

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation**

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

OMB No 1545-0052

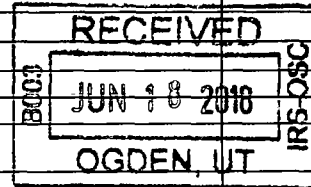
2016**Open to Public Inspection****For calendar year 2016 or tax year beginning** Aug 1, 2016, **and ending** Jul 31, 2017

Name of foundation Fan Fox & Leslie R. Samuels Foundation, Inc.		A Employer identification number 13-3124818
Number and street (or P O box number if mail is not delivered to street address) 275 Madison Avenue		B Telephone number (see instructions) (212) 239-3030
City or town, state or province, country, and ZIP or foreign postal code New York NY 10016		C If exemption application is pending, check here. ☐
G Check all that apply		D 1 Foreign organizations, check here ☐
☐ Initial return	☐ Initial return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Final return	☐ Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
☐ Address change	☐ Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
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, column (c), line 16) \$ 180,849,986.		
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) . . .		7,500.			
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments . . .		32,841.	32,841.		
4 Dividends and interest from securities . . .		1,257,380.	1,257,380.		
5a Gross rents . . .					
b Net rental income or (loss) . . .					
6a Net gain or (loss) from sale of assets not on line 10 . . .		2,567,974.	L-6a Stmt		
b Gross sales price for all assets on line 6a . . .		6,662,618.			
7 Capital gain net income (from Part IV, line 2) . . .			9,319,512.		
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) . . .					
Share of Partnership Inc-See Sched		6,857,710.	-64,909.		
12 Total Add lines 1 through 11. . .		10,723,405.	10,544,824.		
13 Compensation of officers, directors, trustees, etc. . .		936,950.	268,935.		668,015.
14 Other employee salaries and wages . . .		282,114.	55,283.		226,831.
15 Pension plans, employee benefits. . .		330,087.	69,095.		260,994.
16a Legal fees (attach schedule). . . L-16a Stmt.		759.	76.		683.
b Accounting fees (attach sch). . . L-16b Stmt.		46,279.	4,628.		41,651.
c Other professional fees (attach sch) L-16c Stmt.		676,226.	676,226.		
17 Interest . . .					
18 Taxes (attach schedule)(see instrs) See Line.18 Stmt		123,520.			
19 Depreciation (attach schedule) and depletion . . .					
20 Occupancy . . .		199,131.	19,913.		179,218.
21 Travel, conferences, and meetings . . .		8,674.	867.		7,807.
22 Printing and publications . . .					
23 Other expenses (attach schedule)					
See Line 23 Stmt		100,420.	9,142.		91,278.
24 Total operating and administrative expenses Add lines 13 through 23 . . .		2,704,160.	1,104,165.		1,476,477.
25 Contributions, gifts, grants paid . . .		7,331,186.			7,331,186.
26 Total expenses and disbursements Add lines 24 and 25 . . .		10,035,346.	1,104,165.		8,807,663.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements . . .		688,059.			
b Net investment income (if negative, enter -0-) . . .			9,440,659.		
c Adjusted net income (if negative, enter -0-) . . .					

ENVELOPE
POSTMARK DATE JUN 14 2018

REVENUE

ADMINISTRATIVE
AND
EXPENSES

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only
(See instructions)

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	7,227.	3,105.	3,105.
	2	Savings and temporary cash investments	4,773,297.	6,351,992.	6,351,992.
	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 sch) . ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments — U S and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule)	53,270,138.	21,014,384.	22,023,089.
	c	Investments — corporate bonds (attach schedule)	1,063,658.	552,974.	552,976.
	LIABILITIES	11	Investments — land, buildings, and equipment basis ▶		
		Less accumulated depreciation (attach schedule) ▶			
12		Investments — mortgage loans			
13		Investments — other (attach schedule)	80,950,447.	75,590,715.	95,608,201.
14		Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶ Other Private Investment Funds)		37,192,041.	56,310,623.
16		Total assets (to be completed by all filers — see the instructions Also, see page 1, item I).	140,064,767.	140,705,211.	180,849,986.
17		Accounts payable and accrued expenses			
18		Grants payable			
NET ASSETS OR FUND BALANCES	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
		Foundations that follow SFAS 117, check here ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ☒			
27	Capital stock, trust principal, or current funds	140,064,767.	140,705,211.		
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)	140,064,767.	140,705,211.		
31	Total liabilities and net assets/fund balances (see instructions)	140,064,767.	140,705,211.		

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	140,064,767.
2	Enter amount from Part I, line 27a	2	688,059.
3	Other increases not included in line 2 (itemize) <u>See Other Increases Stmt</u>	3	8,346.
4	Add lines 1, 2, and 3	4	140,761,172.
5	Decreases not included in line 2 (itemize) <u>See Other Decreases Stmt</u>	5	55,961.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	140,705,211.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Securities—See schedule attached	P	Various	Various
b Capital Gain dividends			
c Class Action Lawsuits			
d Capital Gains Distributions - no basis			
e Share of Partnerships			

(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 6,662,618.		4,163,556.	2,499,062.
b			1,920.
c			4,630.
d			62,362.
e			6,751,538.

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			2,499,062.
b			1,920.
c			4,630.
d			62,362.
e			6,751,538.

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	9,319,512.
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	0.

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.

(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	8,569,000.	166,828,081.	0.051364
2014	9,248,844.	177,980,388.	0.051966
2013	7,633,198.	177,793,751.	0.042933
2012	7,303,114.	166,112,089.	0.043965
2011	9,124,468.	161,064,409.	0.056651

2 Total of line 1, column (d)	2	0.246879
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049376
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5.	4	173,693,149.
5 Multiply line 4 by line 3	5	8,576,273.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	94,407.
7 Add lines 5 and 6.	7	8,670,680.
8 Enter qualifying distributions from Part XII, line 4	8	8,807,663.

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

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

1 a 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	94,407.
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	94,407.
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	94,407.
6 Credits/Payments			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	206,618.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	206,618.	
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	112,211.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax 112,211. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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)?		X
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		
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 \$ _____ (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? 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
4 a 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NEW YORK		
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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Form 990-PF (2016)

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address <u>www.samuels.org</u>		
14 The books are in care of <u>Alexandra Francis</u> Telephone no <u>(212) 239-3030</u>		
Located at <u>275 Madison Avenue</u> <u>New York, NY</u> ZIP + 4 <u>10016</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		☐
and enter the amount of tax-exempt interest received or accrued during the year	15	
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the 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.

	Yes	No
1 a 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)?	1 b	X
Organizations relying on a current notice regarding disaster assistance check here		☐
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?	1 c	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?	☐ Yes ☒ No	
If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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)	2 b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Form 990-PF (2016)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?Organizations relying on a current notice regarding disaster assistance check here ☐**5 b****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)

6 a 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?**6 b**

If 'Yes' to 6b, file Form 8870

7 a 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?**7 b****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
See Schedule Attached				

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
Lauren Weisenfeld 169 E. 69th Street, New York NY 10021	Deputy Director, Healthy Aging Program 30.00	138,587.	34,968.	0.
Alexandra Francis 733 Bryant St., Rahway NJ 07065	Controller 40.00	102,325.	42,505.	0.

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

None

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
Landseer Advisors LLC 489 5TH AVE FL 31 New York NY 10016	Investment Consulting	630,000.
Total number of others receiving over \$50,000 for professional services		None

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 NONE	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 None	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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Form 990-PF (2016)

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	1 a	170,468,840.
b Average of monthly cash balances	1 b	5,869,382.
c Fair market value of all other assets (see instructions)	1 c	0.
d Total (add lines 1a, b, and c)	1 d	176,338,222.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	176,338,222.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,645,073.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	173,693,149.
6 Minimum investment return. Enter 5% of line 5.	6	8,684,657..

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	8,684,657.
2a Tax on investment income for 2016 from Part VI, line 5.	2 a	94,407.
b Income tax for 2016 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	94,407..
3 Distributable amount before adjustments. Subtract line 2c from line 1.	3	8,590,250.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4.	5	8,590,250.
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	8,590,250.

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.	1 a	8,807,663.
b Program-related investments — total from Part IX-B.	1 b	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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	8,807,663.
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	94,407.
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	8,713,256.

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				8,590,250.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			6,210,400.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2016				
a From 2011 0.				
b From 2012 0.				
c From 2013 0.				
d From 2014 0.				
e From 2015 0.				
f Total of lines 3a through e 0.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 8,807,663.				
a Applied to 2015, but not more than line 2a			6,210,400.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2016 distributable amount				2,597,263.
e Remaining amount distributed out of corpus 0.				
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 0.				
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				
d Subtract line 6c from line 6b Taxable amount — see instructions 0.				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount — see instructions 0.				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				5,992,987.
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) 0.				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a 0.				
10 Analysis of line 9				
a Excess from 2012 0.				
b Excess from 2013 0.				
c Excess from 2014 0.				
d Excess from 2015 0.				
e Excess from 2016 0.				

BAA

Form 990-PF (2016)

N/A

4942(j)(5)

(4) Gross investment income

[illegible]

Generally restricted to NYC performing arts and social service and healthcare programs for the elderly of NYC

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 See Schedule Attached	NONE	All Public	Various	7,331,186.
Total ▶ 3 a				7,331,186.
b Approved for future payment See Schedule Attached		All Public	Various	3,489,000.
Total ▶ 3 b				3,489,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies . .					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	32,841.	
4	Dividends and interest from securities			14	1,257,380.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory . .			18	2,520,361.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . . .					
11	Other revenue					
a	Partnership Income	331200, 339900, 511000, 511112, 721110	472,762.	14	6,302,363.	
b	Income Adjustment by Partnership			14	82,585.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		472,762.		10,195,530.	
13	Total. Add line 12, columns (b), (d), and (e)					13 10,668,292

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1 a (1)	X
	(2) Other assets	1 a (2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization.	1 b (1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1 b (2)	X
	(3) Rental of facilities, equipment, or other assets	1 b (3)	X
	(4) Reimbursement arrangements	1 b (4)	X
	(5) Loans or loan guarantees	1 b (5)	X
	(6) Performance of services or membership or fundraising solicitations.	1 b (6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1 c	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]

2 a 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?

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

**Paid
Preparer
Use Only**

Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
Firm's name	Self-Prepared				Firm's EIN	
Firm's address					Phone no	

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, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

Fan Fox & Leslie R. Samuels Foundation, Inc.

Employer identification number

13-3124818

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

☐ 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).

BAA 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

Fan Fox & Leslie R. Samuels Foundation, Inc.

13-3124818

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Landseer Advisors LLC 489 5TH AVE FL 31 New York NY 10018	\$ 7,500	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)

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2016

Name Fan Fox & Leslie R. Samuels Foundation, Inc.	Employer Identification Number 13-3124818
--	--

Asset Information:

Description of Property <u>Securities - see schedule attached</u>	
Date Acquired . <u>Various</u>	How Acquired
Date Sold . . . <u>Various</u>	Name of Buyer
Sales Price . . . <u>6,662,618.</u>	Cost or other basis (do not reduce by depreciation)
Sales Expense . . . <u>4,163,556.</u>	Valuation Method
Total Gain (Loss) . . . <u>2,499,062.</u>	Accumulation Depreciation
Description of Property <u>Capital Gain dividends</u>	
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss) . . . <u>1,920.</u>	Accumulation Depreciation
Description of Property <u>Class Action Lawsuits</u>	
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss) . . . <u>4,630.</u>	Accumulation Depreciation
Description of Property <u>Capital Gains Distributions - no basis</u>	
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss) . . . <u>62,362.</u>	Accumulation Depreciation
Description of Property	
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	Accumulation Depreciation
Description of Property	
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	Accumulation Depreciation
Description of Property	
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	Accumulation Depreciation
Description of Property	
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	Accumulation Depreciation

Samuels Foundation, Inc

Form 990PF

Y/E 7/31/17

ID# 13-3124818

Other Income (Page 1, line 11)

	(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(J)
	Total	Ordinary	Business	Capital	Book-Tax	Non Taxable	Foreign	Foreign	Non Taxable
ID#	Income	Income	Income	Gain	Differences	Unrealized	Tax Paid	Exchange	Adjustments
			Subject to UBIT	Income		Income		Difference	
Share of Partnership income -									
J H Whitney IV, LP	06-1561366	16,983	-1,867	18,850					
J H Whitney VI, LP	20-2485972	-1,245,500	-4,082	-141,365	583	-1,100,636			
J H Whitney VII, LP	27-1720042	224,237	-18,724	644	5,067	237,250			
J H Whitney VII AIV, LP	45-5548038	-12,553	-972	-14,125	2,746				-202
American Securities Partners III, LP	13-4180152	1,130	-4,986		4,079	2,037			
ASP III Alternative Investment, LP	42-1562364	-1,956	4	168,617	104,590	-286,099			-4
American Securities Partners IV, LP	20-3402057	-6,811	-3,559		9,673	-12,925			
ASP IV Alternative Investment, LP	20-4573644	-594	2	97,612	-104,066	-594			
American Securities Partners V, LP	26-2113348	1,393,222	-22,474	1,195,223	-84,247	304,720			
ASP V Alternative Investment, LP	26-4823099	4,304	-4,248	56,033	-33,067	-31,067			-15
American Securities Partners VI, LP	27-3798431	1,316,513	126,466	53,717	-14,833	1,151,163			
Sterling American Property V-C, LP	20-4526947	245,164	3,112	242,052					
NB Distressed Opportunities Fund C (Offshore) LP	98-0581299	135,392	43,047			92,345			
Cedar Rock Capital Partners, LLC	98-0425858	547,174	248,459	2,104,400	-5,384	-1,793,723	-6,578		
Congruent Credit Opportunities Fund II, LP	45-4094937	11,578	20,607	-4,635	-22,084		-4		
Creditor III, LP	98-1254654	-37,065	-116,061		-18,217	97,272			-59
CrossHarbor Institutional Partners II, LP	27-4335021	146,163	196,975	-50,763					-49
Davidson Kempner Institutional Partners LP	13-3597020	322,984	123,092		260,929	-59,593	-1,444		
Fir Tree International Value Fund (USTE), L P	98-1074179	41,243	1,105		10,779	29,359			
Highbrook Income Property Fund, LP	45-3180625	343,638	-9,133		352,771				
Highbrook Income Property Fund II, LP	46-4676647	21,842	-3,168		25,010				
Holt Distressed Property Fund, 2010, LP	27-3301572	680,198	-34,788	124,980	62,415	350,279			
Holt Distressed Property Fund (Parallel 1) 2010, LP	27-3301621	-105,580	2,809	-5,686	13,136	-110,397			
Holt Opportunity Fund, 2013, LP	37-1739728	-38,463	11,345	114,602	-24,818	-139,592			
Holt Opportunity Fund (Parallel 1) 2013, LP	35-2484310	462,723	-10,053	13,707	-31,874	490,943			
Kane Street Long LP	80-0926241	320,408	-3,401		413,315	-86,979	-2,527		
Level Equity Growth Partners I LP	45-1030152	231,062	-58,455	-4,389	-138,044	431,950			
LEGP I AIV (B) LP	80-0877348	248,259	8,510	793,866	27,361	-581,478			
Merced Partners III, LP	27-2122861	-92,295	-4,914	-20,320	-105,977	36,585			4,816
Merced Partners III (Cayman), LP	27-4335879	-754	-313			-441			
Kuemper Holdings, LLC - Merced	30-0788816	171,573		194,837	-23,264				
Ment Energy Partners H, LP	45-0826721	-374,477	219,160		-593,653				
Navitas Fund, LP	20-2267080	3,882,698	-22,845	-234,482	-56,898	4,197,020	-50		-47
Perry Creek Capital Fund I LP	47-1233748	254,724	5,308	-12,703	32,180	220,427			-67
Poplar Point Capital Partners LP	46-0773601	505,539	-104,509	224,842	9,579	385,206			
Rosemawr Capital II LP	47-1746112	361,890	130,484	81,174	172,430	-100,713			78,515
Roundshield 1 Co-Invest 1, LP	98-1185395	62,182	29,969			152,721		-120,508	
Roundshield Candon Co-Invest, LP	98-1314404	21,614	27,178			20,144		-25,708	
RS Fund II, LP	98-1281948	-37,145		-31,995	-13,378	3,972		4,256	
Snow Lake China Fund, Ltd	27-1489483	236,509	-532,172	566,137		206,000	-3,456		
Stockbridge Fund, LP	20-8051601	410,621	26,345	-34,988	419,836		-383		-189
Valinor Private Capital Partners, LP	47-3252241	-46,927	-122,442			87,034	-11,405		-114
Vortus Investments, LP	46-1194063	474,444	-150,359	11,678	688	619,557			
Vortus - NPR Co-Investment, LP	47-5544293	186,945	-29,514	1,279	1,354	189,289			
		0							
		0							

0

Partnership increase per K-1's

Less
Unrealized Income (F)
Foreign Exchange Differences (H)

11,284,836

-4,569,086

141,960

(A) Net Partnership Income (Loss) - to Part 1 line 11a

6,857,710

(B) Total Ordinary Income

-39,062

(C) Total UBIT Income (Loss) - to Form 990-T

472,762

(D) Total Capital Gain Income (Loss) - to Part IV, line 1b

6,751,538

(E) Reversal of amounts included in Ordinary Income (Col B) but not on books

-384,266

(F) Total Non-Taxable Unrealized Income (Mark-to-Market)

4,569,086

(G) Total Foreign Tax Paid - Deduct from Ordinary Income

-25,847

(H) Foreign Exchange Differences

0

(J) Non-taxable adjustments

-141,960

82,585

(B) Total Other Income subject to excise tax - to Part 1, line 11b

-64,909

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Excise Taxes	85,000.			
State Taxes	38,520.			
Total	123,520.			

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Insurance	13,014.	1,301.		11,713.
Computers, Incl. Maint.	27,857.	2,786.		25,071.
Telephone	8,026.	803.		7,223.
Dues, Subscriptions & Books	6,530.	653.		5,877.
Postage	2,613.	261.		2,352.
Relocation expenses	9,996.	100.		9,896.
Miscellaneous	32,384.	3,238.		29,146.
Total	100,420.	9,142.		91,278.

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

rounding	
Partnership adjustment	8,346.
Total	8,346.

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

Rounding	2.
Partnership adjustment	55,959.
Total	55,961.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Arnold and Porter Kaye Scholer LLP	Legal Services	579.	58.		521.
Ellenoff Grossman & Schole LLP	Legal Services	180.	18.		162.
Total		759.	76.		683.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BDO Seidman	Annual Audit	22,965.	2,297.		20,668.
Withum Smith + Brown	Tax Return Preparation and Review	23,314.	2,331.		20,983.
Total		<u>46,279.</u>	<u>4,628.</u>		<u>41,651.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Deutsche Bank	Custody Fees	8,178.	8,178.		
Landseer Advisors LLC	Investment Consulting	630,000.	630,000.		
Crown Global	Custody Fees	1,900.	1,900.		
Maverick Lien Fund IV	Late entry fee	5,931.	5,931.		
SIA Debt Opportunities	Late Entry fee	30,217.	30,217.		
Total		<u>676,226.</u>	<u>676,226.</u>		

THE FAN FOX AND LESLIE R. SAMUELS FOUNDATION, INC.
HOLDINGS AT 7/31/2017
As tracked in Captools

FY/E 07/31/2017

ID# 13-312-4818

Corporate Bonds

		Cost		Market Value	Unrealized G/L
7/31/2017 CB	SAP III	139,390 93000	139,390 93	139,394 00	3 07
7/31/2017 CB	SAP IV	413,583 00000	413,583 00	413,582 00	(1 00)
	Total Corporate Bonds		552,973.93	552,976.00	2.07

Corporate Stocks

		Cost		Market Value	Unrealized G/L
7/31/2017 CS	VWO	202,534 00000	8,334,667 57	8,710,987 34	376,319 77
7/31/2017 MF	VBIRX	969,745 18410	10,226,739 12	10,162,929 53	(63,809 59)
7/31/2017 MF	VPADX	37,737 23320	2,452,977 52	3,149,172 11	696,194 59
	Total Corporate Stocks		21,014,384.21	22,023,088.98	1,008,704.77

Other Private Investment Funds

7/31/2017 PS	ABOF	2,017 67110	3,074,080 26	2,919 89357	5,891,384 88	2,817,304 62
7/31/2017 PS	AKO-16	30,875 57000	4,000,000 00	210 96000	6,513,510 25	2,513,510 25
7/31/2017 PS	DKLTDOI	39 00000	39 00	37,276 00000	1,453,764 00	1,453,725 00
7/31/2017 PS	EGER	13,543 53000	2,838,959 76	578 40650	7,833,665 72	4,994,705 96
7/31/2017 PS	HARFUN2	264,568 08000	264,568 08	4 62382	1,223,315 76	958,747 68
7/31/2017 PS	HARFUN3	919,328 48000	919,328 48	1 21152	1,113,780 62	194,452 14
7/31/2017 PS	HLT CG	2,978,210 28000	2,978,210 28	0 89276	2,658,832 82	(319,377 46)
7/31/2017 PS	HLT TEB	5,578,956 00000	5,578,956 00	1 40349	7,830,035 00	2,251,079 00
7/31/2017 PS	ROSEM-1	1,894 07350	2,030,151 51	1,545 56128	2,927,406 67	897,255 16
7/31/2017 PS	ROUND	1,668,238 75000	1,668,238 75	1 47419	2,459,305 97	791,067 22
7/31/2017 PS	SHEF	3,243 76527	3,243,765 27	1,377 36538	4,467,850 00	1,224,084 73
7/31/2017 PS	SIA	1,595,743 90000	1,595,743 90	0 98257	1,567,930 82	(27,813 08)
7/31/2017 PS	TOL	5,000 00000	5,000,000 00	1,168 18017	5,840,900 83	840,900 83
7/31/2017 PS	WYK	27,252 31000	3,990,671 07	165 82700	4,519,168 81	528,497 74
7/31/2017 PS	WYK3	93 28900	9,328 93	104 73303	9,770 44	441 51
	Total Corporate Stocks		37,192,041.29		56,310,622.59	19,118,581.30

Total Corporate Stocks

56,310,622.59

19,118,581.30

Grand Total Captool Holdings

78,886,687.57

20,127,288.14

Samuels Foundation, Inc

Form 990PF

Y/E 7/31/17

ID# 13-3124818

Other Investments (Page 2, line 13):	Beg of year Book Value	End of year Book Value	F M V.
Limited Partnership Interests.			
J H Whitney IV, LP	265,853	-779	0
Whitney VI, LP	2,364,583	2,219,719	1,367,262
Whitney VII, LP	1,388,909	1,086,211	1,703,567
Whitney VII, LP - AIV	60,278	47,725	65,485
American Securities Partners III, LP	-6,979	0	0
ASP III Alternative Investment, LP	-220,705	0	0
American Securities Partners IV, LP	52,026	0	0
ASP IV Alternative Investment, LP	-105,276	0	0
American Securities Partners V, LP	1,555,613	1,907,263	2,615,744
ASP V Alternative Investment, LP	138,859	167,237	1,032
American Securities Partners VI, LP	3,740,474	2,059,361	5,554,778
Sterling American Property V-C, LP	3,065,185	2,747,657	1,856,556
NB Distressed Opportunities Fund C, LP	-1,435,520	-1,592,473	634,453
Davidson Kempner Institutional Partners LP	4,353,725	4,736,302	5,153,050
Roundshield 1 Co-Invest 1, LP	1,115,381	1,145,896	1,296,142
Roundshield Caridon Co-Invest, LP	477,908	487,452	526,726
RS Fund II, LP	0	493,432	546,939
Merit Energy Partners H, LP	4,889,379	3,969,320	3,346,966
Level Equity Growth Partners I, LP	3,149,151	2,630,088	3,529,890
LEGP I AIV (B) LP	301,603	94,469	385,499
Stockbridge Fund, LP	4,478,471	4,889,092	7,654,782
Highbrook Income Property Fund, LP	3,000,081	2,530,134	2,925,804
Highbrook Income Property Fund II, LP	1,533,261	3,187,804	3,427,992
Holt Distressed Property Fund, 2010, LP	49,166	205,867	1,176,012
Holt Distressed Property Fund (Parallel 1) 2010, LP	2,211,332	2,216,149	2,651,301
Holt Opportunity Fund, 2013, LP	577,754	807,364	847,583
Holt Opportunity Fund (Parallel 1) 2013, LP	3,411,616	0	0
Merced Partners III, LP	2,493,397	2,255,258	3,444,423
Merced Partners III (Cayman), LP	149,760	149,447	included above
Kuemper Holdings, LLC - Merced	1,294,375	945,207	included above
Snow Lake China Fund, Ltd	5,857,523	5,888,032	6,677,737
Fir Tree International Value Fund (USTE), L P.	3,359,169	3,371,053	4,700,714
Navitas Fund, L P.	4,239,261	2,424,939	5,381,149
Cedar Rock Capital Partners, LLC	3,911,076	0	0
Congruent Credit Opportunities Fund II, LP	380,481	261,021	255,128
Creador III, LP	697,783	1,389,327	1,488,672
CrossHarbor Institutional Partners II, LP	1,297,673	1,396,777	2,450,404
Kane Street Long	5,622,442	6,029,829	6,684,228
Maverick Lien Fund IV LP	0	1,638,125	1,634,947
Perry Creek Capital Fund I LP	1,021,379	1,218,192	1,622,771
Poplar Point Capital Partners LP	5,174,118	5,294,451	5,787,292
Rosemawr Capital II LP	2,528,395	2,536,127	2,591,573
Rosemawr Capital III LP	0	977,167	1,040,836
Valinor Private Capital Partners, LP	1,087,302	1,636,281	1,798,166
Vortus Investments, LP	1,226,004	1,946,358	2,408,734
Vortus - NPR Co-Investment, LP	198,181	197,837	373,865

80,950,447

75,590,716

95,608,202

Realized Capital Gains Year Ended 7/31/17

The Fan Fox and Leslie R. Samuels Foundation, Inc.

ID# 13-3124818

Sell Date	Symbol	Portfolio File	Description	Buy Date	Sell Quantity	Sell Cost	Sell Amount	Realized Gains
09/02/16	DKLTDO	INV.PF	Davidson Kempne	07/01/13	1	1.00	138,408.30	138,407.30
11/10/16	DKLTDO	INV PF	Davidson Kempne	07/01/13	1	1.00	359,861.59	359,860.59
12/23/16	DKLTDO	INV.PF	Davidson Kempne	07/01/13	1	1.00	138,408.30	138,407.30
03/20/17	DKLTDO	INV.PF	Davidson Kempne	07/01/13	1	1.00	193,771.63	193,770.63
03/31/17	ROSEM-	INV PF	Rosemawr Internat	01/03/15	680.9437	729,865.49	1,000,000.00	270,134.51
06/01/17	JETCAP	INV PF	Jet Capital Concer	12/01/10	2,668.1421	3,433,685.23	4,605,360.01	1,171,674.78
06/28/17	DKLTDO	INV PF	Davidson Kempne	07/01/13	1	1.00	226,808.34	226,807.34
Gr. Total						4,163,555.71	6,662,618.17	2,499,062.46

THE FAN FOX AND LESLIE R. SAMUELS FOUNDATION, INC.

Form 990PF

Y/E 7/31/17

ID# 13-3124818

List of Officers and Directors

Name and Address	Title and Time	Compensation	Contrib. to Employee Benefit Plans	Expense Account
Joseph C. Mitchell 194 Whitehall Boulevard Garden City, NY 11530	Managing Director 48 Hours per Week	\$406,900	\$56,198	None
Robert Marx 35 West 92nd Street, PHC New York, NY 10025	Director President 48 Hours per Week	\$298,100	\$50,071	None
Julio Urbina 19 Hillcrest Road Bronxville, NY 10708	Vice President Healthy Aging Program Director 40 Hours per Week	\$173,400	\$65,408	None
Michael L. Ziegler, Esq 70 Haven Ave, Apt 4 C NY NY 10032	Director Secretary 53 Hours per Year	\$16,000	None	None
Marvin A. Kaufman 8078 Laurel Ridge Court Delray Beach, FL 33446	Director 53 Hours per Year Partial year	\$10,550	None	None
Jacqueline M. Taylor 13415 Shaker Blvd, #12-K3 Cleveland, OH 44120	Director 53 Hours per Year	\$16,000	None	None
Joseph W. Polisi 42 Fairway Avenue Rye, NY 10580	Director Chairman 53 Hours per Year	\$16,000	None	None
		<u>\$936,950</u>	<u>\$171,677</u>	<u>None</u>

Grants Paid

Fiscal Year Ended 07/31/2017

<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Alzheimers Disease and Related Disorders New York City Inc	360 Lexington Avenue, 4th Floor New York, NY 10017	Advancing the Practice of Dementia Capable Palliative Care	44,000
Alzheimers Disease and Related Disorders New York City Inc	360 Lexington Avenue, 4th Floor New York, NY 10017	Advancing the Practice of Dementia Capable Palliative Care	14,000
Aaron Davis Hall, Inc.	Harlem Stage Gatehouse 150 Convent Avenue New York, NY 10031	general operating support for FY17	20,000
Advent Lutheran Church	2504 Broadway New York, NY 10025	general funding for Music Mondays	1,500
Afro Latin Jazz Alliance of New York Inc.	Minisink Townhouse 646 Malcom X Boulevard New York, NY 10037	support for the 2016-2017 New York City season	15,000
Albert Einstein College of Medicine, Inc.	111 East 210th Street Bronx, NY 10467	Geriatric Neurology Center	21,000
Albert Einstein College of Medicine, Inc.	111 East 210th Street Bronx, NY 10467	Geriatric Neurology Center	49,500
Albert Einstein College of Medicine, Inc	111 East 210th Street Bronx, NY 10467	Geriatric Neurology Center	14,000
Alliance of Resident Theatres/New York, Inc.	520 Eighth Avenue, Suite 319 New York, NY 10018	general operating support for the 2017 season	30,000
Alliance of Resident Theatres/New York, Inc	520 Eighth Avenue, Suite 319 New York, NY 10018	General funding	5,000
Alvin Ailey Dance Foundation Inc	The Joan Weill Center for Dance 405 West 55th Street New York, NY 10019-4402	support of the 2017-2018 New York City season	45,000
American Academy of Arts and Sciences	136 Irving Street Cambridge, MA 02138-1996	general funding	1,000
American Composers Orchestra Inc	244 West 54th Street, Suite 805 New York, NY 10019	General operating support for the 2017 New York City season	10,000
Apollo Theater Foundation, Inc	253 West 125th Street New York, NY 10027	support of the 2016-2017 performing arts season	30,000
Arts in the Armed Forces Inc.	220 36th Street, B520, Unit 21 Brooklyn, NY 11232	general funding	2,500

Grants Paid

Fiscal Year Ended 07/31/2017

<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Arts Resources in Collaboration, Inc.	70 East 10th Street, Suite 19D New York, NY 10003	Eye on Dance Legacy Conservation Initiative	2,500
Asia Society	725 Park Avenue New York, NY 10021-5088	support for the 2016-2017 season	10,000
Atlantic Theater Company	76 Ninth Avenue, Suite 537 New York, NY 10011	support for the 2016-2017 season	25,000
Ballet Hispanico of New York	167 West 89th Street New York, NY 10024	to go towards the cost of replacing sets and costumes destroyed by a 2016 building flood	5,000
Ballet Hispanico of New York	167 West 89th Street New York, NY 10024	support of the FY17 New York season	15,000
Ballet Theatre Foundation Inc.	The Petere R Joseph Studios at the Lawrence A Wien Center for Dance & Theatre 890 Broadway New York, NY 10003-1278	support for FY17 New York City season	70,000
Bang on a Can, Inc	80 Hanson Place, Suite 701 Brooklyn, NY 11217	general operating support for the 2017 season	15,000
Bargemusic, Ltd	P.O Box 2280 322 West 52nd Street New York, NY 10019-9998	general operating support for the 2016-2017 season	20,000
Baryshnikov Arts Center Inc	450 West 37th Street, Suite 501 New York, NY 10018	Support for the 2016-2017 season	15,000
Bedford Stuyvesant Restoration Corp.	1368 Fulton Street Brooklyn, NY 11216	general operating support for Bille Holiday Theatre productions in 2016-2017	10,000
Beth Morrison Projects	666 Ocean Avenue, Suite D1 Brooklyn, NY 11226	general operating support for the 2016-2017 season	10,000
Boca Raton Regional Hospital, Inc.	800 Meadows Road Boca Raton, FL 33486	General funding in memory of Marvin A Kaufman	25,000
Brandeis University	415 South Street Waltham, MA 02453	Support for the Heller School	250
Brandeis University	415 South Street Waltham, MA 02453	Heller School Annual Fund	250

<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Breaking Ground Housing Development Fund Corporation	505 Eighth Avenue, 15th Floor New York, NY 10018	Redwood Senior Living HUD 202 Supportive Services Enhancement	44,000
Bridge Hampton Historical Society	P O. Box 977 Bridgehampton, NY 11932-0977	general funding for Bridgehampton Museum	300
Bridge Street Development Corporation	460 Nostrand Avenue Brooklyn, NY 11216	Assistant Director Position at Quincy Senior Residence	54,000
Bridge, Inc.	290 Lenox Avenue New York, NY 10027	Mobile Treatment and Nursing Team	59,000
Bridgehampton Chamber Music Associates, Inc.	850 Seventh Avenue, Suite 700 New York, NY 10019	general funding	1,000
Bronx-Lebanon Hospital Center	1650 Grand Concourse Bronx, NY 10457	Improving Mental Health Care Outcomes for Seniors in the South Bronx. An Enhanced Interdisciplinary Model of Care	88,000
Bronx Opera Company, Inc.	5 Minerva Place, 2J Bronx, NY 10468	general operating support for the 2017 New York City season	10,000
Bronxworks Inc	60 Tremont Avenue Bronx, NY 10453	Seniors Homelessness Prevention Project (SHPP)	20,000
Brooklyn Academy of Music Inc.	30 Lafayette Avenue Brooklyn, NY 11217	support of the 2017-2018 season	200,000
Brooklyn Hospital Center	121 DeKalb Avenue Brooklyn, NY 11201	Palliative Care Consulting Service Nurse Manager	20,000
Brooklyn Public Library	10 Grand Army Plaza Brooklyn, NY 11238-5619	Creative Aging Renewal	7,500
Builders Association Inc	55 Washington Street, #312D Brooklyn, NY 11201	support of 2016-2017 New York City activities	10,000
Calpulli Mexican Dance Company, Inc	2512 77th Street East Elmhurst, NY 11370	Baila con Calpulli Mexican Dance Company	200
Calvary Hospital, Inc.	1740 Eastchester Road Bronx, NY 10461	Dawn Greene Hospice	12,000

<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Camphill Village Copake Foundation, Inc.	84 Camphill Road Copake, NY 12516	General funding	5,000
Care for the Homeless	30 East 33rd Street, 5th Floor New York, NY 10016	general funding	1,000
Carnegie Hall Corporation	881 Seventh Avenue New York, NY 10019	support of the 2017-2018 season	200,000
Casita Maria, Inc	928 Simpson Street Bronx, NY 10459	general funding	2,500
Center for Traditional Music and Dance Inc	32 Broadway, Suite 1314 New York, NY 10004	support for the 2017 New York City season	15,000
Chamber Music Society of Lincoln Center, Inc.	70 Lincoln Center Plaza, 10th Floor New York, NY 10023	support of the 2016-2017 season	120,000
City Harvest, Inc	6 East 32nd St 5th Floor New York, NY 10016	Mobile Markets	45,000
City Parks Foundation	830 Fifth Avenue New York, NY 10065-7001	general operating support	5,000
Concert Artists Guild Inc.	850 Seventh Avenue, PH-A New York, NY 10019	general operating support for the 2016-2017 New York City season	12,500
Concerts in Motion, Inc	P O Box 231097 New York, NY, 10023	support of the 2016 Celebratory Concert	250
Concerts in Motion, Inc.	P O Box 231097 New York, NY, 10023	Self-Sustaining Fundraising Model	7,500
Cornell University	525 East 68th Street New York, NY 10065	Implementing and Evaluating the Vulnerable Elder Protection Team	102,000
Cornell University	525 East 68th Street New York, NY 10065	Improving Healthcare for People Aging With HIV	70,000
Cornell University	525 East 68th Street New York, NY 10065	SMART-MH	14,986
Corporation for Supportive Housing	61 Broadway, Suite 2300 New York, NY 10006	Creating Quality Supportive Housing for Aging Tenants	10,000

Grants Paid

Fiscal Year Ended 07/31/2017

<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Corporation for Supportive Housing	61 Broadway, Suite 2300 New York, NY 10006	Building Supportive Housing Capacity for the Elderly Homeless and Aging-in-Place Tenants	40,000
Council of Senior Centers and Services of New York City Inc.	49 West 45th Street, 7th Floor New York, NY 10036	Senior Housing Initiative	67,500
Council on Foundations Inc	2121 Crystal Drive, Suite 700 Arlington, VA 22202	General funding	5,000
CSC Repertory Ltd	136 East 13th Street New York, NY 10003	general operating support for the 2016-2017 season	12,500
Da Capo Chamber Players, Inc	219 West 90th Street, 1G New York, NY 10024	support for for the 2016-2017 New York City season	7,500
Dance Continuum, Inc.	545 West 111th Street, #10F New York, NY 10025	support for the FY17 New York City season	5,000
Dance Service New York City Inc	218 East 18th Street, 4th Floor New York, NY 10003	support of 2017 season activities	10,000
Danspace Project, Inc.	131 East 10th Street New York, NY 10003	general operating support for FY2017	20,000
Discalced, Inc.	3 Lafayette Avenue Brooklyn, NY 11217	support of the 2016-2017 season	50,000
DOROT, Inc	171 West 85th Street New York, NY 10024	Outreach to Vulnerable Seniors in our Community	55,000
Early Music Foundation, Inc.	10 West 68th Street New York, NY 10023	support for the 2016-2017 season	10,000
Eger Health Care and Rehabilitation Center	140 Meisner Avenue Staten Island, NY 10306-1200	Birdsong Initiative	40,000
Elaine Kaufman Cultural Center-Lucy Moses School for Music and Dance	Goodman House 129 West 67th Street New York, NY 10023	support for the 2016-2017 season	12,500
Elevator Repair Service Theater Inc	47 Great Jones Street, 3rd Floor New York, NY 10012	general operating support for the FY17 New York City season	10,000
Encore Community Services	St Malachi's Church 239 West 49th Street New York, NY 10019-7493	Audio/Video System to Enhance Programing Quality	20,000

Grants Paid

Fiscal Year Ended 07/31/2017

<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Ensemble Studio Theatre Inc	549 West 52nd Street New York, NY 10019	general operating support for the 2016-2017 season	5,000
Enterprise Community Partners, Inc	One Whitehall Street, 11th Floor New York, NY 10004	"Healthy Aging in Affordable Housing Demonstration, Phase 2"	81,000
Ethel's Foundation for the Arts	132 East 43rd Street, #213 New York, NY 10017	support for the New York City 2016-2017 season	10,000
Familial Dysautonomia Now Foundation	1170 Green Knolls Drive Buffalo Grove, IL 60089	In honor of Danny Goldstein	500
Fiji Theater Company Inc	47 Great Jones Street New York, NY 10012	Support of the 2017-2018 New York City season	10,000
Flea Theater, Inc	20 Thomas Street New York, NY 10007	support of the 2016-2017 season	10,000
Flushing Council on Culture and the Arts Inc.	137-35 Northern Boulevard Flushing, NY 11354	support of the 2017-2018 Performing Arts Program	10,000
Fordham University	Graduate School of Social Service 113 West 60th Street New York, NY 10023	Palliative Care Fellows	8,500
Foundation Center	32 Old Slip, 24th Floor New York, NY 10005	general support for 2016	4,000
Girls Write Now, Inc.	247 West 37th Street, Suite 1800 New York, NY 10018	general funding	500
Grantmakers in Aging, Inc	2001 Jefferson Davis Highway, Suite 504 Arlington, VA 22202	Annual membership	5,000
Grantmakers in Aging, Inc	2001 Jefferson Davis Highway, Suite 504 Arlington, VA 22202	Support for the October 2017 Annual Conference	10,000
Grantmakers in the Arts	4055 21st Avenue West, Suite 100 Seattle, WA 98199-1247	2017 Funding Partner Support	2,500
Greenwich Country Day School Inc	401 Old Church Road Greenwich, CT 06830	general funding	1,000

<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Haleakala, Inc	512 W 19th Street New York, NY 10011	support for the 2016-2017 season	15,000
Hampton Library in Bridgehampton	2478 Main Street Bridgehampton, NY 11932	general funding	300
Hartley House	413 West 46th Street New York, NY 10036	HOPE Case Manager Position	30,000
House Foundation for the Arts, Inc.	260 West Broadway, Suite #2 New York, NY 10013	support of the FY17 season	10,000
Hugh Obrian Youth Leadership	201 East 25th Street, Suite 10C New York, NY 10010	general funding	80
Icahn School of Medicine at Mount Sinai	Mount Sinai School of Medicine One Gustave L Levy Place New York, NY 10029	Community Paramedicine	34,000
Innocence Project, Inc.	40 Worth Street, Suite 701 New York, NY 10013	general funding	50
International Contemporary Ensemble Foundation, Inc	4306 Third Avenue, 4th Floor Brooklyn, NY 11232	support for the 2016-2017 New York City season	15,000
Irish Repertory Theatre Company, Inc.	132 West 22nd Street New York, NY 10011	support of the 2016-2017 season	10,000
Jamaica Hospital Medical Center	8900 Van Wyck Expressway Jamaica, NY 11418	Implementation of a Comprehensive Advanced Care Planning (ACP) Program	90,000
Jazz at Lincoln Center, Inc	3 Columbus Circle, 12th Floor New York, NY 10019	support of the 2016-2017 season	115,000
Jewish Association for Services for the Aged	247 West 37th Street, 9th Floor New York, NY 10018	Community Health Navigation Program	30,000
Jewish Community Center of Staten Island, Inc.	1466 Manor Road Staten Island, NY 10314	Alzheimer's and Dementia Services Assessment	20,000
Jewish Community Council of Greater Coney Island, Inc	3001 West 37th Street Brooklyn, NY 11224-1479	Senior Citizen Homecare	8,000

Grants Paid

Fiscal Year Ended 07/31/2017

Name	Address	Project Title	Amount
Jewish Home Lifecare	120 West 106th Street New York, NY 10025-3797	Geriatric Substance Abuse Recovery Program	21,000
Jonah Bokaer Arts Foundation, Inc	304 Boerum Street, #23 Brooklyn, NY 11206	support for Jonah Bokaer's FY16-17 New York City season	10,000
Jose Limon Dance Foundation	Everett Center for the Performing Arts 466 West 152nd Street, 2nd Floor New York, NY 10031	general operating support for the FY17 New York City season	7,500
Joyce Theater Foundation, Inc	175 Eighth Avenue New York, NY 10011	support of NYC-based company productions during the 2016-2017 season	100,000
Juilliard School	60 Lincoln Center Plaza New York, NY 10023	support of the 2017-2018 fourth-year performances	80,000
Korean Community Services of Metropolitan New York, Inc	203-05 32nd Avenue Bayside, NY 11361	Improving Mental Health Literacy and Access to Culturally Competent Community Treatment for Older Adult Korean Americans	67,000
Kyle Abraham Abraham In Motion Inc	P O. Box 986 New York, NY 10113	support of the 2017-2018 New York City season	10,000
La Mama Experimental Theatre Club Inc	74A East 4th Street New York, NY 10003	support for the 2016-2017 season	20,000
Lawyers Alliance for New York	171 Madison Avenue, 6th Floor New York, NY 10016	General funding fiscal year 2017	2,500
Lenox Hill Neighborhood House, Inc.	331 East 70th Street New York, NY 10021	Art Therapy Pilot Program	40,000
Lenox Hill Neighborhood House, Inc.	331 East 70th Street New York, NY 10021	general funding	100
Lifetime Arts	81 Centre Avenue, Suite 307 New Rochelle, NY 10801	Catalyzing Creative Aging in NYC Senior Service Organizations	40,000
Lincoln Center for the Performing Arts Inc.	70 Lincoln Center Plaza New York, NY 10023-6583	support for the 2017 Mostly Mozart Festival	60,000

<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Long Term Care Community Coalition	One Penn Plaza, Suite 6252 New York, NY 10119	Engaging and Educating Nursing Home Residents, Families, and Representatives to Achieve Sustained Improvement in Dementia Care and Quality of Life	7,000
Ma-Yi Filipino Theatre Ensemble Inc	520 Eighth Avenue, Suite 309 New York, NY 10018	support for the 2016-2017 New York City season	10,000
Mabou Mines Development Foundation, Inc.	P.O. Box 777 Peter Stuyvesant Station New York, NY 10009-0777	support of the 2016-2017 season	5,000
Maimonides Medical Center	4802 Tenth Avenue Brooklyn, NY 11219	general funding	20,000
Manhattan Class Company	231 West 29th Street, Suite 303 New York, NY 10001	support of the FY17 season	5,000
Manhattan School of Music	120 Claremont Avenue New York, NY 10027-4698	support for FY17 opera program	25,000
Manhattan Theatre Club, Inc	311 West 43rd Street, 8th Floor New York, NY 10036	support for the Artistic Development Program during the 2016-2017 season	40,000
Martha Graham Center of Contemporary Dance, Inc.	55 Bethune Street New York, NY 10014	support of the 2018 New York City season	15,000
Medicare Rights Center, Inc.	266 West 37th Street, Third Floor New York, NY 10018	New York State of Health Transitions for Older New Yorkers. Service, Education, and Advocacy	7,500
Memorial Sloan-Kettering Cancer Center	1275 York Avenue New York, NY 10021	Nursing Fellowship in Pain and Palliative Care	54,000
Mental Health Association of New York City, Inc	50 Broadway 19th Floor New York, NY 10004	I-IMR/HOPES Training for Older Adult ACT Team	12,420
Metropolitan Museum of Art	1000 Fifth Avenue New York, NY 10028-0198	General funding	4,000
Metropolitan Opera Association Inc.	30 Lincoln Center New York, NY 10023	Support for 2016-2017 production of Guillaume Tell	200,000

<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Mint Theater Company, Inc.	330 West 42nd Street, Suite 1210 New York, NY 10036	Support for FY17	10,000
Montefiore Medical Center	3347 Steuben Avenue, 2nd Floor Bronx, NY 10467	Geriatric Neurology/Memory Disorders Program	104,000
Mount Sinai Hospital	Mount Sinai Hospital of Queens 25-10 30th Avenue Long Island City, NY 11102	Palliative Care Education and Service in the Outpatient Setting	106,000
Museum of Modern Art	11 West 53rd Street New York, NY 10019	General funding	3,000
Museum of Modern Art	11 West 53rd Street New York, NY 10019	Prime Time	36,000
Music at the Anthology, Inc	260 West Broadway, Suite 5 New York, NY 10013	Support for 2017 activities	10,000
Music at the Anthology, Inc.	260 West Broadway, Suite 5 New York, NY 10013	support of the 2017-2018 season	10,000
Music Before 1800 Inc	529 West 121st Street New York, NY 10027	general operating support for the 2016-2017 season	10,000
Music for Autism, Inc.	401 Park Avenue South, 10/F New York, NY 10016	General funding	100
Music Forward	1275 Prospect Avenue Brooklyn, NY 11218	support of the 2016-2017 season	10,000
National Foundation of Dentistry for the Handicapped	1800 15th Street, Suite 100 Denver, CO 80202	New York Donated Dental Services (DDS) Program	30,000
Naumburg Orchestral Conc	300 Central Park West, Apt 18H New York, NY 10024-1513	support for the 2017 season	5,000
Neighborhood Housing Services of New York City, Inc	307 West 36th Street, 12th Floor New York, NY 10018	Elder Housing Initiative	20,000
New 42nd Street Inc.	229 W 42nd Street New York, NY 10036	support of the 2016-2017 New Victory season	35,000

Grants Paid

Fiscal Year Ended 07/31/2017

<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
New Amsterdam Presents Inc.	417 Myrtle Avenue, #101 c/o Sandbox Shipping Brooklyn, NY 11205	general funding	5,000
New Dramatists, Inc	424 West 44th Street New York, NY 10036	support of the 2016-2017 season	10,000
New School	55 West 13th Street New York, NY 10011	Support for the New York String Orchestra Seminar at the Mannes School	5,000
New School	55 West 13th Street New York, NY 10011	support of the Mannes Opera Program's 2016-2017 season	25,000
New York Academy of Medicine	1216 Fifth Avenue New York, NY 10029-5293	IMAGE-NYC The Interactive Map of Aging	40,000
New York and Presbyterian Hospital	525 East 68th Street Box 123 Development New York, NY 10065	Nursing and Social Work Champion Program	45,000
New York City Ballet, Inc	David H. Koch Theater 20 Lincoln Center New York, NY 10023	support for the 2016-2017 season	130,000
New York City Center, Inc	130 W 56th Street New York, NY 10019	support for 2017 Encores! season and 2017 Fall for Dance Festival	50,000
New York City Health and Hospitals	55 Water Street, 26th Floor New York, NY 10041	Bellevue Palliative Care Clinic Expansion Phase II	90,000
New York Festival of Song Inc	307 Seventh Avenue, Suite 1206 New York, NY 10001	support for the 2016-2017 season	15,000
New York Foundation for Senior Citizens, Inc	11 Park Place, 14th Floor New York, NY 10007-2801	Creativity. Mind and Body at Dyckman Senior Center	3,000
New York Legal Assistance Group, Inc	7 Hanover Square, 18th Floor New York, NY 10004	Palliative Care Advocacy Project	58,000
New York Legal Assistance Group, Inc	7 Hanover Square, 18th Floor New York, NY 10004	Older Veterans Legal Clinic	80,000
New York Public Library Astor Lenox and Tilden Foundations	40 Lincoln Center Plaza New York, NY 10023-7498	Support for the Theatre on Film and Tape Archive (TOFT) in Fiscal Year 2017	50,000

<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
New York Restoration Project	254 West 31st Street, 10th Floor New York, NY 10001	general funding	100
New York Shakespeare Festival	425 Lafayette Street New York, NY 10003	support of the 2016-2017 season	75,000
New York Shakespeare Festival	425 Lafayette Street New York, NY 10003	rehearsal and production costs for the Spring 2017 videotaping of "The Gabriels" for WNET/PBS	10,000
New York Shakespeare Festival	425 Lafayette Street New York, NY 10003	rehearsal and production costs for the Spring 2017 videotaping of "The Gabriels" for WNET/PBS	10,000
New York Theatre Workshop, Inc	79 East 4th Street New York, NY 10003	support of the 2016-2017 season	35,000
New York University	550 First Avenue New York, NY 10016	Renal Supportive Care Clinic	25,000
New York University	1 Washington Place New York, NY 10003	Support for the Raiken Scholarship at Gallatin	5,000
New York University	New York University College of Nursing Hartford Institute for Geriatric Nursing New York, NY 10010	Healthy Aging Collaboration. A Social Ecology Model	90,000
New York University	Silver School of Social Work 1 Washington Square North New York, NY 10003	Zelda Foster Summer Institute in Primary Palliative Care	19,000
New York Youth Symphony Inc	110 West 40th Street, Suite 1503 New York, NY 10018	general operating support for the 2016-2017 NYC season	10,000
New York Zen Center for Contemplative Care	119 W 23rd Street, #401 New York, New York 10011	ZenCare Pre-Pilot Partnership	25,000
Noche Flamenca, Inc	168 W 86th Street, #9A New York, NY 10024	support for the FY17 New York City season	10,000
Nonprofit Coordinating Committee of New York Inc	135 West 36th Street, 15th Floor New York, NY 10018	General funding	3,000

Grants Paid

Fiscal Year Ended 07/31/2017

<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Northwell Health, Inc.	125 Community Drive Great Neck, NY 11021	Mobile Integrated Healthcare On-Demand Clinical Response for High-Risk Community Dwelling Patients (Community Paramedicine)	40,000
Northwell Health, Inc	125 Community Drive Great Neck, NY 11021	Expansion of Palliative Medicine at Forest Hills Hospital: Improving the Care of Older Patients with Advanced and Chronic Disease	89,000
Northwell Health, Inc	125 Community Drive Great Neck, NY 11021	The GAP/ED Project: Improving Care for Frail Elderly Patients Presenting to the Emergency Department	90,000
Office of Statewide Coordinating Judge For Family Violence Cases	25 Beaver Street New York, NY 10004	Elder Abuse Symposium	20,000
Ojai Festivals Ltd	201 South Signal Street Ojai, CA 93023	General operating support for FY17	5,000
Open Channels NY Inc.	161A Chrystie Street New York, NY 10002	support for the 2016-2017 season	10,000
Opera America, Inc	330 Seventh Avenue New York, NY 10001	support of the FY17 NYC New Opera Showcase at Town Hall	7,500
Original Music Workshop, Inc	80 North 6th Street Brooklyn, NY 11249	general operating support for the FY17 season of National Sawdust	10,000
Original Music Workshop, Inc	80 North 6th Street Brooklyn, NY 11249	general funding	1,000
Orpheus Chamber Orchestra, Inc	490 Riverside Drive, 11th Floor New York, NY 10027	support of the 2016-2017 season	30,000
Osborne Association Inc.	809 Westchester Avenue Bronx, NY 10455	Elder Re-Entry Initiative for Rikers Island Jail	68,000
Pan Asian Repertory Theatre, Inc	520 8th Avenue, Suite 314 New York, NY 10018	General operating support for the 2017-2018 season	10,000

Grants Paid

Fiscal Year Ended 07/31/2017

<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Paraprofessional Healthcare Institute, Inc	400 East Fordham Road, 11th Fl Bronx, NY 10458	Piloting Palliative Care for Long-Term Care Clients	94,000
Parker Jewish Institute for Health Care and Rehabilitation	271-11 76th Avenue New Hyde Park, NY 11040-1433	Companion Till the End	75,000
Parson's Dance Foundation, Inc.	229 West 42nd Street, 8th Floor New York, NY 10036	support for the 2016-2017 New York City season	10,000
Paul Taylor Dance Foundation, Inc	551 Grand Street New York, NY 10002	support for the 2017 Lincoln Center season of Paul Taylor American Modern Dance	50,000
Peconic Land Trust Incorporated	296 Hampton Road P.O Box 1776 Southampton, NY 11969	general funding	100
Performance Space 122 Inc	150 1st Avenue New York, NY 10009	support for the 2016-2017 season	20,000
Philanthropy New York, Inc	1500 Broadway 7th Floor New York, NY 10036	General funding	15,100
Philharmonic-Symphony Society of New York Inc.	David Geffen Hall 10 Lincoln Center Plaza New York, NY 10023	support of the FY18 opening week of "Bernstein's Philharmonic" (in memory of Carlos Moseley)	200,000
Pick Up Performance Company, Inc	440 West 34th Street, #5B New York, NY 10001-2327	support of the 2016-2017 New York City season	10,000
Planned Parenthood of New York City	123 William Street, 10th Floor New York, NY 10038	general funding	100
Playwrights Horizons, Inc	The Edith K Ehrman Building 416 West 42nd Street New York, NY 10036-6809	general operating support for the 2016-2017 season	35,000
Playwrights Realm Inc	520 Eighth Avenue, Suite 320 New York, NY 10018	general funding	1,000
Portland Chamber Music Festival	P O Box 15385 Portland, ME 04112	General funding	5,000
Pregones Touring Puerto Rican Theatre Collection, Inc	571-575 Walton Avenue The Bronx, NY 10451	support of the 2016-2017 season	15,000

Grants Paid

Fiscal Year Ended 07/31/2017

<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Primary Stages Company Inc.	307 West 38th Street, Suite 1510 New York, NY 10018	support of the 2016-2017 season	10,000
QSAC, Inc	253 West 35th Street, 14th Floor New York, NY 10001	Improving the Quality of Life of Seniors with Autism Phase I	40,000
Queens Borough Public Library	89-11 Merrick Boulevard Jamaica, NY 11432	Expanding Older Adult Service 2.0	50,000
Queens Museum of Art New York City Building	New York City Building Flushing Meadows Corona Park Queens, NY 113683393	Creative Imagination	15,000
Rattlestick Productions Inc	224 Waverly Place New York, NY 10014	support for the 2016- 2017 season	10,000
Riverdale Senior Center	2600 Netherland Avenue Bronx, NY 10463	Professionalizing Volunteer Services	87,000
Riverside Symphony, Inc	225 West 99th Street New York, NY 10025	general operating support for the 2016-2017 season	15,000
Riverstone Senior Life Services Inc.	99 Fort Washington Avenue New York, NY 10032	The Memory Center Saturday Program	22,500
Roulette Intermedium, Inc.	30 Third Avenue, #208 Brooklyn, NY 11217	support for the 2016- 2017 season	15,000
Roundabout Theatre Company, Inc.	231 West 39th Street Suite 1200 New York, NY 10018	support of the 2016-2017 season	15,000
Saratoga International Theater Institute, Inc	520 Eighth Avenue, Suite 310 New York, NY 10018	support for the 2016- 2017 stage productions in New York City	10,000
School of American Ballet Inc	70 Lincoln Center Plaza New York, NY 10023	support for the 2016- 2017 season	30,000
Search and Care, Inc	1844 Second Avenue New York, NY 10128	Enhancing Care for Elders	11,000
Second Stage Theatre, Inc	1501 Broadway, Suite 518 New York, NY 10036	support of the 2017-2018 season	25,000
Service Program for Older People Inc	302 West 91st Street New York, NY 10024	Geriatric Mental Health Services	19,000

Grants Paid

Fiscal Year Ended 07/31/2017

<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Service Program for Older People Inc	302 West 91st Street New York, NY 10024	SAGE Clinic Satellite Site & Caregiver Support	100,000
Seventh Regiment Armory Conservancy Inc	643 Park Avenue New York, NY 10065	general operating support of the 2017-2018 season	50,000
Seventh Regiment Armory Conservancy Inc	643 Park Avenue New York, NY 10065	support of the December 2017 Theatre du Soleil engagement	5,000
Signature Theatre Company, Inc	The Pershing Square Signature Center 480 West 42nd Street New York, NY 10036	support of the 2016-2017 season	35,000
Sing for Hope Inc.	575 Eighth Avenue, Suite 1812 New York, NY 10018	general funding	2,000
Soho Repertory Theatre, Inc.	401 Broadway, Suite 300 New York, NY 10013	general operating support for the 2016-2017 season	25,000
South Fork Natural History Society	377 Bridgehampton/Sag Harbor Turnpike Bridgehampton, NY 11932	annual fund	250
Spanish Speaking Elderly Council-RAICES, Inc	460 Atlantic Avenue Brooklyn, NY 11217	Casa Bien Estar, Outpatient Mental Health Clinic Extension	12,000
Spanish Theatre Repertory Co., Ltd.	138 East 27th Street New York, NY 10016	support of the 2016-2017 season	55,000
	138 East 27th Street New York, NY 10016	general operating support	5,000
St Ann's Warehouse Inc	45 Water Street Brooklyn, NY 11201	support for the 2016-2017 season	40,000
St Luke's Chamber Ensemble, Inc	450 West 37th Street, Suite 502 New York, NY 10018	support of the 2016-2017 season	35,000
Streb, Inc.	51 North 1st Street Brooklyn, NY 11249	support of the 2016-2017 NYC season	10,000
Suffield Academy	185 North Main Street Suffield, CT 06078	general support	1,000
Sunnyside Community Services, Inc	43-31 39th Street Sunnyside, NY 11104	Long-Term Care Access Program	17,000

<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Sunnyside Community Services, Inc	43-31 39th Street Sunnyside, NY 11104	DSRIP Specialist and Database Merger	65,000
Symphony Space	2537 Broadway New York, NY 10025-6990	general operating support for the 2016-2017 season	15,000
Target Margin Theater, Inc	232 52nd Street Brooklyn, NY 11220	support of the 2017 25th Anniversary season	10,000
Tenet NYC Inc.	262 West 107th Street, 3B New York, NY 10025	general operating support for the 2017-2018 New York City season	10,000
The Actors Fund of America	729 Seventh Avenue, 10th Floor New York, NY 10019	Moving from Crisis Management to Case Management	18,000
The Actors Fund of America	729 Seventh Avenue, 10th Floor New York, NY 10019	Sustaining Long-Term Case Management	45,000
The Carter Burden Center for the Aging Inc.	1484 First Avenue New York, NY 10075	Volunteer Services Expansion Program	18,500
The Carter Burden Center for the Aging Inc.	1484 First Avenue New York, NY 10075	East Harlem Falls Intervention Project (FIP)	67,500
The Young Men's & Young Women's Hebrew Association	1395 Lexington Avenue New York, NY 10128	support for the 2017-2018 season	12,500
Theatre for a New Audience, Inc.	154 Christopher Street, Suite 3D New York, NY 10014	support of the 2016-2017 season	30,000
Trisha Brown Company	341 West 38th Street, Suite 801 New York, NY 10018	support for FY17 New York City activities	15,000
Trustees of Columbia University in the City of New York	2960 Broadway Mail Code 1801 New York, NY 10027	support of the 2016-2017 season	15,000
Trustees of Tufts College	The Fletcher School, Tufts University 160 Packard Avenue Medford, MA 02155-7082	general support for the Fletcher School of Law and Diplomacy	10,000
Union Settlement Association	237 East 104th Street New York, NY 10029	Senior Services Volunteer Coordinator	56,000

The Fan Fox and Leslie R. Samuels Foundation
Grants Paid
Fiscal Year Ended 07/31/2017

Tax ID #: 13-3124818

<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
United Neighborhood Houses of New York, Inc.	70 West 36th Street, 5th Floor New York, NY 10018-8007	Older Adults Strengthening Communities Through Food	43,000
Urban Health Plan, Inc.	1065 Southern Boulevard Bronx, NY 10459	The Center for Healthy Aging	135,000
USMMA Alumni Association & Foundation, Inc	14 Bond Street, #1000 Great Neck, NY 11021	Class of 2020 Challenge	250
Vineyard Theatre and Workshop Center Inc	108 East 15th Street New York, NY 10003	support for the 2016-2017 season	12,500
Vision Services for the Blind and Visually Impaired	500 Greenwich Street, 3rd Floor New York, NY 10013-1354	Improving the Capacity of VISIONS Staff to Address Needs of Blind Older Adults	75,000
Vivian Beaumont Theater, Inc	150 West 65th Street New York, NY 10023-6975	support for the 2016-2017 season	75,000
William F Ryan Community Health Center Inc	110 West 97th Street New York, NY 10025	Ensuring Quality Care for Elderly and Aging Patients	110,000
Wooster Group, Inc.	P O. Box 654 Canal Street Station New York, NY 10013	support of the FY2017 season	15,000
World Music Institute, Inc	68 Jay Street, Suite 201 Brooklyn, NY 11201	Support of the 2017-2018 New York City season	10,000
Young Concert Artists, Inc	1776 Broadway, Suite 1500 New York, NY 10019	support for the 2016-2017 season	12,500
YWCA of Brooklyn, Inc	30 Third Avenue Brooklyn, NY 11217	Resident Service Coordinator	40,000
Total grants paid			<u>7,331,186</u>