 10024	NONE	PC	CHARITABLE	300
FAIR CHANCE 2001 S STREET NW SUITE 310 WASHINGTON, DC 20015	NONE	PC	CHARITABLE	500
Total ► 3a				457,800

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 BANK NY 39 BROADWAY 10TH FLOOR NEW YORK, NY 10006	NONE	PC	CHARITABLE	500
FOOTSTEPS 114 JOHN STREET 930 NEW YORK, NY 10272	NONE	PC	CHARITABLE	2,000
FOSTER PRIDE 250 WEST 94TH STREET 6F NEW YORK, NY 10025	NONE	PC	CHARITABLE	600
GMHC (GAY MEN'S HEALTH CRISIS) 446 WEST 33RD ST NEW YORK, NY 100012601	NONE	PC	CHARITABLE	2,000
GOD'S LOVE WE DELIVER 166 AVENUE OF THE AMERICAS NEW YORK, NY 10013	NONE	PC	CHARITABLE	500
Total ► 3a				457,800

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>				
GODDARD-RIVERSIDE COMMUNITY CENTER 593 COLUMBUS AVENUE NEW YORK, NY 10024	NONE	PC	CULTURAL	50,000
GRAHAM WINDAM 33 IRVING PLACE NEW YORK, NY 10003	NONE	PC	CHARITABLE	2,000
GREENPEACE 702 H STREET NW SUITE 300 WASHINGTON, DC 20001	NONE	PC	CHARITABLE	1,000
HABITAT FOR HUMANITY 121 HABITAT ST AMERICAS, GA 31709	NONE	PC	CHARITABLE	5,000
HABITAT FOR HUMANITY 2900 ELYSIAN FIELDS AVE NEW ORLEANS, LA 70122	NONE	PC	CHARITABLE	500
Total ► 3a				457,800

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>				
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	NONE	PC	CHARITABLE	1,000
HELP MALAWI (JABULANI SCHOOL) 950 MAIN AVE SUITE 190 CLEVELAND, OH 44113	NONE	PC	EDUCATIONAL	4,000
HENRY STREET SETTLEMENT 265 HENRY STREET NEW YORK, NY 10002	NONE	PC	CHARITABLE	300
HOLY APOSTLES SOUP KITCHEN 296 9TH AVENUE NEW YORK, NY 10001	NONE	PC	CHARITABLE	300
HOMELESS CHILDREN'S PLAYTIME PROJECT 1525 NEWTON ST NW WASHINGTON, DC 20010	NONE	PC	CHARITABLE	1,000
Total ▶ 3a				457,800

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>				
HUMAN RIGHTS WATCH 350 FIFTH AVE 34TH FLOOR NEW YORK, NY 10118	NONE	PC	CHARITABLE	30,000
HUMANE SOCIETY NYC 306 E 59TH STREET NEW YORK, NY 10022	NONE	PC	CHARITABLE	200
INOVA LIFE WITH CANCER 8110 GATEHOUSE RD 200 EAST FALLS CHURCH, VA 220421210	NONE	PC	CHARITABLE	1,000
INTERNATIONAL ACTION 810 L STREET SE WASHINGTON, DC 20003	NONE	PC	CHARITABLE	500
INTERNATIONAL RESCUE COMMITTEE PO BOX 6068 ALBERT LEA, MN 560079847	NONE	PC	CHARITABLE	3,000
Total ▶ 3a				457,800

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>				
ISSUE ONE (FORMERLY AMERICAN FOR CAMPAIGN REFORM) 11 DUPONT CIRCLE SUITE 350 WASHINGTON, DC 20036	NONE	PC	CHARITABLE	1,000
JEWISH FOUNDATION FOR THE RIGHTEOUS 305 7TH AVENUE 19TH FLOOR NEW YORK, NY 10001	NONE	PC	CHARITABLE	250
KEEP A CHILD ALIVE 11 HANOVER SQUARE 14TH FLOOR NEW YORK, NY 10005	NONE	PC	CHARITABLE	1,000
LAMBDA LEGAL 120 WALL ST 19TH FLOOR NEW YORK, NY 10005	NONE	PC	CHARITABLE	3,000
LEAGUE OF CONSERVATION VOTERS 1920 L ST NW 800 WASHINGTON, DC 20036	NONE	PC	CHARITABLE	2,750
Total ▶ 3a				457,800

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>				
LINK 236 E 3RD ST 210 LONG BEACH, CA 90802	NONE	PC	CHARITABLE	1,000
LITERACY LAB 623 FLORIDA AVENUE NW WASHINGTON, DC 20001	NONE	PC	CHARITABLE	1,000
MALARIA NO MORE 432 PARK AVENUE SOUTH 4TH FLOOR NEW YORK, NY 10016	NONE	PC	CHARITABLE	2,000
MEMORIAL SLOAN KETTERING PO BOX 27105 NEW YORK, NY 101172504	NONE	PC	CHARITABLE	300
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	PC	CULTURAL	2,000
Total ▶ 3a				457,800

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>				
METROPOLITAN OPERA LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PC	CHARITABLE	3,500
MID ATLANTIC INNOCENCE PROJECT 2000 H STREET NW WASHINGTON, DC 20052	NONE	PC	CHARITABLE	1,000
MIDORI & FRIENDS 352 SEVENTH AVENUE SUITE 301 NEW YORK, NY 10001	NONE	PC	CHARITABLE	500
MOMA (MUSEUM OF MODERN ART) 11 W 53RD STREET NEW YORK, NY 10019	NONE	PC	CULTURAL	1,200
MOST VALUABLE KIDS NY 1440 BROADWAY 23RD FLOOR NEW YORK, NY 10018	NONE	PC	CHARITABLE	2,000
Total ▶ 3a				457,800

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 BOOK FOUNDATION 90 BOARD STREET SUITE 604 NEW YORK, NY 10004	NONE	PC	CHARITABLE	2,000
NATIONAL IMMIGRATION LAW CENTER 3435 WILSHIRE BLVD SUITE 1600 LOS ANGELES, CA 90010	NONE	PC	CHARITABLE	1,000
NATIONAL MS SOCIETY OF SOUTHERN NYC 733 THIRD AVENUE 3RD FLOOR NEW YORK, NY 10017	NONE	PC	CHARITABLE	4,500
NATIONAL PEDIATRIC CANCER FOUNDATION 5550 WEST EXECUTIVE DR SUITE 300 TAMPA, FL 33609	NONE	PC	CHARITABLE	500
NATIONAL YIDDISH BOOK CENTER 1021 WEST STREET AMHERST, MA 01002	NONE	PC	CHARITABLE	700
Total ► 3a				457,800

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				
NCAC (NATIONAL COALITION AGAINST CENSORSHIP) 19 FULTON STREET ROOM 407 NEW YORK, NY 10038	NONE	PC	CULTURAL	7,750
NEIGHBORHOOD COALTION FOR SHELTER 157 E 86TH STREET NEW YORK, NY 10128	NONE	PC	CHARITABLE	400
NORWALK HOSPITAL 34 MAPLE STREET NORWALK, CT 06856	NONE	PC	CHARITABLE	500
NY OUTWARD BOUND 29-46 NORTHERN BOULEVARD LONG ISLAND CITY, NY 11101	NONE	PC	CHARITABLE	500
NY PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 100236970	NONE	PC	CHARITABLE	10,000
Total ► 3a				457,800

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>				
NY PUBLIC LIBRARY 445 FIFTH AVENUE NEW YORK, NY 10016	NONE	PC	CHARITABLE	7,500
OSBORNE ASSOCIATION 809 WESTCHESTER AVENUE BRONX, NY 10455	NONE	PC	CHARITABLE	500
PAGE EDUCATION FOUNDATION 901 N 3RD STREET MINNEAPOLIS, MN 55401	NONE	PC	CHARITABLE	350
PARK DAY SCHOOL (FORMERLY PACDS) 4 WEST 76TH STREET NEW YORK, NY 10023	NONE	PC	CHARITABLE	1,000
PEN AMERICA 588 BROADWAY SUITE 303 NEW YORK, NY 10012	NONE	PC	CHARITABLE	2,750
Total ► 3a				457,800

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>				
PET CONNECT PO BOX 60714 POTOMAC, MD 20859	NONE	PC	CHARITABLE	500
PETA 501 FRONT ST WASHINGTON, DC 23510	NONE	PC	CHARITABLE	500
PLANNED PARENTHOOD 1108 16TH STREET NW WASHINGTON, DC 20036	NONE	PC	CHARITABLE	7,500
POETS & WRITERS 90 BOARD STREET SUITE 2100 NEW YORK, NY 10004	NONE	PC	CULTURAL	2,000
PREP FOR PREP 328 WEST 71ST STREET NEW YORK, NY 10023	NONE	PC	CHARITABLE	75,000
Total 3a				457,800

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>				
PROJECT HOPE PO BOX 96340 WASHINGTON, DC 200906340	NONE	PC	CHARITABLE	700
RED ARENA 1601 BELL SPRINGS RD SRIPPRING SPRINGS, TX 78620	NONE	PC	CHARITABLE	100
SAMUEL WAXMAN CANCER RESEARCH FOUNDATION 420 LEXINGTON AVENUE SUITE 825 NEW YORK, NY 10170	NONE	PC	CHARITABLE	500
SASHA BRUCE YOUTHWORX 741 8TH STREET SE WASHINGTON, DC 20003	NONE	PC	CHARITABLE	500
SECOND CHANCE WILDLIFE 7101 BARCELLONA DR GAITHERSBURG, MD 20879	NONE	PC	CHARITABLE	1,000
Total ▶ 3a				457,800

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>				
SHAKESPEARE & CO 70 KEMBLE ST LENOX, MA 01240	NONE	PC	CHARITABLE	1,500
SIERRA CLUB 2101 WEBSTER ST SUITE 1300 OAKLAND, CA 94612	NONE	PC	CHARITABLE	2,750
SIMON WEISENTHAL CENTER 1399 SOUTH ROXBURY LOS ANGELES, CA 90035	NONE	PC	CHARITABLE	300
SINAI HOUSE 3100 MILITARY RD NE WASHINGTON, DC 20015	NONE	PC	CHARITABLE	500
SMILE TRAIN 41 MADISON AVENUE 28TH FLOOR NEW YORK, NY 10010	NONE	PC	CHARITABLE	300
Total 3a				457,800


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>				
SOSTASTE OF THE NATION PO BOX 75475 BALTIMORE, MD 212755475	NONE	PC	CHARITABLE	6,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY, AL 36104	NONE	PC	CHARITABLE	3,150
STANLEY ISAACS NEIGHBORHOOD CENTER 415 E 93RD STREET NEW YORK, NY 10128	NONE	PC	CHARITABLE	300
STONE SOUP FILMS 1070 THOMAS JEFFERSON STREET NW 202 WASHINGTON, DC 20007	NONE	PC	CHARITABLE	1,500
SYLVIA CENTER 304 HUDSON ST SUITE 201 NEW YORK, NY 10013	NONE	PC	CHARITABLE	1,500
Total ► 3a				457,800

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 WOOSTER SCHOOL 91 MIRY BROOK RD DANBURY, CT 06817	NONE	PC	CHARITABLE	250
THIRTEEN 825 EIGHTH AVENUE NEW YORK, NY 10019	NONE	PC	CHARITABLE	500
TIGERS IN AMERICA 250 WEST 12TH ST NEW YORK, NY 10014	NONE	PC	CHARITABLE	500
TRICKLE UP 104 W 27TH STREET 12TH FLOOR NEW YORK, NY 10001	NONE	PC	CHARITABLE	5,000
UJA FEDERATION 130 EAST 59TH STREET NEW YORK, NY 10022	NONE	PC	CHARITABLE	30,000
Total ► 3a				457,800

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>				
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE	PC	CHARITABLE	500
UNITED FOR LIBRARIES (FORMELY ALTAFF & FOLUSA) 50 E HURON STREET CHICAGO, IL 60611	NONE	PC	CHARITABLE	3,000
UNITED NEIGHBORHOOD HOUSE 70 W 36TH STREET 503 NEW YORK, NY 10018	NONE	PC	CHARITABLE	500
UNITED THROUGH SPORT HAMILTON HOUSE 80 STOKES CROFT BRISTOL BS1 3QY UK	NONE	PC	CHARITABLE	500
US HOLOCAUST MUSEUM 100 RAOUL WALLENBERGH PLACE SW WASHINGTON, DC 20024	NONE	PC	EDUCATIONAL	500
Total ▶ 3a				457,800

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>				
WENDY WEISMAN JENKINSON CULINARY ARTS FUND PO BOX 1182 OAK BLUFF, MA 02557	NONE	PC	CULTURAL	500
WILTON FIREFIGHTERS 236 DANBURY ROAD WILTON, CT 06897	NONE	PC	CHARITABLE	300
WILTON HISTORICAL SOCIETY 224 DANBURY ROAD WILTON, CT 06897	NONE	PC	CHARITABLE	250
WILTON LAND CONSERVATION TRUST PO BOX 77 WILTON, CT 06897	NONE	PC	CHARITABLE	300
WILTON LIBRARY 137 OLD RIDGEFIELD ROAD WILTON, CT 06897	NONE	PC	CULTURAL	500
Total 				457,800
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>				
WILTON POLICE 240 DANBURY ROAD DANBURY, CT 06897	NONE	PC	CHARITABLE	300
WILTON VOLUNTEER AMBULANCE 234 DANBURY ROAD WILTON, CT 06897	NONE	PC	CHARITABLE	300
WMNR FINE ARTS RADIO PO BOX 920 MONROE, CT 06468	NONE	PC	CHARITABLE	400
WNYC 160 VARICK STREET NEW YORK, NY 10013	NONE	PC	CHARITABLE	5,000
WORLD WILDLIFE FUND PO BOX 96096 WASHINGTON, DC 20077	NONE	PC	CHARITABLE	1,000
Total ▶ 3a				457,800

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>				
YADDO 20 WEST 44TH STREET SUITE 408 NEW YORK, NY 10036	NONE	PC	CHARITABLE	500
YALE ALUMNI FUND PO BOX 2038 NEW HAVEN, CT 06521	NONE	PC	EDUCATIONAL	3,000
Total ▶ 3a				457,800

TY 2016 Investments Corporate Stock Schedule

Name: WHISPERING BELLS FOUNDATION

C/O RSM US LLP

EIN: 13-6962126

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,683.421 SHRS JPM US LARGE CAP CORE PLUS FD - SEL	52,046	75,458
3,126.954 SHRS NEUBERGER BER MU/C OPP - INS	50,000	51,407
1,342 SHRS SPDR S&P 500 ETF TRUST	254,057	299,977
311 SHRS ISHARES CORE S&P MIDCAP ETF	27,920	51,421
3,132.916 SHRS AMG MANAGERS PICTET INTERNATIONAL	28,250	29,042
1,762.631 SHRS ARTISAN INTL VALUE FD-ADV	43,137	57,127
952.863 SHRS DODGE & COX INTL STOCK FD	27,019	36,304
1,635 SHRS ISHARES MSCI EAFE INDEX FUND	95,583	94,389
2,997.313 SHRS BROWN ADV JAPAN ALPHA OPP-IS	30,794	29,014
4,811.656 SHRS JPM GLBL RES ENH INDEX FD- SEL	86,809	90,074
2,865.285 SHRS AQR MANAGED FUTURES STR-R6	25,000	25,027
1,500 SHRS CHILTON STRATEGIC EUROPEAN EQUITIES	15,000	15,375
2,372.545 SHRS INV BALANCED-RISK ALLOC-Y	29,250	25,244
2,487.562 SHRS NEUBERGER BERMAN LONG SH-INS	30,000	32,139
1,092.340 SHRS PIMCO UNCONSTRAINED BOND-INS	12,156	11,633
2,702.703 SHRS PIMCO MTGE OPPORTUNITIES-IS	30,000	29,432

TY 2016 Investments Government Obligations Schedule

Name: WHISPERING BELLS FOUNDATION
C/O RSM US LLP

EIN: 13-6962126

**US Government Securities - End
of Year Book Value:**

413,619

**US Government Securities - End
of Year Fair Market Value:**

411,473

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2016 Other Decreases Schedule**Name:** WHISPERING BELLS FOUNDATION

C/O RSM US LLP

EIN: 13-6962126

Description	Amount
SECURITIES COST BASIS ADJUSTMENT	739

TY 2016 Other Expenses Schedule**Name:** WHISPERING BELLS FOUNDATION

C/O RSM US LLP

EIN: 13-6962126**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JPMORGAN MANAGEMENT FEES	9,109	9,109		0
OFFICE EXPENSES	183	0		183

TY 2016 Taxes Schedule

Name: WHISPERING BELLS FOUNDATION
C/O RSM US LLP

EIN: 13-6962126

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	67	0		0
FOREIGN TAXES	302	302		0
NYS FILING FEE	250	0		250

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2016
	Name of the organization WHISPERING BELLS FOUNDATION C/O RSM US LLP	Employer identification number 13-6962126

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization WHISPERING BELLS FOUNDATION C/O RSM US LLP	Employer identification number 13-6962126
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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	WORKMAN PUBLISHING CO 708 BROADWAY NEW YORK, NY 10003	 \$ 500,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
2	THE BESS AND ISRAEL WORKMAN FOUNDATION C/O RSM US LLP 1185 6TH AVENUE NEW YORK, NY 10036	 \$ 6,238	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
-			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
-			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
-			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
-			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>

Name of organization WHISPERING BELLS FOUNDATION C/O RSM US LLP	Employer identification number 13-6962126
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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PUBLICLY TRADED SECURITIES	\$ 6 238	2016-12-31
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization WHISPERING BELLS FOUNDATION C/O RSM US LLP	Employer identification number 13-6962126
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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

(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	
(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	
(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	
(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	