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

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2016 or tax year beginning June 1, 2016, and ending MAY 31, 2017

Name of foundation: ROTHKOPF Foundation

Number and street (or P O box number if mail is not delivered to street address): 210 STUART DRIVE Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: NEW Rochelle NY 10804

A Employer identification number: 13-6096781

B Telephone number (see instructions): 914-636-5602

C If exemption application is pending, check here

D 1. Foreign organizations, check here
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

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) ▶ \$ 404,594

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1.43	1.43		
4	Dividends and interest from securities	11,375.84	11,375.84		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
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	11,377.27	11,377.27		
13	Compensation of officers, directors, trustees, etc.				
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)	160.28			160.28
17	Interest				
18	Taxes (attach schedule) (see instructions)	200.28			200.28
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	360.56	360.56		360.56
25	Contributions, gifts, grants paid	11,332.10			11,332.10
26	Total expenses and disbursements. Add lines 24 and 25	11,692.66	360.56		11,692.66
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	(315.39)			
b	Net investment income (if negative, enter -0-)		11,016.71		
c	Adjusted net income (if negative, enter -0-)				

P 10

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	10857.53	10534.18	10534.18
	2	Savings and temporary cash investments			
	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)	315085.77	261742	404594
	b	Investments—corporate stock (attach schedule)			
	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)	325943.30	272276.18	415128.18	
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)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)			
	31	Total liabilities and net assets/fund balances (see instructions)	325943.30		

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 325943.30
2	Enter amount from Part I, line 27a	2 (315.37)
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 325627.91
5	Decreases not included in line 2 (itemize) ▶	5 (52752.03)
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 272875.88

*497223.03 Capital one cost
 19465 Tel. 2000 01.00
 7964. esp. 2016
 52752.03*

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	PIPE	P	1/19/00	6/3/16
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	0	7964.90	(7964.90)	
b				
c				
d				
e				
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))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2 (7964.90)
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 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	11054.22	368793.24	.0299
2014	10853.81	345766.77	.0313
2013	6487.03	304554	.0213
2012	7849.79	263345.23	.0298
2011	4317.28	223744.66	.0193
2	Total of line 1, column (d)		2 .1315
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 .0263
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4 402201
5	Multiply line 4 by line 3		5 10577
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 110
7	Add lines 5 and 6		7 10687
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8 11692

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	110	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	110	
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a		
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		
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	110	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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>		<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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>		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
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>	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>Delaware</u> <u>NYS</u>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation.</i>	<input checked="" type="checkbox"/>	
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>	<input checked="" type="checkbox"/>	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		<input checked="" type="checkbox"/>

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here.
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?

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):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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?
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?
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?
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?
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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

5b			
6b			
7b			

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HARRIET M. ROTHKOPF 210 STUART DR., New Rochelle, NY	Pres - 1hr	—	—	—
NOLAN L. ROTHKOPF 211 E 53 ST. 85, New York, NY	V.P.	—	—	—
RHODA ROTHKOPF 53 E 9 ST, New York, NY	Trea ^{1hr}	—	—	—

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 Jewish Museum -	5000
2 Lafayette College	2030
3 Westchester Reform Temple	2435
4 Town Hall	500

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	398481
b	Average of monthly cash balances	1b	9845
c	Fair market value of all other assets (see instructions)	1c	-
d	Total (add lines 1a, b, and c)	1d	408326
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	-
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	6124.89
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	402201
6	Minimum investment return. Enter 5% of line 5	6	20110

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	20110
2a	Tax on investment income for 2016 from Part VI, line 5	2a	110
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	110
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	20220
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	20220
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	20220

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 26c	1a	11692.
b	Program-related investments—total from Part IX-B	1b	-
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	-
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-
b	Cash distribution test (attach the required schedule)	3b	-
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11692
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	110.17
6	Adjusted qualifying distributions: Subtract line 5 from line 4	6	11581.83

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

Part XIII , **Undistributed Income** (see instructions)

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

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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter ² / ₃ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
- b** The form in which applications should be submitted and information and materials they should include:
- c** Any submission deadlines:
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV , Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Total				3a
b Approved for future payment				
Total				3b

PCR

J.P.Morgan
J.P. Morgan Securities

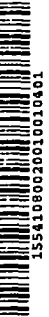
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THE ROTHKOPF FOUNDATION
210 STUART DRIVE
NEW ROCHELLE NY 10804-1421



June 3, 2016

Escrow Receipt for Account XXX-00707



Dear Account Holder(s):

Your above-referenced account contains the following security:

<u>Security Description</u>	<u>Quantity of Shares</u>
E SPIRE COMMUNICATIONS INC	1000

J.P. Morgan Clearing Corp. has removed the security noted above from your brokerage account because it is no longer transferrable. This letter serves as your Escrow Receipt and should be retained as a record of this transaction. This transaction will be reflected in your account statement

If this corporation delegates a new transfer agent, upon your request, we will make a reasonable effort to reinstate the shares to your brokerage account. If this security is reinstated, your account will remain subject to the terms and conditions you agreed to upon opening the brokerage account until the security is sold or transferred to another broker or your brokerage account is closed

You are strongly encouraged to consult a tax advisor about any tax implications related to the status of these securities and their removal from your brokerage account.

If you have any questions, please contact the J.P. Morgan Clearing Corp Client Services Department at (800) 634-1428 or (347) 643-9953.

J.P. MORGAN CLEARING CORP.

J.P. Morgan Clearing Corp.
4 Metrotech Center NY1-C086
Brooklyn, NY 11245-0001

stock name	purchase date	share	cost	purchase price	5/31/2017 end of year	profit/(loss)
innovative	10/14/97	1080	8.40	9073.20	0.00	-9073.20
american water works	3/23/10	500	21.47	10733.45	39090.00	28356.55
amsouth/regions	3/16/05	478	31.88	15239.00		
amsouth /regions		500	33.11	16555.00	13536.00	-18258.00
at&t	2/18/00	500	38.61	19303.62	44772.00	4269.51
at&t	2/18/00	662	32.02	21198.87		
bristol myers	1/14/10	500	25.08	12623.00	26975.00	14352.00
capitol one	2/11/04	116	80.12	9293.71	58613.00	42922.56
capitol one	2/4/'94	646	9.90	6396.73		
century link	6/13/96	287	110.01	31573.44	7161.00	-24412.44
dt	5/21/99	953	26.50	25251.25	18995.00	-6256.25
frontier	4/22/16	1000	5.50	5265.00	1310.00	-3955.00
home depot	3/23/10	500	32.57	16285.00	76755.00	60470.00
intel	1/14/10	500	21.07	10588.60	18055.00	7466.40
kraft	11/09/09	333	25.82	8598.03	30703.00	22104.97
mondelez	10/2/12	1000	16.86	16861.60	46590.00	29728.40
piper jaffray	5/6/05	17	27.30	464.00	997.00	533.00
pfizer	7/17/14	400	30.90	12443.40	13060.00	616.60
tenneco	11/8/'04	40	15.22	609.00	2274.00	1665.00
windstream	2/21/07	166	79.52	3241.32	706.00	-2535.32
uniti	2/21/07	200	50.73	10145.70	5002.00	-5143.70
			Total	261742.92	404594.00	142851.08

Mondelez is a spin off from Kraft on 10/2/12. KRA-333 shares and MDLZ-1000 Windstream Corp exchanged for Windstream Holdings 9/3/13 -- 1000 shares Communications Sales and Leasing spin off on 1000 shares of Windstream on 4/10/15 - 200 shares, now called Uniti Windstream Holdings reverse split 1.6 on 4/30/15 -- 166 shares for the previous 1000

CONTRIBUTIONS

Transaction Date		Dollar
6/14/16	Congr Kehilath Jer	40.00
6/14/'16	Candlewood Lake Authority	5.00
6/28/16	Chabad	36.00
6/30/16	Lafayette College	30.00
7/26/'16	<i>Temple Emmanuel</i>	38.80
9/15/16	Westcheter Reform Temple	1490.00
9/10/16	Lincoln Center	54.50
9/23/16	Lincoln Center	54.50
9/23/16	Lincoln Center	54.50
9/15/16	Performing Arts Purchase	25.00
11/15/16	<i>Temple Emmanuel</i>	38.80
1/16/17	Westcheter Reform Temple	945.00
1/13/17	TDF	30.00
3/12/17	MOMA	170.00
3/24/17	NYU	100.00
3/27/17	NYU	160.00
4/4/17	Conservative Synagogue	100.00
4/19/17	Lehigh U	60.00
4/19/17	NYU	80.00
5/9/17	Lafayette College	2000.00
5/15/17	FWA	65.00
5/25/17	Town Hall	500.00
5/24/17	FPA Off the Record	275.00
3/31/17	NYU Stern	40.00
3/29/17	NYU	130.00
3/27/2017	NYU	-30.00
3/28/2017	NYU	-130.00
3/28/2017	NYU	-30.00
5/30/2017	Jewish Museum	5000.00
		<hr/>
		11332.10
Expenses:		
10/4/16	US Treasury	100.28
10/4/16	NY Dep't. of Law	100.00
2/17/17	Delaware Div. of Corp	25.00
5/1/17	Corporation Service	135.28
		<hr/>
Total		360.56



OFFICE SERVICING YOUR ACCOUNT:
 J.P. Morgan Securities LLC
 277 Park Avenue
 New York, New York 10172
 (212) 512-2724

THE ROTHKOPF FOUNDATION

PRIVILEGED ACCESS PLATINUM ACCOUNT

STATEMENT PERIOD
April 29 - May 31, 2017

ACCOUNT NUMBER
036-00707 P57
 LAST STATEMENT
April 28, 2017

Your Portfolio Holdings

Please refer to the account type key in the messages section at the end of this statement if you require more information regarding the account types in your portfolio.

CASH & MONEY MARKET FUNDS

DESCRIPTION	TYPE	SYMBOL/CUSIP	QUANTITY	PRICE	MARKET VALUE
JPMORGAN DEPOSIT ACCT B CURRENT YIELD 0.03% FDIC-INSURED SUBJECT TO APPLICABLE LIMITS NOT COVERED BY SIPC	CASH	200AV4004	10,534.18	1.0000	10,534

TOTAL CASH & MONEY MARKET FUNDS **\$10,534**

EQUITIES

Equities & Options

DESCRIPTION	SYMBOL/CUSIP	ACCT TYPE	QUANTITY	PRICE	MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
AT&T INC	T	CASH	1,162	38.5300	44,772	2,278	5.0880
AMERICAN WTR WKS CO INC	AWK	CASH	500	78.1800	39,090	830	2.1233
BRISTOL MYERS SQUIBB CO	BMY	CASH	500	53.9500	26,975	780	2.8916
CENTURYLINK INC	CTL	CASH	287	24.9500	7,161	620	8.6580
CAPITAL ONE FINANCIAL CORP	COF	CASH	762	76.9200	58,613	1,219	2.0797
DEUTSCHE TELEKOM AG SPONSORED ADR	DTEGY	CASH	953	19.9320	18,995	600	3.1587
FRONTIER COMMUNICATIONS CORP	FTR	CASH	1,000	1.3100	1,310	160	12.2137
INNOVATIVE CLINICAL SOLUTIONS	45767E305	CASH	1,080	Unpriced			
HOME DEPOT INC	HD	CASH	500	153.5100	76,755	1,780	2.3191
INTEL CORP	INTC	CASH	500	36.1100	18,055	545	3.0186

PRIVILEGED ACCESS PLATINUM ACCOUNT

Your Portfolio Holdings (continued)

Equities & Options (Continued)

DESCRIPTION	SYMBOL/CUSIP	ACCT TYPE	QUANTITY	PRICE	MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
KRAFT HEINZ COMPANY (THE) COMMON STOCK	KHC	CASH	333	92.2000	30,703	799	2.6024
MONDELEZ INTERNATIONAL INC COM	MDLZ	CASH	1,000	46.5900	46,590	760	1.6313
PIPER JAFFRAY COS	PJC	CASH	17	58.6500	997	21	2.1063
PFIZER INC	PFE	CASH	400	32.6500	13,060	512	3.9204
REGIONS FINANCIAL CORP	RF	CASH	978	13.8400	13,536	274	2.0242
TENNECO INC	TEN	CASH	40	56.8500	2,274	40	1.7590
UNITI GROUP INC COMMON STOCK	UNIT	CASH	200	25.0100	5,002	480	9.5962
WINDSTREAM HOLDINGS INC COM	WIN	CASH	166	4.2500	706	100	14.1643
Total Equities & Options					\$404,594	\$11,798	
TOTAL EQUITIES					\$404,594	\$11,798	

YOUR PORTFOLIO HOLDINGS ESTIMATED ANNUAL INCOME	\$11,798
YOUR PRICED PORTFOLIO HOLDINGS	\$415,128