

EXTENDED TO MAY 15, 2018
Return of Private Foundation

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

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning **JUL 1, 2016**, and ending **JUN 30, 2017**

Name of foundation
THE PROSPECT HILL FOUNDATION, INC.

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
99 PARK AVENUE 2220

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10016

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 **04**
☐ 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) **\$ 65,383,824.** (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

A Employer identification number
13-6075567

B Telephone number
(212) 370-1165

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 ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	2,000,000.		N/A	
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	7,162.	7,162.		STATEMENT 1
4	Dividends and interest from securities	1,065,957.	1,065,957.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,826,734.			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part		1,826,734.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	<450,190.>	0.		STATEMENT 3
12	Total. Add lines 1 through 11	4,449,663.	2,899,853.		OGDEN UT
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages	259,886.	0.		259,886.
15	Pension plans, employee benefits	69,627.	0.		69,627.
16a	Legal fees				
b	Accounting fees STMT 4	29,595.	29,595.		0.
c	Other professional fees				
17	Interest				
18	Taxes STMT 5	69,595.	69,595.		0.
19	Depreciation and depletion	5,926.	5,926.		
20	Occupancy	66,529.	0.		66,529.
21	Travel, conferences, and meetings	25,648.	0.		25,648.
22	Printing and publications	5,033.	0.		5,033.
23	Other expenses STMT 6	149,629.	72,154.		77,475.
24	Total operating and administrative expenses. Add lines 13 through 23	681,468.	177,270.		504,198.
25	Contributions, gifts, grants paid	2,349,653.			2,349,653.
26	Total expenses and disbursements. Add lines 24 and 25	3,031,121.	177,270.		2,853,851.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,418,542.			
b	Net investment income (if negative, enter -0-)		2,722,583.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	129,512.	41,768.	41,768.
	2 Savings and temporary cash investments	319,024.	1,504,554.	1,504,554.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 97,626.			
	Less: accumulated depreciation ▶ 93,222.	10,330.	4,404.	4,404.
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	57,072,711.	63,833,098.	63,833,098.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	57,531,577.	65,383,824.	65,383,824.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ ☒ X			
	24 Unrestricted	57,531,577.	65,383,824.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐			
	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	57,531,577.	65,383,824.	
	31 Total liabilities and net assets/fund balances	57,531,577.	65,383,824.	

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	57,531,577.
2 Enter amount from Part I, line 27a	2	1,418,542.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	6,433,705.
4 Add lines 1, 2, and 3	4	65,383,824.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	65,383,824.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e			1,826,734.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			1,826,734.	
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 1,826,734.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3 N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	3,575,333.	62,142,034.	.057535
2014	3,604,129.	64,439,793.	.055930
2013	3,889,435.	59,864,911.	.064970
2012	3,000,010.	57,834,318.	.051872
2011	3,782,492.	61,757,494.	.061247
2 Total of line 1, column (d)			2 .291554
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 .058311
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 58,152,188.
5 Multiply line 4 by line 3			5 3,390,912.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 27,226.
7 Add lines 5 and 6			7 3,418,138.
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 2,853,851.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	54,452.
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	54,452.
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	54,452.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	75,459.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	75,459.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	21,007.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☐ 21,007. Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.PROSPECT - HILL.ORG	X	
14 The books are in care of ► ROBERT J. BARLETTA, TREASURER Telephone no. ► (212) 370-1144 Located at ► 99 PARK AVENUE, SUITE 2200, NEW YORK, NY ZIP+4 ► 10016-1601		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

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?

N/A

☐ 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?

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?

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PENNY FUJIKO WILLGERODT - 99 PARK AVENUE, SUITE 2220, NEW YORK, NY	EXECUTIVE DIRECTOR 40.00	243,902.	31,341.	0.

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

0

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

Total number of others receiving over \$50,000 for professional services	0
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Part IX-B	Summary of Program-Related Investments
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Total. Add lines 1 through 3	0.
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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	1,965,043.
c	Fair market value of all other assets	1c	57,072,711.
d	Total (add lines 1a, b, and c)	1d	59,037,754.
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	59,037,754.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	885,566.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	58,152,188.
6	Minimum investment return. Enter 5% of line 5	6	2,907,609.

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

1	Minimum investment return from Part X, line 6	1	2,907,609.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	54,452.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	7,999.
c	Add lines 2a and 2b	2c	62,451.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,845,158.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,845,158.
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	2,845,158.

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	2,853,851.
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	2,853,851.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,853,851.

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.

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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				2,845,158.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	757,432.			
b From 2012	203,119.			
c From 2013	966,347.			
d From 2014	488,157.			
e From 2015	532,264.			
f Total of lines 3a through e	2,947,319.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$	2,853,851.			
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				2,845,158.
e Remaining amount distributed out of corpus	8,693.			
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:	2,956,012.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	757,432.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	2,198,580.			
10 Analysis of line 9:				
a Excess from 2012	203,119.			
b Excess from 2013	966,347.			
c Excess from 2014	488,157.			
d Excess from 2015	532,264.			
e Excess from 2016	8,693.			

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				
GRANTS (SEE ATTACHED SCHEDULE) VARIOUS VARIOUS, NY 99999			99999	2,025,600.
MATCHING GRANTS (SEE ATTACHED SCHEDULE) VARIOUS VARIOUS, NY 99999			99999	324,053.
Total			3a	2,349,653.
b Approved for future payment				
GRANT COMMITMENTS (SEE ATTACHED SCHEDULE) VARIOUS VARIOUS, NY 99999			99999	1,070,900.
Total			3b	1,970,900.

Form 990-PF (2016)

Date	Reference	Jrnl	Trans Description	Debit Amt	
1 6/16/17	6063	CDJ	Adirondack Council - Grants	7,500.00	501 c (3)
2 6/20/17	6085	CDJ	Alliance of Families for Justs - Grants	3,000.00	501 c (3)
3 12/15/16	5854	CDJ	American Museum of Natural His - Grants	20,000.00	501 c (3)
4 11/18/16	5811	CDJ	Arms Control Association - Grants	50,000.00	501 c (3)
5 5/9/17	6035	CDJ	Arms Control Association - Grants	20,000.00	501 c (3)
6 12/15/16	5855	CDJ	Ballet Hispanico of New York - Grants	13,500.00	501 c (3)
7 12/15/16	5856	CDJ	Bronx River Alliance - Grants	15,000.00	501 c (3)
8 4/25/17	5993	CDJ	Bronx River Alliance - Grants	30,600.00	501 c (3)
9 6/20/17	6086	CDJ	Brooklyn Community Bail Fund - grants	15,000.00	501 c (3)
10 9/29/16	5789	CDJ	Brooklyn Urban Garden Charter - grants	15,000.00	501 c (3)
11 1/9/17	5911	CDJ	Carnegie Endowment for - Grants	25,000.00	501 c (3)
12 11/18/16	5812	CDJ	Center for Arms Control - Grants	30,000.00	501 c (3)
13 5/9/17	6036	CDJ	Center for Arms Control - Grants	20,000.00	501 c (3)
14 11/16/16	5810	CDJ	Center for NuLeadership - Grants	40,000.00	501 c (3)
15 6/20/17	6080	CDJ	Center for NuLeadership - Grants	4,000.00	501 c (3)
16 9/29/16	5790	CDJ	Central Park Conservancy - grants	18,000.00	501 c (3)
17 9/29/16	5791	CDJ	Centurion Ministries - grants	30,000.00	501 c (3)
18 12/15/16	5857	CDJ	Chez Bushwick - Grants	5,000.00	501 c (3)
19 6/16/17	6073	CDJ	Clean and Healthy New York - Grants	20,000.00	501 c (3)
20 6/20/17	6090	CDJ	Colorado College - Grants	135,000.00	501 c (3)
21 6/20/17	6081	CDJ	Community Connections for Yout - Grants	44,000.00	501 c (3)
22 7/6/16	5750	CDJ	Connecticut Fund for the Envir - grants	10,000.00	501 c (3)
23 12/20/16	5876	CDJ	Connecticut Fund for the Envir - Grants	30,000.00	501 c (3)
24 6/20/17	6079	CDJ	Connecticut Fund for the Envir - Grants	2,500.00	501 c (3)
25 6/20/17	6075	CDJ	Conservation Law Foundation - Grants	10,000.00	501 c (3)
26 3/13/17	5959	CDJ	Earthplace, Inc - Grants	30,000.00	501 c (3)
27 7/6/16	5749	CDJ	Environment Council of Rhode I - grants	25,000.00	501 c (3)
28 11/16/16	5808	CDJ	exalt youth - Grants	40,000.00	501 c (3)
29 6/20/17	6082	CDJ	exalt youth - Grants	24,000.00	501 c (3)
30 5/10/17	6039	CDJ	exalt youth - Grants - In honor of the birth of Martha Frances Cannell	500.00	501 c (3)
31 6/16/17	6066	CDJ	Farm Fresh Rhode Island - Grants	10,000.00	501 c (3)
32 6/20/17	6088	CDJ	FJC - Grants	1,500.00	501 c (3)
33 11/18/16	5815	CDJ	Fund for Constitutional Govern - Grants	5,000.00	501 c (3)
34 6/16/17	6067	CDJ	Global Greengrants Fund - Grants	15,000.00	501 c (3)
35 4/25/17	5994	CDJ	Groundswell Fund - Grants	50,000.00	501 c (3)
36 12/15/16	5858	CDJ	Haitian Education & Leadership - Grants	9,000.00	501 c (3)
37 9/29/16	5792	CDJ	Jacob's Pillow Dance Festival - grants	10,000.00	501 c (3)
38 9/29/16	5793	CDJ	Lincoln Center Theater - grants	28,500.00	501 c (3)
39 12/15/16	5859	CDJ	Lineage Project - Grants	18,000.00	501 c (3)
40 12/20/16	5872	CDJ	Mahauwe Performing Arts Center - Grants installment 3 of 4	22,500.00	501 c (3)
41 12/15/16	5860	CDJ	Metropolitan Museum of Art - Grants	25,000.00	501 c (3)
42 4/25/17	5995	CDJ	Ms Foundation for Women - Grants	45,000.00	501 c (3)
43 4/25/17	5996	CDJ	National Advocates for Pregnant - Grants	30,000.00	501 c (3)
44 2/27/17	5951	CDJ	National Audubon Society - Grant #17-00437	10,250.00	501 c (3)
45 12/9/16	5851	CDJ	National Latina Institute - Grants	50,000.00	501 c (3)
46 11/18/16	5813	CDJ	National Security Archive Fund - Grants	30,000.00	501 c (3)
47 4/25/17	5997	CDJ	National Women's Health Networ - Grants	45,000.00	501 c (3)
48 11/18/16	5814	CDJ	Natural Resources Defense Coun - Grants	50,000.00	501 c (3)
49 6/20/17	6076	CDJ	Natural Resources Defense Coun - Grants	30,000.00	501 c (3)
50 12/15/16	5861	CDJ	New York Botanical Garden - Grants	20,000.00	501 c (3)
51 6/20/17	6091	CDJ	New York City Ballet - Grants	45,000.00	501 c (3)
52 12/15/16	5862	CDJ	New York City Ballet - Grants	40,000.00	501 c (3)
53 12/15/16	5863	CDJ	New York Law School - Grants	6,750.00	501 c (3)
54 6/16/17	6069	CDJ	New York Philharmonic - Grants	30,000.00	501 c (3)
55 12/15/16	5864	CDJ	Northern Forest Atlas Foundati - Grants	22,500.00	501 c (3)
56 6/16/17	6072	CDJ	Open Space Institute - Grants	25,000.00	501 c (3)
57 12/9/16	5852	CDJ	Planned Parenthood of S New - Grants	20,000.00	501 c (3)
58 12/9/16	5853	CDJ	Planned Parenthood of New York - Grants	20,000.00	501 c (3)
59 12/15/16	5865	CDJ	Prospect Park Alliance Inc - Grants	10,000.00	501 c (3)
60 6/16/17	6070	CDJ	Protect the Adirondacks - Grants	7,500.00	501 c (3)
61 9/29/16	5794	CDJ	Riverdale Neighborhood House - grants	5,000.00	501 c (3)
62 6/20/17	6078	CDJ	Save the Bay - Grants	30,000.00	501 c (3)
63 12/20/16	5873	CDJ	Save the Bay - Grants Installment 2 of 5	45,000.00	501 c (3)
64 6/16/17	6074	CDJ	Solidago Foundation - Grants	20,000.00	501 c (3)
65 6/16/17	6065	CDJ	Sterling & Francine Clark Art - Grants	10,000.00	501 c (3)
66 6/20/17	6089	CDJ	The Adirondack Historical Asso - Grants	45,000.00	501 c (3)
67 6/16/17	6064	CDJ	The Adirondack Historical Asso - Grants	7,500.00	501 c (3)
68 12/20/16	5877	CDJ	The Advocacy Institute - Grants	5,000.00	501 c (3)
69 12/20/16	5871	CDJ	The Fifth Avenue Presbyterian - Grants installment 3 of 4	30,000.00	501 c (3)
70 5/9/17	6034	CDJ	The Foundation for a Civil Soc - Grants	15,000.00	501 c (3)
71 3/6/17	5955	CDJ	The Foundation for a Civil Soc - Grants - The Iran Project	15,000.00	501 c (3)
72 5/1/17	6032	CDJ	The Keeweenaw Foundation - Grants	7,500.00	501 c (3)
73 6/16/17	6068	CDJ	The Nature Conservancy - Grants	20,000.00	501 c (3)
74 6/20/17	6077	CDJ	The Nature Conservancy - Grants	30,000.00	501 c (3)

Prospect Hill Foundation
 EIN 13 - 6075567
 Attachment PG 11 Part XV 3a
 Grants

75 12/15/16	5866	CDJ	The School of American Ballet - Grants	5,000 00	501 c (3)
76 6/16/17	6071	CDJ	The Wild Center - Grants	7,500 00	501 c (3)
77 12/20/16	5874	CDJ	The Wild Center - Grants Installment 2 of 5	18,000 00	501 c (3)
78 11/18/16	5816	CDJ	Union of Concerned Scientists - Grants	30,000 00	501 c (3)
79 4/23/17	5998	CDJ	URGE - Grants	10 000 00	501 c (3)
80 11/16/16	5809	CDJ	Vera Institute of Justice - Grants	30,000 00	501 c (3)
81 6/20/17	6083	CDJ	Vera Institute of Justice - Grants	3,000 00	501 c (3)
82 12/15/16	5867	CDJ	Waterfront Alliance - Grants	15,000 00	501 c (3)
83 9/29/16	5795	CDJ	Wave Hill, Inc - grants	25,000 00	501 c (3)
84 12/15/16	5868	CDJ	World Resources Institute - Grants	25,000 00	501 c (3)
85 12/20/16	5875	CDJ	Yale University - Grants Installment 2 of 5	45,000 00	501 c (3)
86 6/20/17	6084	CDJ	Youth Represent - Grants	33,000 00	501 c (3)
87 6/20/17	6087	CDJ	Youth Represent - Grants	30,000 00	501 c (3)
				<u>2,025,600.00</u>	

Date	Reference	Jrnl	Trans Description	Amount	
1 12/20/16	5878	CDJ	Alley Cat Allies - Matching Contribution	100.00	501 (c) (3)
2 12/20/16	5879	CDJ	Alliance of Families for Just - Matching Contribution	1,000.00	501 (c) (3)
3 4/28/17	5999	CDJ	Alliance of Families for Just - Matching Contribution of Penny F Willgerodt	200.00	501 (c) (3)
4 2/13/17	5920	CDJ	American Museum of Natural His - Matching Contribution for William S Beinecke's gift on 1/18/17	500.00	501 (c) (3)
5 3/31/17	5960	CDJ	American Museum of Natural His - Matching Contribution William Beinecke	500.00	501 (c) (3)
6 12/20/16	5880	CDJ	Arab American Association of N - Matching Contribution	1,000.00	501 (c) (3)
7 3/31/17	5961	CDJ	Armonk Independent Fire Compan - Matching Contribution Bob Barletta	100.00	501 (c) (3)
8 11/29/16	5817	CDJ	Asian American Institute for - Matching Contribution	500.00	501 (c) (3)
9 11/29/16	5818	CDJ	ASPCA - Matching Contribution	200.00	501 (c) (3)
10 2/13/17	5921	CDJ	Association to Preserve Cape C - Matching Contribution for William S Beinecke's gift on 12/5/16	200.00	501 (c) (3)
11 3/31/17	5962	CDJ	Atchafalaya Basinkeeper - Matching Contribution Penny F Willgerodt	300.00	501 (c) (3)
12 4/28/17	6000	CDJ	Auburndale Soccer Club - Matching Contribution of Angela Kokot (for U10 Boys Green Academy Team)	3,200.00	501 (c) (3)
13 5/19/17	6040	CDJ	Auburndale Soccer Club - Matching Contribution of Angela Kokot for U10 Boys Academy Green Team	3,112.00	501 (c) (3)
14 5/19/17	6041	CDJ	AVON 39 The Walk to End Breast - Matching Gift from Lisa Bowman in support of Mrs. Kathryn Bowman	50.00	501 (c) (3)
15 12/20/16	5881	CDJ	Barre Center for Buddhist Stud - Matching Contribution	2,000.00	501 (c) (3)
16 3/31/17	5963	CDJ	Battery Conservancy - Matching Contribution William Beinecke	250.00	501 (c) (3)
17 12/20/16	5882	CDJ	Berkshire South Regional Comm - Matching Contribution	1,000.00	501 (c) (3)
18 11/29/16	5819	CDJ	Best Friends Animal Society - Matching Contribution	200.00	501 (c) (3)
19 12/20/16	5883	CDJ	Best Friends Animal Society - Matching Contribution	200.00	501 (c) (3)
20 2/13/17	5922	CDJ	BOLD Louisiana - Matching Contribution for Penny Willgerodt's gift on 8/30/16	200.00	501 (c) (3)
21 6/27/17	5922V	CDJ	BOLD Louisiana - Matching Contribution for Penny Willgerodt's gift on 8/30/16	-200.00	501 (c) (3)
22 6/30/17	6115	CDJ	BOLD Louisiana - Reissue of check #5922 dated February 13, 2017	200.00	501 (c) (3)
23 12/20/16	5884	CDJ	Bronx River Alliance - Matching Contribution	7,000.00	501 (c) (3)
24 3/31/17	5964	CDJ	Bronx River Alliance - Matching Contribution Jacob Beinecke	515.00	501 (c) (3)
25 6/30/17	6095	CDJ	Bronx River Alliance - Matching Contribution of Jake Beinecke	500.00	501 (c) (3)
26 3/31/17	5964	CDJ	Bronx River Alliance - Matching Contribution Sarah Richardson	1,000.00	501 (c) (3)
27 6/30/17	6096	CDJ	Brown University - Matching Contribution of Sarah B Richardson	6,814.08	501 (c) (3)
28 9/6/16	5761	CDJ	Cape Cod Chamber Music Festiva - Matching Contribution	250.00	501 (c) (3)
29 9/6/16	5762	CDJ	Cape Cod Commercial - Matching Contribution	250.00	501 (c) (3)
30 2/13/17	5923	CDJ	Cape Cod Community College - Matching Contribution for William S Beinecke's gift on 1/9/17	250.00	501 (c) (3)
31 4/28/17	6001	CDJ	Cape Cod Community College - Matching Contribution of William S Beinecke	250.00	501 (c) (3)
32 11/29/16	5820	CDJ	Cape Cod Healthcare Foundation - Matching Contribution	250.00	501 (c) (3)
33 9/6/16	5763	CDJ	Center for Coastal Studies - Matching Contribution	500.00	501 (c) (3)
34 6/30/17	6098	CDJ	Centurion Ministries - Matching Contribution of William S Beinecke	1,000.00	501 (c) (3)
35 4/28/17	6002	CDJ	Chatham Athletic Association - Matching Contribution of William S Beinecke	200.00	501 (c) (3)
36 12/20/16	5886	CDJ	Chatham Conservation Foundatio - Matching Contribution	300.00	501 (c) (3)
37 11/29/16	5821	CDJ	Chatham Orpheum Theater - Matching Contribution	1,000.00	501 (c) (3)
38 9/6/16	5764	CDJ	City Harvest, Inc - Matching Contribution	350.00	501 (c) (3)
39 2/13/17	5924	CDJ	City Harvest, Inc - Matching Contribution for Julie Lefkowitz's gift on 12/23/16	400.00	501 (c) (3)
40 4/28/17	6003	CDJ	City Harvest, Inc - Matching Contribution of Julie Lefkowitz	350.00	501 (c) (3)
41 4/28/17	6004	CDJ	City Meals-On-Wheels - Matching Contribution of Julie Lefkowitz	200.00	501 (c) (3)
42 5/19/17	6042	CDJ	Civ Tech Foundation - Matching Contribution for Angela Kokot for Rem Rad Club	3,200.00	501 (c) (3)
43 11/29/16	5822	CDJ	Clean and Healthy New York - Matching Contribution	500.00	501 (c) (3)
44 4/28/17	6005	CDJ	ClientEarth - Matching Contribution of Frances G Beinecke	10,000.00	501 (c) (3)
45 5/19/17	6043	CDJ	Climate Museum - Matching Contribution of Frances Beinecke	500.00	501 (c) (3)
46 11/29/16	5823	CDJ	Close Encounters with Music - Matching Contribution	5,000.00	501 (c) (3)
47 9/6/16	5765	CDJ	Columbia Land Conservancy - Matching Contribution	500.00	501 (c) (3)
48 9/6/16	5766	CDJ	Columbia University - Matching Contribution	250.00	501 (c) (3)
49 4/28/17	6006	CDJ	Columbia University - Matching Contribution of William S Beinecke	500.00	501 (c) (3)
50 6/30/17	6099	CDJ	Communitas United for Restora - Matching Contribution for Penny F Willgerodt	240.00	501 (c) (3)
51 11/29/16	5824	CDJ	Community Fund of Danen - Matching Contribution	700.00	501 (c) (3)
52 2/13/17	5925	CDJ	Crossroads Rhode Island - Matching Contribution for Sarah B Richardson's gift on 12/14/16	1,000.00	501 (c) (3)
53 5/19/17	6044	CDJ	Dana Hall School - Matching Contribution of Sarah B Richardson	6,814.08	501 (c) (3)
54 3/31/17	5965	CDJ	debra of America - Matching Contribution Julie Lefkowitz	200.00	501 (c) (3)
55 2/13/17	5926	CDJ	Doctors Without Borders - Matching Contribution for Bob Barletta's gift on 12/4/16	400.00	501 (c) (3)
56 4/28/17	6007	CDJ	Dwight Hall at Yale - Matching Contribution of William S Beinecke	250.00	501 (c) (3)
57 12/20/16	5889	CDJ	El Museo del Barrio - Matching Contribution	5,000.00	501 (c) (3)
58 12/20/16	5887	CDJ	Eldredge Public Library - Matching Contribution	200.00	501 (c) (3)
59 12/20/16	5890	CDJ	English for Action - Matching Contribution	1,000.00	501 (c) (3)
60 12/20/16	5891	CDJ	exalt youth - Matching Contribution	400.00	501 (c) (3)
61 3/31/17	5966	CDJ	exalt youth - Matching Contribution Lizzie Elston	5,309.18	501 (c) (3)
62 4/28/17	6008	CDJ	exalt youth - Matching Contribution of Mary Elston	1,000.00	501 (c) (3)
63 3/31/17	5966	CDJ	exalt youth - Matching Contribution Penny F Willgerodt	400.00	501 (c) (3)
64 3/31/17	5966	CDJ	exalt youth - Matching Contribution Sarah Richardson	1,000.00	501 (c) (3)
65 2/13/17	5927	CDJ	Farm Fresh Rhode Island - Matching Contribution for Mary Elston's gift on 12/8/16	2,000.00	501 (c) (3)
66 5/19/17	6046	CDJ	Fisher Center for Alzheimer's - Matching Contribution for Julie Lefkowitz	400.00	501 (c) (3)
67 6/30/17	6101	CDJ	Food Bank for Westchester - Matching Contribution of Julie Lefkowitz	200.00	501 (c) (3)
68 6/30/17	6112	CDJ	Forgotten Felmes - Matching Contribution of Bob & Annette Barletta	100.00	501 (c) (3)
69 2/13/17	5928	CDJ	Fractured Atlas, Inc - Matching Contribution for Penny Willgerodt's gift on 12/28/16	215.06	501 (c) (3)
70 9/6/16	5768	CDJ	Friends of EPL - Matching Contribution	200.00	501 (c) (3)
71 6/30/17	6102	CDJ	Friends of Hudson River Park - Matching Contribution of William S Beinecke	500.00	501 (c) (3)
72 9/6/16	5769	CDJ	Friends of Pleasant Bay - Matching Contribution	200.00	501 (c) (3)

Prospect Hill Foundation
 EIN 13 - 6075567
 Attachment Pg 11 Part XV 3a
 Matching Grants

Date	Reference	Jrnl	Trans Description	Amount	
73 4/28/17	6009	CDJ	Friends of the Smithsonian - Matching Contribution of Bob Barletta	300 00	501 (c) (3)
74 9/6/16	5770	CDJ	Global Greengrants Fund - Matching Contribution	13,332 00	501 (c) (3)
75 2/13/17	5929	CDJ	Green Guerillas - Matching Contribution for Penny Willgerodt's gift on 12/28/16	200 00	501 (c) (3)
76 11/29/16	5825	CDJ	Greenwich Art Society, Inc - Matching Contribution	2,400 00	501 (c) (3)
77 3/31/17	5967	CDJ	Greenwich Art Society, Inc - Matching Contribution Bob Barletta	700 00	501 (c) (3)
78 4/28/17	6010	CDJ	Greenwich Arts Council - Matching Contribution of Bob Barletta	250 00	501 (c) (3)
79 4/28/17	6026	CDJ	Green-Wood Historic Fund - Matching Contribution of William S Beinecke	250 00	501 (c) (3)
80 5/19/17	6047	CDJ	Groundswell Fund - Matching Contribution of Penny F Willgerodt	100 00	501 (c) (3)
81 11/29/16	5826	CDJ	Guide Dog Foundation for the B - Matching Contribution	200 00	501 (c) (3)
82 11/29/16	5827	CDJ	Guiding Eyes for the Blind - Matching Contribution	200 00	501 (c) (3)
83 9/6/16	5771	CDJ	Helen Keller International - Matching Contribution	300 00	501 (c) (3)
84 4/28/17	6011	CDJ	HERE - Matching Contribution of Penny F Willgerodt	200 00	501 (c) (3)
85 11/29/16	5828	CDJ	Highlander Research & Educatio - Matching Contribution	400 00	501 (c) (3)
86 3/31/17	5968	CDJ	Hope for Javier - Matching Contribution Julie Lefkowitz	200 00	501 (c) (3)
87 9/6/16	5772	CDJ	Hospital for Special Surgery - Matching Contribution	8,000 00	501 (c) (3)
88 9/6/16	5773	CDJ	Hudson Opera House, Inc - Matching Contribution	500 00	501 (c) (3)
89 11/29/16	5829	CDJ	Humane Society International - Matching Contribution	110 00	501 (c) (3)
90 4/28/17	6012	CDJ	Humane Society International - Matching Contribution of Bob Barletta	110 00	501 (c) (3)
91 2/13/17	5930	CDJ	Humane Society of the United S - Matching Contribution for Bob Barletta's gift on 11/19/16	200 00	501 (c) (3)
92 11/29/16	5830	CDJ	International Eve Foundation - Matching Contribution	200 00	501 (c) (3)
93 3/31/17	5969	CDJ	International Planned Parenthood - Matching Contribution, Western Hemisphere Region - William Beinecke	250 00	501 (c) (3)
94 4/28/17	6013	CDJ	Irrington Volunteer Ambulance - Matching Contribution of Julie Lefkowitz	150 00	501 (c) (3)
95 2/13/17	5931	CDJ	Jamestown Art Center - Matching Contribution for Sarah B Richardson's gift on 12/14/16	2,000 00	501 (c) (3)
96 12/20/16	5892	CDJ	Japanese American Social Servi - Matching Contribution	300 00	501 (c) (3)
97 11/29/16	5831	CDJ	Justice Committee - Matching Contribution	660 00	501 (c) (3)
98 6/30/17	6113	CDJ	La Salle Academy - Matching Contribution of Miriam Mass-Jackson and Charles Jackson	400 00	501 (c) (3)
99 12/20/16	5893	CDJ	Lafayette College - Matching Contribution	500 00	501 (c) (3)
100 11/29/16	5832	CDJ	Lambi Fund of Haiti - Matching Contribution	400 00	501 (c) (3)
101 2/13/17	5932	CDJ	Lambi Fund of Haiti - Matching Contribution for Sarah B Richardson's gift on 12/29/16	2,000 00	501 (c) (3)
102 11/29/16	5833	CDJ	Latham Centers - Matching Contribution	1,000 00	501 (c) (3)
103 9/6/16	5774	CDJ	Lincoln Center Theater - Matching Contribution	1,500 00	501 (c) (3)
104 6/30/17	6103	CDJ	Lineage Project - Matching Contribution of Jesse W Smith	12,000 00	501 (c) (3)
105 4/28/17	6014	CDJ	Little Shelter Animal Rescue - Matching Contribution of Bob Barletta	100 00	501 (c) (3)
106 11/29/16	5834	CDJ	Loft Opera - Matching Contribution	1,410 00	501 (c) (3)
107 11/29/16	5835	CDJ	Londonderry Volunteer - Matching Contribution	200 00	501 (c) (3)
108 6/30/17	6104	CDJ	Louisiana Environmental - Matching Contribution of Penny F Willgerodt	100 00	501 (c) (3)
109 9/6/16	5775	CDJ	Maharwe Performing Arts Center - Matching Contribution	15,000 00	501 (c) (3)
110 12/20/16	5894	CDJ	Main Island Trail Association - Matching Contribution	500 00	501 (c) (3)
111 2/13/17	5933	CDJ	Make the Road NY - Matching Contribution for Penny Willgerodt's gift on 12/21/16	200 00	501 (c) (3)
112 4/28/17	6015	CDJ	Marine Corps Scholarship Fdn - Matching Contribution of Frederick W Beinecke	6 700 00	501 (c) (3)
113 11/29/16	5836	CDJ	Masonic Brotherhood Fund - Matching Contribution	200 00	501 (c) (3)
114 6/30/17	6114	CDJ	Memorial Sloan Kettering Cancr - Matching Contribution of Ben Beinecke	500 00	501 (c) (3)
115 5/19/17	6048	CDJ	Mertin's Hope Ragdoll Rescue - Matching Contribution of Bob & Annette Barletta for the Kuwait Kutr Re	40 00	501 (c) (3)
116 4/28/17	6016	CDJ	Michael J Fox Foundation - Matching Contribution of Julie Lefkowitz	200 00	501 (c) (3)
117 3/31/17	5970	CDJ	Mor's Preservation, Inc - Matching Contribution William Beinecke	250 00	501 (c) (3)
118 2/13/17	5934	CDJ	Mothers Out Front - Matching Contribution for Frances Beinecke's gift on 12/8/16	2,000 00	501 (c) (3)
119 2/13/17	5935	CDJ	Muscular Dystrophy Association - Matching Contribution for Sheri Buchman's gift on 10/14/16	100 00	501 (c) (3)
120 11/29/16	5844	CDJ	NARAL Pro-Choice America Found - Matching Contribution	1,000 00	501 (c) (3)
121 3/31/17	5985	CDJ	NARAL Pro-Choice America Found - Matching Contribution William S Beinecke	1,000 00	501 (c) (3)
122 12/20/16	5895	CDJ	National Asian Pacific America - Matching Contribution	480 00	501 (c) (3)
123 5/19/17	6049	CDJ	National Audubon Society - Matching Contribution of Bob Barletta	1,000 00	501 (c) (3)
124 5/19/17	6049	CDJ	National Audubon Society - Matching Contribution of Penny F Willgerodt	200 00	501 (c) (3)
125 5/19/17	6049	CDJ	National Audubon Society - Matching Contribution of Teresa Ruddy	2,000 00	501 (c) (3)
126 3/31/17	5971	CDJ	National Geographic - Matching Contribution Bob Barletta	78 00	501 (c) (3)
127 6/27/17	5971V	CDJ	National Geographic - Matching Contribution Bob Barletta	-78 00	501 (c) (3)
128 6/27/17	6093	CDJ	National Geographic Society - Reissue of matching gift check #5971 from 3/31/2017	78 00	501 (c) (3)
129 11/29/16	5838	CDJ	National Multiple Sclerosis - Matching Contribution	500 00	501 (c) (3)
130 2/13/17	5936	CDJ	Natural Resources Defense Coun - Matching Contribution for France Beinecke's gift on 12/8/16	20,000 00	501 (c) (3)
131 2/13/17	5936	CDJ	Natural Resources Defense Coun - Matching Contribution for Mary Elston's gift on 12/8/16	1,000 00	501 (c) (3)
132 3/31/17	5972	CDJ	Natural Resources Defense Coun - Matching Contribution Sarah B Richardson	2,000 00	501 (c) (3)
133 12/20/16	5896	CDJ	New York City Rescue Mission - Matching Contribution	500 00	501 (c) (3)
134 3/31/17	5973	CDJ	New York Philharmonic - Matching Contribution William S Beinecke	500 00	501 (c) (3)
135 3/31/17	5974	CDJ	New York Public Library - Matching Contribution William S Beinecke	500 00	501 (c) (3)
136 5/19/17	6050	CDJ	New York Society Library - Matching Contribution of William S Beinecke	500 00	501 (c) (3)
137 4/28/17	6017	CDJ	New Yorkers for Children - Matching Contribution of Penny F Willgerodt	200 00	501 (c) (3)
138 3/31/17	5975	CDJ	No Longer Empty - Matching Contribution Carrie Elston Tunick	200 00	501 (c) (3)
139 3/31/17	5976	CDJ	North Castle Historical Society - Matching Contribution Bob Barletta	200 00	501 (c) (3)
140 6/30/17	6105	CDJ	North Castle Historical Society - Matching Contribution of Bob & Annette Barletta	200 00	501 (c) (3)
141 2/13/17	5937	CDJ	North Country School, Inc - Matching Contribution for Penny Willgerodt's gift on 12/28/16	100 00	501 (c) (3)
142 4/28/17	6018	CDJ	North Star Fund - Matching Contribution of Penny F Willgerodt	700 00	501 (c) (3)
143 12/20/16	5897	CDJ	One Tam - Matching Contribution	700 00	501 (c) (3)
144 5/19/17	6051	CDJ	Organic Farming Research Found - Matching Contribution of Penny F Willgerodt	200 00	501 (c) (3)
145 2/13/17	5938	CDJ	Orleans Conservaton Trust - Matching Contribution for William S Beinecke's gift on 12/22/16	500 00	501 (c) (3)
146 12/20/16	5898	CDJ	Page 73 Productions - Matching Contribution	8,732 00	501 (c) (3)
147 2/13/17	5939	CDJ	Partners In Health - Matching Contribution for Bob Barletta's gift on 11/29/16	500 00	501 (c) (3)
148 2/13/17	5939	CDJ	Partners In Health - Matching Contribution for Bob Barletta's gift on 9/29/16	100 00	501 (c) (3)
149 3/31/17	5977	CDJ	Partners In Health - Matching Contribution Miriam Mass-Jackson	100 00	501 (c) (3)

Date	Reference	Jrnl	Trans Description	Amount	
150 9/6/16	5776	CDJ	Paws Crossed Animal Rescue - Matching Contribution	1,200 00	501 (c) (3)
151 11/29/16	5840	CDJ	Paws Crossed Animal Rescue - Matching Contribution	800 00	501 (c) (3)
152 12/20/16	5899	CDJ	Paws Crossed Animal Rescue - Matching Contribution	2,000 00	501 (c) (3)
153 3/31/17	5978	CDJ	Paws Crossed Animal Rescue - Matching Contribution Bob & Annette Barletta	100 00	501 (c) (3)
154 4/28/17	6019	CDJ	Paws Crossed Animal Rescue - Matching Contribution of Bob Barletta	2,000 00	501 (c) (3)
155 4/28/17	6019	CDJ	Paws Crossed Animal Rescue - Matching Contribution of Bob Barletta	200 00	501 (c) (3)
156 4/28/17	6020	CDJ	Perkins School for the Blind - Matching Contribution of Julie Lefkowitz	200 00	501 (c) (3)
157 11/29/16	5841	CDJ	Planned Parenthood Federation - Matching Contribution	200 00	501 (c) (3)
158 6/30/17	6106	CDJ	Planned Parenthood of Hudson P - Matching Contribution of Julie Lefkowitz	400 00	501 (c) (3)
159 4/28/17	6021	CDJ	Planned Parenthood South Atlan - Matching Contribution of William S Beinecke	300 00	501 (c) (3)
160 9/6/16	5784	CDJ	Poets and Writers Inc - Matching Contribution	500 00	501 (c) (3)
161 6/30/17	6107	CDJ	Police Athletic League - Matching Contribution of William S Beinecke	250 00	501 (c) (3)
162 2/13/17	5940	CDJ	Prairie Institute - Matching Contribution for John Beinecke's gift on 12/22/16	500 00	501 (c) (3)
163 11/29/16	5839	CDJ	Project Orbis International, Inc - Matching Contribution	200 00	501 (c) (3)
164 6/27/17	5839V	CDJ	Project Orbis International, Inc - Matching Contribution	-200 00	501 (c) (3)
165 6/27/17	6092	CDJ	Project Orbis International Inc - Reissue of matching gift check #5839 from 11/29/16	200 00	501 (c) (3)
166 5/19/17	6052	CDJ	Prospect Park Alliance Inc - Matching Contribution of Lizzie B Elston	3,504 38	501 (c) (3)
167 2/13/17	5941	CDJ	Red Hook Initiative - Matching Contribution for Penny Willgerodt's gift on 12/28/16	150 00	501 (c) (3)
168 11/29/16	5842	CDJ	Restless Development USA - Matching Contribution	100 00	501 (c) (3)
169 2/13/17	5942	CDJ	Riverdale Neighborhood House - Matching Contribution for Frances Beinecke's gift on 12/23/16	500 00	501 (c) (3)
170 2/13/17	5943	CDJ	Riverdale Presbyterian Church - Matching Contribution for Frances Beinecke's gift on 12/8/16	2,000 00	501 (c) (3)
171 3/31/17	5979	CDJ	Robin Hood Foundation - Matching Contribution Julie Lefkowitz	600 00	501 (c) (3)
172 6/30/17	6111	CDJ	Ronald McDonald House of NY - Matching Contribution of Sheri Buchman	50 00	501 (c) (3)
173 3/31/17	5980	CDJ	Rudolf Steiner School - Matching Contribution John B Beinecke	400 00	501 (c) (3)
174 4/28/17	6022	CDJ	Sacred Heart Catholic Academy - Matching Contribution of Angela Kokot	10,000 00	501 (c) (3)
175 9/6/16	5778	CDJ	Saint Francis Hospital Foundat - Matching Contribution	200 00	501 (c) (3)
176 3/31/17	5981	CDJ	Soldado Foundation - Matching Contribution Penn F Willgerodt	500 00	501 (c) (3)
177 12/20/16	5900	CDJ	Sons of the Revolution in the - Matching Contribution	250 00	501 (c) (3)
178 2/13/17	5945	CDJ	Southern Environmental Law Cen - Matching Contribution	200 00	501 (c) (3)
179 2/13/17	5945V	CDJ	Southern Environmental Law Cen - Matching Contribution	-200 00	501 (c) (3)
180 2/13/17	5950	CDJ	Southern Environmental Law Ctr - Matching Contribution for Penn F Willgerodt's gift on 12/28/16	200 00	501 (c) (3)
181 9/6/16	5780	CDJ	SPCA of Westchester - Matching Contribution	100 00	501 (c) (3)
182 4/28/17	6023	CDJ	SPCA of Westchester - Matching Contribution of Bob Barletta	200 00	501 (c) (3)
183 5/19/17	6053	CDJ	Special Olympics New York - Matching Contribution of Sheri Buchman	50 00	501 (c) (3)
184 12/20/16	5901	CDJ	Spring Island Trust - Matching Contribution	2,400 00	501 (c) (3)
185 5/19/17	6054	CDJ	St Ann's Church - Matching Contribution of Miriam Mass-Jackson	3,200 00	501 (c) (3)
186 6/30/17	6108	CDJ	St Christopher's Episcopal - Matching Contribution of William S Beinecke	250 00	501 (c) (3)
187 6/30/17	6109	CDJ	St Jude Children's Research H - Matching Contribution of Miriam Mass-Jackson	200 00	501 (c) (3)
188 4/28/17	6024	CDJ	St Jude Children's Research H - Matching Contribution of Sheri Buchman	50 00	501 (c) (3)
189 2/13/17	5946	CDJ	Star Kids Scholarship Program - Matching Contribution for Sarah B Richardson's gift on 12/30/16	2,000 00	501 (c) (3)
190 9/6/16	5779	CDJ	Sustainable Organic Integrated - Matching Contribution	200 00	501 (c) (3)
191 11/29/16	5843	CDJ	Sustainable Organic Integrated - Matching Contribution	700 00	501 (c) (3)
192 2/13/17	5944	CDJ	Sustainable Organic Integrated - Matching Contribution for Sarah B Richardson's gift on 12/29/16	1,000 00	501 (c) (3)
193 4/28/17	6025	CDJ	The Baker Institute for Childr - Matching Contribution of William S Beinecke	500 00	501 (c) (3)
194 12/20/16	5885	CDJ	The Cat House on the Kings - Matching Contribution	200 00	501 (c) (3)
195 6/30/17	6097	CDJ	The Cat House on the Kings - Matching Contribution of Bob & Annette Barletta	200 00	501 (c) (3)
196 6/30/17	6110	CDJ	The Center for Reproductive Ru - Matching Contribution of William S Beinecke	200 00	501 (c) (3)
197 3/31/17	5982	CDJ	The Center for Reproductive Ru - Matching Contribution William S Beinecke	500 00	501 (c) (3)
198 3/31/17	5982	CDJ	The Center for Reproductive Ru - Matching Contribution William S Beinecke	250 00	501 (c) (3)
199 12/20/16	5888	CDJ	The Elephant Sanctuary in Tenn - Matching Contribution	700 00	501 (c) (3)
200 5/19/17	6045	CDJ	The Elephant Sanctuary in Tenn - Matching Contribution of Bob & Annette Barletta	80 00	501 (c) (3)
201 6/30/17	6100	CDJ	The Fifth Avenue Presbyterian - Matching Contribution for William S Beinecke	4,600 00	501 (c) (3)
202 12/20/16	5902	CDJ	The Flea Theater - Matching Contribution	1,700 00	501 (c) (3)
203 3/31/17	5983	CDJ	The Food Project - Matching Contribution Penn F Willgerodt	100 00	501 (c) (3)
204 9/6/16	5767	CDJ	The Fresh Air Fund - Matching Contribution	500 00	501 (c) (3)
205 12/20/16	5903	CDJ	The Irvington Fire Company - Matching Contribution	50 00	501 (c) (3)
206 3/31/17	5984	CDJ	The Irvington Fire Company - Matching Contribution Julie Lefkowitz	150 00	501 (c) (3)
207 6/27/17	5984V	CDJ	The Irvington Fire Company - Matching Contribution Julie Lefkowitz	-150 00	501 (c) (3)
208 6/27/17	6094	CDJ	The Irvington Fire Company - Reissue of matching gift check #5984 from 3/31/2017	150 00	501 (c) (3)
209 4/28/17	6027	CDJ	The Legal Aid Society - Matching Contribution of William S Beinecke	250 00	501 (c) (3)
210 12/20/16	5904	CDJ	The Long Trail School - Matching Contribution	200 00	501 (c) (3)
211 11/29/16	5837	CDJ	The Metropolitan Opera - Matching Contribution	4,000 00	501 (c) (3)
212 12/20/16	5905	CDJ	The Outdoor Church - Matching Contribution	1,000 00	501 (c) (3)
213 5/19/17	6055	CDJ	The Pingry School - Matching Contribution of Frederick W Beinecke	500 00	501 (c) (3)
214 6/27/17	627	CRJ	Third Sector New England, Inc - Reimbursement from matching gift overpayment	-1,000 00	501 (c) (3)
215 9/6/16	5781	CDJ	Trinity School - Matching Contribution	2,000 00	501 (c) (3)
216 9/6/16	5777	CDJ	Trustees of Phillips Academy - Matching Contribution	14,000 00	501 (c) (3)
217 5/19/17	6056	CDJ	U S Holocaust Memorial Museum - Matching Contribution of Julie Lefkowitz	200 00	501 (c) (3)
218 5/19/17	6057	CDJ	Union Settlement - Matching Contribution of Miriam Mass-Jackson	100 00	501 (c) (3)
219 3/31/17	5986	CDJ	University at Albany Foundatio - Matching Contribution Julie Lefkowitz	600 00	501 (c) (3)
220 4/28/17	6028	CDJ	University of Virginia Law Sch - Matching Contribution of Frederick W Beinecke	500 00	501 (c) (3)
221 4/28/17	6029	CDJ	USSGA Memorial Fund - Matching Contribution of William S Beinecke	100 00	501 (c) (3)
222 11/29/16	5845	CDJ	Vermont Haiti Project - Matching Contribution	200 00	501 (c) (3)
223 2/13/17	5947	CDJ	Vermont Haiti Project - Matching Contribution for Sarah B Richardson's gift on 12/29/16	2,000 00	501 (c) (3)
224 2/13/17	5948	CDJ	Wave Hill, Inc - Matching Contribution for Frances Beinecke's gift on 12/8/16	6,000 00	501 (c) (3)
225 9/6/16	5782	CDJ	Westminster School - Matching Contribution	15,000 00	501 (c) (3)
226 2/13/17	5949	CDJ	Westminster School - Matching Contribution for William S Beinecke's gift on 1/18/17	250 00	501 (c) (3)

Date	Reference	Jrnl	Trans Description	Amount	
227 4/28/17	6030	CDJ	Westminster School - Matching Contribution of John B. Beinecke	7,427.20	501 (c) (3)
228 3/31/17	5987	CDJ	WNET - Matching Contribution William S. Beinecke	250.00	501 (c) (3)
229 11/29/16	5846	CDJ	WNYC - Matching Contribution	120.00	501 (c) (3)
230 5/19/17	6058	CDJ	WNYC - Matching Contribution of Penn F. Willgerodt	200.00	501 (c) (3)
231 2/13/17	5906	CDJ	Worker's Justice Project - check written in Dec 2016 & void but cleared in February 2017	1,000.00	501 (c) (3)
232 12/20/16	5906	CDJ	Worker's Justice Project - Matching Contribution	1,000.00	501 (c) (3)
233 12/21/16	5906V	CDJ	Worker's Justice Project - Matching Contribution	-1,000.00	501 (c) (3)
234 4/6/17	5991	CDJ	Workers Justice Project - Replacement for check #5906 which was not received - Matching contribution fo	1,000.00	501 (c) (3)
235 5/19/17	6059	CDJ	WUMB Radio - Matching Contribution	300.00	501 (c) (3)
236 9/6/16	5783	CDJ	Yale University - Matching Contribution	11,000.00	501 (c) (3)
237 11/29/16	5847	CDJ	Yale University - Matching Contribution	250.00	501 (c) (3)
238 12/20/16	5907	CDJ	Yale University - Matching Contribution - School of Drama Annual Fund	2,000.00	501 (c) (3)
239 12/20/16	5907	CDJ	Yale University - Matching Contribution - School of Drama Yale Rep 50th Anniversary	2,000.00	501 (c) (3)
240 3/31/17	5988	CDJ	Yale University - Matching Contribution William S. Beinecke	250.00	501 (c) (3)
241 11/29/16	5848	CDJ	Young Survival Coalition - Matching Contribution	100.00	501 (c) (3)
Ending Balance				324,052.98	

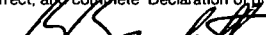
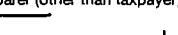
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr 1)? ☒ Yes ☐ No
	 Signature of officer or trustee	12/20/18 Date	TREASURER Title		
Paid Preparer Use Only	Print/Type preparer's name STUART KAMELHAR	Preparer's signature 	Date 1/26/19	Check ☐ if self-employed	PTIN P00185063
	Firm's name ▶ MAZARS USA LLP			Firm's EIN ▶ 13-1459550	
	Firm's address ▶ 675 THIRD AVENUE NEW YORK, NY 10017			Phone no. 212-972-7500	

Form **990-PF** (2016)

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	K-1 PROSPECT CAPITAL PARTNERS	P	01/01/16	12/31/16
b	K-1 PROSPECT CAPITAL PARTNERS	P	01/01/16	12/31/16
c	K-1 VENTURE INVESTMENT ASSOCIATES LP	P	01/01/16	12/31/16
d	K-1 VENTURE INVESTMENT ASSOCIATES II LP	P	01/01/16	12/31/16
e	K-1 VENTURE INVESTMENT ASSOCIATES III LP	P	01/01/16	12/31/16
f	K-1 VENTURE INVESTMENT ASSOCIATES III LP	P	01/01/16	12/31/16
g	K-1 VENTURE INVESTMENT ASSOCIATES IV LP	P	01/01/16	12/31/16
h	K-1 VENTURE INVESTMENT ASSOCIATES IV LP	P	01/01/16	12/31/16
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			205,049.
b			1,456,217.
c			83.
d			53.
e			19.
f			65,645.
g			42.
h			99,626.
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			205,049.
b			1,456,217.
c			83.
d			53.
e			19.
f			65,645.
g			42.
h			99,626.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,826,734.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

THE PROSPECT HILL FOUNDATION, INC.

Employer identification number

13-6075567

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

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

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or 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 33 1/3% 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization	Employer identification number
THE PROSPECT HILL FOUNDATION, INC.	13-6075567

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	WILLIAM S. BEINECKE C/O 99 PARK AVENUE ROOM 2200 NEW YORK, NY 10016	\$ 2,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE PROSPECT HILL FOUNDATION, INC.

13-6075567

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE PROSPECT HILL FOUNDATION, INC.

13-6075567

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 info once) ▶ \$

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee