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Form **990-PF**

C&E 946

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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

OMB No 1545-0052

2017

Open to Public Inspection

ENVELOPE POSTMARK DATE NOV 14 2018

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation: JANA FOUNDATION INC.

A Employer identification number: 13-3574540

Number and street (or P O box number if mail is not delivered to street address): 60 EAST 42ND STREET, 38TH FL

Room/suite:

B Telephone number (see instructions): (212) 557-7700

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10165-3897

C If exemption application is pending, check here ▶ ☐ 6

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation 04

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 25,355,170.

J Accounting method ☐ Cash [X] Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

03/04

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants etc , received (attach schedule)	817,412.			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	425,589.	408,739.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	412,563.			
b	Gross sales price for all assets on line 6a 2,475,882.				
7	Capital gain net income (from Part IV, line 2)		412,563.		
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) ATCH 2	-96,631.	-96,631.		
12	**Total.** Add lines 1 through 11	1,558,933.	724,671.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	55,000.	9,167.		45,833.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 3	23,326.			23,326.
b	Accounting fees (attach schedule) ATCH 4	13,336.	6,668.		6,668.
c	Other professional fees (attach schedule) [5]	49,972.	49,222.		750.
17	Interest				
18	Taxes (attach schedule) (see instructions) [6]	27,590.	12,590.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	30.	30.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	169,254.	77,677.		76,577.
25	Contributions, gifts, grants paid	1,546,500.			1,546,500.
26	**Total expenses and disbursements** Add lines 24 and 25	1,715,754.	77,677.	0.	1,623,077.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-156,821.			
b	**Net investment income** (if negative, enter -0-)		646,994.		
c	**Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	94,918.	131,704.	131,704.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)[8]	5,193,772.	5,725,263.	5,829,201.
	b	Investments - corporate stock (attach schedule) ATCH 9	10,669,205.	10,081,105.	13,663,475.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	5,867,788.	5,730,790.	5,730,790.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	21,825,683.	21,668,862.	25,355,170.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	21,825,683.	21,668,862.	
	30	**Total net assets or fund balances** (see instructions)	21,825,683.	21,668,862:	
	31	**Total liabilities and net assets/fund balances** (see instructions)	21,825,683.	21,668,862.	

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	21,825,683.
2	Enter amount from Part I, line 27a	2	-156,821.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	21,668,862.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,668,862.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a				
b				
c				
d				
e				

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

	(i) FMV 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				

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	412,563.
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 doesn't 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))
2016	1,632,207.	23,824,462.	0.068510
2015	1,289,190.	24,459,233.	0.052708
2014	1,306,491.	25,501,640.	0.051232
2013	1,254,882.	24,712,602.	0.050779
2012	949,913.	22,637,636.	0.041962

2	**Total** of line 1, column (d)	2	0.265191
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.053038
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	23,542,913.
5	Multiply line 4 by line 3	5	1,248,669.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,470.
7	Add lines 5 and 6	7	1,255,139.
8	Enter qualifying distributions from Part XII, line 4	8	1,623,077.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	6,470.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	
3	Add lines 1 and 2	3	6,470.
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	6,470.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 . . . 6a 18,767.		
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	18,767.
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	12,297.
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 12,297. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		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?	1c		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	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		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?	6	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	7	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	8b	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 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses ATCH 11	10	X	

2

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 ▶ N/A

14 The books are in care of ▶ TAXPAYER Telephone no ▶ 212-557-1407

Located at ▶60 EAST 42ND STREET, 38TH FLOOR NEW YORK, NY ZIP+4 ▶ 10165-3897

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

			Yes	No
16	At any time during calendar year 2017, 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
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	1b		
	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 2017?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		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 ▶ ____, ____, ____, ____			
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 2017 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 2017)	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		X

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

			Yes	No
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 [X] 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 [X] No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions	[ ] Yes [X] 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 [X] No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions	5b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ [ ]			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	[ ] Yes [ ] No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	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 [X] No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		55,000.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(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
NONE				

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
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	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	18,784,963.
b	Average of monthly cash balances	1b	263,745.
c	Fair market value of all other assets (see instructions)	1c	4,852,727.
d	**Total** (add lines 1a, b, and c)	1d	23,901,435.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) ... 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	23,901,435.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	358,522.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,542,913.
6	**Minimum investment return.** Enter 5% of line 5	6	1,177,146.

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	1,177,146.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	6,470.		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,470.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,170,676.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,170,676.
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	1,170,676.

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	1,623,077.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,623,077.
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	6,470.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,616,607.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7					1,170,676.
2 Undistributed income, if any, as of the end of 2017					
a Enter amount for 2016 only					
b Total for prior years 20 15 ,20 14 ,20 13					
3 Excess distributions carryover, if any, to 2017					
a From 2012					
b From 2013	48,199.				
c From 2014	42,873.				
d From 2015	81,620.				
e From 2016	467,570.				
f **Total** of lines 3a through e		640,262.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 1,623,077.					
a Applied to 2016, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2017 distributable amount					1,170,676.
e Remaining amount distributed out of corpus		452,401.			
5 Excess distributions carryover applied to 2017 (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		1,092,663.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018					
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 2012 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a		1,092,663.			
10 Analysis of line 9					
a Excess from 2013	48,199.				
b Excess from 2014	42,873.				
c Excess from 2015	81,620.				
d Excess from 2016	467,570.				
e Excess from 2017	452,401.				

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Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information *(continued)*

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

Recipient 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*				
ATCH 13				
Total . . . . ▶ **3a**				1,546,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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					
4 Dividends and interest from securities			14	425,589.	
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	412,563.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 14				-96,631.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				741,521.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 741,521.

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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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) (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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

ALAN D. SEGET 11/13/18 DIRECTOR

Signature of officer or trustee | Date | Title Sec. - Tr

May the IRS discuss this return with the preparer shown below? See instructions ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LUCIANO CATANZARITI	LUCIANO CATANZARITI	11/07/2018		P00231009

Firm's name ▶ PHILLIPS GOLD AND COMPANY, LLP — Firm's EIN ▶ 13-1881038

Firm's address ▶ 1430 BROADWAY 8TH FL NEW YORK, NY 10018 — Phone no 212-730-1112

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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. ▶ Go to *www.irs.gov/Form990* for the latest information.	OMB No 1545-0047 **2017**

Name of the organization	Employer identification number
JANA FOUNDATION INC.	13-3574540

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)

Name of organization JANA FOUNDATION INC.

Employer identification number 13-3574540

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	ESTATE OF NINA AUERBACH C/O A. SEGET-DAVIDSON,DAWSON & CLARK LLP 60 E 42ND ST, 38TH FL, NY 10165	$ 817,412.	Person [X] Payroll [ ] Noncash [X] (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 JANA FOUNDATION INC.

Employer identification number 13-3574540

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
1	VARIOUS MUNICIPAL BONDS	$ 676,356.	08/17/2017

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

Name of organization JANA FOUNDATION INC.

Employer identification number 13-3574540

Part III *Exclusively* **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once See instructions) ▶ $ ____________
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS FROM SECURITIES	308,196.	308,196.
INTEREST INCOME - US TREASURY	100,079.	100,079.
INTEREST INCOME - NON TAXABLE MUNICIPAL	8,802.	
INTEREST INCOME - OTHER ORDINARY	464.	464.
NONDIVIDEND DISTRIBUTIONS	8,048.	
TOTAL	425,589.	408,739.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INCOME FROM SCOTT GARDENS LLC K-1	5,432.	5,432.
LOSS FROM COLUMBIA PROPERTIES I LLC K-1	-95,320.	-95,320.
INCOME FROM INDIANA PROPERTIES K-1	14,294.	14,294.
LOSS FROM RUSTONE REALTY CO I LLC K-1	-3,019.	-3,019.
INCOME FROM GRAND RAPIDS K-1	3,912.	3,912.
LOSS FROM RUBIN KAUFMAN SLAVIT K-1	-3,028.	-3,028.
LOSS FROM PATRICIA PROPERTIES LLC K-1	-21,427.	-21,427.
INCOME FROM ASSOCIATED REALTY K-1	3,318.	3,318.
OTHER EXPENSES	-793.	-793.
TOTALS	-96,631.	-96,631.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	23,326.			23,326.
TOTALS	23,326.			23,326.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	13,336.	6,668.		6,668.
TOTALS	13,336.	6,668.		6,668.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT FEES	49,222.	49,222.	
OTHER FEES	750.		750.
TOTALS	49,972.	49,222.	750.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAXES PAID	15,000.	
FOREIGN TAXES PAID	12,590.	12,590.
TOTALS	27,590.	12,590.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK CHARGES	30.	30.
TOTALS	30.	30.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US TREASURY SECURITIES (SEE DETAIL SCHEDULE ATTACHED)	4,930,017.	5,016,272.
US OBLIGATIONS TOTAL	4,930,017.	5,016,272.
MUNICIPAL BONDS SEE DETAIL SCHEDULE ATTACHED)	795,246.	812,929.
STATE OBLIGATIONS TOTAL	795,246.	812,929.
US AND STATE OBLIGATIONS TOTAL	5,725,263.	5,829,201.

JANA FOUNDATION INC.
FORM 990PF
Part II (Balance Sheets), Line 10a: Investments - US and state government obligations
12/31/17

Qty	Description	Book Value 12/31/2017	Fair Market Value 12/31/2017
640K	US Treasury Notes 1 750% 10/31/18	642,983	639,962
30K	US Treasury Notes 1 625% 04/30/19	30,006	29,906
285K	US Treasury Notes 1 625% 04/30/19	287,185	284,102
135K	US Treasury Notes 1 250% 10/31/19	135,878	133,472
78k	US Treasury Notes 1 250% 10/31/19	77,819	77,117
78k	US Treasury Notes 1 250% 10/31/19	77,671	77,117
107k	US Treasury Notes 1 250% 10/31/19	105,846	105,789
47K	US Treasury Notes 2 000% 07/31/20	47,458	47,072
52K	US Treasury Notes 2 000% 07/31/20	52,650	52,080
330K	US Treasury Notes 2 000% 11/30/20	329,123	330,281
100K	US Treasury Notes 2 000% 11/30/20	100,952	100,085
200K	US Treasury Notes 2 125% 06/30/22	205,100	199,612
31K	US Treasury Notes 0 125% 07/15/22	33,103	33,221
695K	US Treasury TIPS 2 375% 01/15/25	988,648	1,036,997
62K	US Treasury Notes 1 750% 01/15/28	80,586	82,111
150K	US Treasury TIPS 3 375% 04/15/32	257,203	288,631
100K	US Treasury TIPS 3 375% 04/15/32	164,542	192,421
250K	US Treasury TIPS 3 375% 04/15/32	496,671	481,052
265K	US Treasury TIPS 2 125% 02/15/40	414,955	394,036
110K	US Treasury TIPS 2 125% 02/15/40	158,597	163,562
180K	US Treasury TIPS 2 125% 02/15/40	243,040	267,647
		4,930,017	5,016,272
50K	Pennsylvania ST Univ Rev 5 000% 08/15/26	50,256	50,212
35K	Southcentral PA Gen Auth Rev 6 000% 06/01/25	35,634	35,645
50K	Southcentral PA Gen Auth Rev 6 000% 06/01/25	51,035	50,922
75K	Broward Cnty FL Sch Brd Rev 5 250% 07/01/19	76,655	76,421
50K	Pennsylvania ST Higher Edl Rev 6 000% 08/15/26	51,602	51,407
40K	Florida St Mun Pwr Rev 5 250% 10/01/23	41,315	41,130
60K	Northhampton Cnty PA Rev 5 000% 11/01/34	62,076	61,730
40K	Hrrs Cty TX Rev 5 125% 11/15/23	41,471	41,215
50K	PA ST Pub Sch Bldg Rev 6 000% 06/15/28	52,441	52,075
30K	Dauphin Cnty PA Gen Auth Rev 6 000% 06/01/29	32,143	31,847
100K	New York St Dorm Auth Revs 5 25% 07/01/23	103,442	112,995
50K	Miami Dade Cnty FL Sch Brd Rev 5 000% 08/01/23	51,184	51,017
10K	Florida St Mun Pwr Rev 5 250% 10/01/23	10,332	10,282
10K	Massachusetts St Rev 5 000% 10/01/27	10,000	10,026
50K	KY Economic Dev Rev 6 000% 02/01/31	50,113	50,131
75K	Nassau Cnty NY Ser 5 375% 10/01/24	75,547	85,874
		795,246	812,929
	Totals - US and state government obligations	$5,725,263	$5,829,201

Schedule - Part II, Line 10a: Investments - U.S. And state government obligations (Details)

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EQUITIES	229,394.	306,332.
EXCHANGE TRADED FUNDS	9,851,711.	13,357,143.
(SEE DETAIL SCHEDULE ATTACHED)		
TOTALS	10,081,105.	13,663,475.

JANA FOUNDATION INC.
FORM 990PF
Part II (Balance Sheets), Line 10b: Investments - Corporate stock
12/31/17

Qty	Description	Book Value 12/31/17	Fair Market Value 12/31/17	
1,420	Bristol Myers	35,656	87,018	51,362
1,000	Exxon Bobil Corp	73,233	83,640	10,407
6,720	General Electric	105,235	117,264	12,029
120	IBM	15,270	18,410	3,140
		229,394	306,332	
39,732	iShares Gold TR	568,300	497,047	-71,253
5,208	Vanguard Materials	458,944	711,934	252,990
71,365	Vanguard Intl Equity All World	3,258,667	3,905,093	646,426
43,388	Vanguard Intl Equity Emerging Markets	1,659,112	1,991,943	332,831
45,618	Vanguard Russell 3000	3,404,277	5,602,803	2,198,526
7,813	Vanguard REIT***	502,411	648,323	145,912
		9,851,711	13,357,143	3,505,431
	Totals - Corporate stock	$10,081,105	$13,663,474	3,582,369

*** Includes cost not stated with asset on statement

Schedule - Part II (Balance Sheets), Line 10b: Investments - Corporate Stocks (Details)

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVESTMENT IN REAL ESTATE		
- GRAND RAPIDS LLC	35,562.	35,562.
- PARK SLOPE REALTY	80,325.	80,325.
- ASSOCIATED REALTIES	56,238.	56,238.
- PATRICIA PROPERTIES	942,688.	942,688.
- COLUMBIA PROPERTIES	4,230,668.	4,230,668.
- INDIANA PROPERTIES	151,875.	151,875.
- RUSTONE REALTY CO	299,783.	299,783.
- SCOTT GARDENS	-66,349.	-66,349.
TOTALS	5,730,790.	5,730,790.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		DOMINICK & DOMINICK S/T PROPERTY TYPE: SECURITIES				P	01/01/2017	12/31/2017
50,000.		50,000.						
		DOMINICK & DOMINICK L/T COVERED PROPERTY TYPE: SECURITIES				P	01/01/2015	12/31/2017
686,656.		678,273.					7,521.	
		DOMINICK & DOMINICK L/T NONCOVERED					01/01/2015	12/31/2017
1,739,226.		1,334,184.					405,042.	
TOTAL GAIN(LOSS)							412,563.	

FORM 990PF, PART VII-A, LINE 10 - SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 11

NAME AND ADDRESS

ESTATE OF NINA AUERBACH
C/O A. SEGET-DAVIDSON,DAWSON & CLARK LLP
60 E 42ND ST, 38TH FL, NY 10165

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
N AUERBACH 60 EAST 42ND STREET, 38TH FL NEW YORK, NY 10165-3897	DIRECTOR / PRESIDENT	0.	0.	0.
D ROSEN 400 ORANGE STREET NEW HAVEN, CT 06511	DIRECTOR/ INVEST COMMITTEE	27,500.	0.	0.
A SEGET 60 E 42ND STREET, 38TH FLOOR NEW YORK, NY 10165-3897	DIRECTOR/ INVEST COMMITTEE	20,000.	0.	0.
DIANNE LA BASSE 60 E 42ND STREET, 38TH FLOOR NEW YORK, NY 10165-3897	DIRECTOR	7,500.	0.	0.
	GRAND TOTALS	55,000.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASPCA 424 E 92ND ST NEW YORK, NY 10128	NONE PC	CHARITY	23,000
CALVARY HOSPITAL FOR HOSPICE 1740 EASTCHESTER RD BRONX, NY 10461	NONE PC	CHARITY	2,500.
THE METROPOLITIAN MUSEUM OF ART 1000 5TH AVE NEW YORK, NY 10028	NONE PC	CHARITY	16,000
PLANNED PARENTHOOD 123 WILLIAM ST NEW YORK, NY 10038	NONE PC	CHARITY	310,000
YALE ART GALLERY 1111 CHAPEL ST NEW HAVEN, CT 06510	NONE PC	CHARITY	9,000.
YALE CENTER FOR BRITISH ART 1080 CHAPEL ST NEW HAVEN, CT 06510	NONE PC	CHARITY	9,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YALE LAW SCHOOL 127 WALL ST NEW HAVEN, CT 06511	NONE PC	SHELL CENTER FOR HUMAN RIGHTS	15,000.
THE MUSEUM OF MODERN ART 11 W 53RD ST NEW YORK, NY 10019	NONE PC	CHARITY	16,000.
PARTNERSHIP FOR THE HOMELESS 305 7TH AVE #1300 NEW YORK, NY 10001	NONE PC	CHARITY	2,500.
PEOPLE FOR THE AMERICAN WAY 1101 15TH ST NW WASHINGTON, DC 20005	NONE PC	CHARITY	20,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD ST NEW YORK, NY 10004	NONE PC	CHARITY	3,000.
FEMINIST MAJORITY FOUNDATION 1600 WILSON BLVD ARLINGTON, VA 22209	NONE PC	CHARITY	340,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW YORK CITY BALLET 20 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE PC	CHARITY	20,000.
FAIRNESS AND ACCURACY IN REPORT 124 W 30TH ST #201 NEW YORK, NY 10001	NONE PC	CHARITY	2,500
SHUBERT THEATER FOUNDATION 255 W 44TH ST NEW YORK, NY 10036	NONE PC	CHARITY	7,000.
NEIGHBORHOOD MUSIC SCHOOL 100 AUDUBON ST NEW HAVEN, CT 06510	NONE PC	CHARITY	20,000.
CONNECTICUT VOICES FOR CHILDREN 33 WHITNEY AVE #1 NEW HAVEN, CT 06510	NONE PC	CHARITY	2,000
AMERICAN DIABETES ASSOCIATES 333 7TH AVE #1700 NEW YORK, NY 10001	NONE PC	CHARITY	6,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BIG BROTHERS / BIG SISTERS 40 RECTOR ST NEW YORK, NY 10006	NONE PC	CHARITY	10,000.
BRADY CENTER TO PREVENT GUN VIOLENCE 840 FIRST ST NE #400 WASHINGTON, DC 20002	NONE PC	CHARITY	30,000.
CENTRAL PARK CONSERVANCY 14 E 60TH ST NEW YORK, NY 10022	NONE PC	CHARITY	8,000
LEAP LEADERSHIP IN EDUCATION 535 8TH AVE #1100 NEW YORK, NY 10018	NONE PC	CHARITY	2,500
NEW HAVEN LEGAL ASSISTANCE ASSOCIATION INC 426 STATE ST NEW HAVEN, CT 06510	NONE PC	CHARITY	10,000.
THE NATION INSTITUTE 250 W 57TH ST NEW YORK, NY 10107	NONE PC	CHARITY	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YALE CHILD STUDY CENTER 230 S FRONTAGE RD NEW HAVEN, CT 06520	NONE PC	CHARITY	50,000.
INTERNATIONAL FESTIVAL OF ART 195 CHURCH ST NEW HAVEN, CT 06510	NONE PC	CHARITY	5,000
NATIONAL WOMEN'S HEALTH 1413 K ST NW #400 WASHINGTON, DC 20005	NONE PC	CHARITY	20,000.
THE ELM CITY SHAKESPEARE COMPANY 501 CRESCENT ST NEW HAVEN, CT 06515	NONE PC	CHARITY	2,000.
MUSIC HAVEN 315 PECK ST NEW HAVEN, CT 06513	NONE PC	CHARITY	2,000.
ANIMAL MEDICAL CENTER NYC 510 E 62ND ST NEW YORK, NY 10065	NONE PC	CHARITY	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CONNECTICUT VETERANS LEGAL SERVICES 114 BOSTON POST RD WEST HAVEN, CT 06516	NONE PC	CHARITY	20,000
CHAPEL HAVEN 1040 WHALLEY AVE NEW HAVEN, CT 06515	NONE PC	CHARITY	212,500.
HUMANE SOCIETY OF NY 306 E 59TH ST NEW YORK, NY 10022	NONE PC	CHARITY	5,000.
WEST END SYNAGOGUE 190 AMSTERDAM AVE NEW YORK, NY 10023	NONE PC	CHARITY	2,000.
PAUL TAYLOR DANCE COMPANY 551 GRAND ST NEW YORK, NY 10002	NONE PC	CHARITY	26,000.
WQXR 160 VARICK ST NEW YORK, NY 10013	NONE PC	CHARITY	3,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DOWNTOWN EVENING SOUPS KITCHEN 311 TEMPLE ST NEW HAVEN, CT 06511	NONE PC	CHARITY	3,000.
BEST BUDDIES CONNECTICUT COLLEGES 28 WASHINGTON AVE NORTH HAVEN, CT 06473	NONE PC	CHARITY	9,000
FRIENDS OF RITTENHOUSE SQUARE 210 W RITTENHOUSE SQUARE PHILADELPHIA, PA 19103	NONE PC	CHARITY	10,000
FRIENDS OF THE FREE LIBRARY OF PHILADELPHIA 5418 GERMANTOWN AVE PHILADELPHIA, PA 19144	NONE PC	CHARITY	5,000.
CYSTIC FIBROSIS FDN 36 7TH AVE NEW YORK, NY 10011	NONE PC	CHARITY	15,000
LINCOLN CENTER THEATER 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE PC	CHARITY	1,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BLVD #120 DENVER, CO 80221	NONE PC	CHARITY	13,000.
PBS CHANNEL THIRTEEN 609 5TH AVE NEW YORK, NY 10017	NONE PC	CHARITY	10,000
CENTER FOR JEWISH LIFE AND LEARNING 770 HIGH RIDGE RD STAMFORD, CT 06905	NONE PC	CHARITY	500.
GREENWOOD MUSIC CAMP IN MASSACHUSETTS 32 HARLOW RD CUMMINGTON, MA 01026	NONE PC	CHARITY	2,000.
EQUALITY NOW 125 MAIDEN LN B NEW YORK, NY 10038	NONE PC	CHARITY	35,000.
SUPPORTIVE CHILDREN'S ADVOCACY NETWORK (SCAN) 345 E 102ND ST NEW YORK, NY 10029	NONE PC	CHARITY	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DONOR DIRECT ACTION PO BOX 231310 NEW YORK, NY 10023	NONE PC	CHARITY	5,000
BOY SCOUTS OF AMERICA 350 5TH AVE #7820 NEW YORK, NY 10118	NONE PC	CHARITY	2,500.
DOCTORS WITHOUT BORDERS 333 7TH AVE NEW YORK, NY 10001	NONE PC	CHARITY	15,000
LANTERN THEATRE 923 LUDLOW ST PHILADELPHIA, PA 19107	NONE PC	CHARITY	5,000.
THE HOSPITAL OF THE UNIVERSITY OF PA 3400 SPRUCE ST PHILADELPHIA, PA 19104	NONE PC	CHARITY	10,000
VISITING NURSE SERVICE 1250 BROADWAY NEW YORK, NY 10001	NONE PC	CHARITY	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LONG WHARF THEATRE FOUNDATION 222 SARGENT DR NEW HAVEN, CT 06511	NONE PC	CHARITY	5,000.
YALE REPERTORY TREATRE 1120 CHAPEL ST NEW HAVEN, CT 06510	NONE PC	CHARITY	3,000
BETH MORRISON PROJECT 666 OCEAN AVE D1 BROOKLYN, NY 11226	NONE PC	CHARITY	6,000.
DDC FOR UNSUNG MUSICALS 30-30 THOMSON AVE LONG ISLAND CITY, NY 11101	NONE PC	CHARITY	6,000
DORIS DAY HOUSE OF HOSPITALITY 11 SPRING ST DANBURY, CT 06810	NONE PC	CHARITY	1,000
AMERICAN ACADEMY OF CHILD AND ADOLESCENT 3615 WISCONSIN AVE NW #2 WASHINGTON, DC 20016	NONE PC	CHARITY	8,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EXPONENT PHILANTHROPY 1720 N ST NW WASHINGTON, DC 20036	NONE PC	CHARITY	750
FUND FOR WOMEN'S EQUALITY 1875 K ST NW WASHINGTON, DC 20006	NONE PC	CHARITY	15,000
HEARTBEAT OPERA CO LTD 804 WEST 180TH ST NEW YORK, NY 10033	NONE PC	CHARITY	1,500
NY FESTIVAL OF SONG 307 7TH AVE NEW YORK, NY 10001	NONE PC	CHARITY	1,500
YALE SCHOOL OF MUSIC 435 COLLEGE ST NEW HAVEN, CT 06511	NONE PC	CHARITY	1,000.
FOOTSTEPS 114 JOHN ST NEW YORK, NY 10272	NONE PC	CHARITY	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SIGNATURE THEATER 480 W 42ND ST NEW YORK, NY 10036	NONE PC	CHARITY	2,500
PHILA INS COMPANIES 231 ST ASAPHS RD BALA CYNWYD, PA 19004	NONE PC	CHARITY	750.
AMERICANS UNITED FOR THE SEP OF CHURCH AND STATE 1310 L ST NW #200 WASHINGTON, DC 20005	NONE PC	CHARITY	20,000.
DANDELIONS PRODUCTIONS 3440 BROOKLAWN AVE BRIDGEPORT, CT 06604	NONE PC	CHARITY	10,000.
JEWISH FAMILY SERVICE OF GREATER NEW HAVEN 1440 WHALLEY AVE NEW HAVEN, CT 06515	NONE PC	CHARITY	7,000.
NEW ORGANIZING INSTITUTE EDUCATION FUND 5 W 37TH ST NEW YORK, NY 10018	NONE PC	CHARITY	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN RED CROSS 520 W 49TH ST NEW YORK, NY 10019	NONE PC	CHARITY	12,500.
ELIZABETH CELOTTO SCHOLARSHIP FUND 181 MITCHELL DRIVE NEW HAVEN, CT 06511	NONE PC	CHARITY	1,000
ELM CITY CONSORT 234 EVERIT STREET NEW HAVEN, CT 06511	NONE PC	CHARITY	1,000.
FASPE 1501 BROADWAY NEW YORK, NY 10036	NONE PC	CHARITY	10,000.
SPECIAL OLYMPICS CONNECTICUT 2666 STATE STREET #1 HAMDEN, CT 06517	NONE PC	CHARITY	15,000.
THE HELICON FOUNDATION 2067 BROADWAY #50 NEW YORK, NY 10023	NONE PC	CHARITY	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE WHITNEY PLAYERS THEATER COMPANY PO BOX 185644 HAMDEN, CT 06518	NONE PC	CHARITY	7,000
URBAN RESOURCES INSTITUTE 75 BROAD STREET NEW YORK, NY 10004	NONE PC	CHARITY	500
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	NONE PC	CHARITY	8,000
THE CARTER CENTER INC 453 FREEDOM PKWY NE ATLANTA, GA 30307	NONE PC	CHARITY	2,500.
		TOTAL CONTRIBUTIONS PAID	1,546,500

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
INCOME FROM PASS-THROUGH ENTITIES	531390		14	-96,631.	
TOTALS				-96,631.	