



## 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.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

Name of foundation

CHARINA ENDOWMENT FUND, INC.

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

C/O RICHARD L MENSCHER 375 PARK AVE

STE 1602

City or town, state or province, country, and ZIP or foreign postal code

NEW YORK, NY 10152

A Employer identification number

13-3675545

B Telephone number (see instructions)

(212) 440-0800

C If exemption application is pending, check here. ☐ *le*D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation *04*

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) \$ 326,742,511.

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)

|                                                                                      | (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)                     | NONE                               |                           |                         |                                                             |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                 | 14,232.                            | 14,232.                   |                         | ATCH 1                                                      |
| 4 Dividends and interest from securities                                             | 6,921,433.                         | 6,921,433.                |                         | ATCH 2                                                      |
| 5a Gross rents                                                                       |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                        |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                             | 1,980,776.                         |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                        | 9,122,211.                         |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                     |                                    | 1,980,855.                |                         |                                                             |
| 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 3                                             | 6,733.                             | 9,947.                    |                         |                                                             |
| 12 Total. Add lines 1 through 11                                                     | 8,923,174.                         | 8,926,467.                | 0.                      |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                               | 0.                                 |                           |                         |                                                             |
| 14 Other employee salaries and wages                                                 |                                    |                           |                         |                                                             |
| 15 Pension plans, employee benefits                                                  |                                    |                           |                         |                                                             |
| 16a Legal fees (attach schedule) ATCH 4                                              | 5,000.                             | 2,500.                    |                         | 2,500.                                                      |
| b Accounting fees (attach schedule) ATCH 5                                           | 48,198.                            | 24,100.                   |                         | 24,099.                                                     |
| c Other professional fees (attach schedule)                                          |                                    |                           |                         |                                                             |
| 17 Interest                                                                          |                                    |                           |                         |                                                             |
| 18 Taxes (attach schedule) (see instructions) [6]                                    | 74,249.                            |                           |                         |                                                             |
| 19 Depreciation (attach schedule) and depletion                                      |                                    |                           |                         |                                                             |
| 20 Occupancy                                                                         |                                    |                           |                         |                                                             |
| 21 Travel, conferences, and meetings                                                 |                                    |                           |                         |                                                             |
| 22 Printing and publications                                                         |                                    |                           |                         |                                                             |
| 23 Other expenses (attach schedule) ATCH 7                                           | 1,116,385.                         | 424,769.                  |                         | 691,617.                                                    |
| 24 Total operating and administrative expenses. Add lines 13 through 23.             | 1,243,832.                         | 451,369.                  |                         | 718,216.                                                    |
| 25 Contributions, gifts, grants paid                                                 | 15,306,756.                        |                           |                         | 14,681,000.                                                 |
| 26 Total expenses and disbursements. Add lines 24 and 25                             | 16,550,588.                        | 451,369.                  | 0.                      | 15,399,216.                                                 |
| 27 Subtract line 26 from line 12                                                     |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                  | -7,627,414.                        |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                     |                                    | 8,475,098.                |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                       |                                    |                           | 0.                      |                                                             |

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| <b>Part II Balance Sheets</b>      |                                                                                                               | 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 |
| <b>Assets</b>                      | <b>1</b>                                                                                                      | Cash - non-interest-bearing . . . . .                                                                                             |                   |                |                       |
|                                    | <b>2</b>                                                                                                      | Savings and temporary cash investments . . . . .                                                                                  | 10,115,736.       | 405,319.       | 405,319.              |
|                                    | <b>3</b>                                                                                                      | Accounts receivable ▶ . . . . .                                                                                                   |                   |                |                       |
|                                    |                                                                                                               | Less allowance for doubtful accounts ▶ . . . . .                                                                                  |                   |                |                       |
|                                    | <b>4</b>                                                                                                      | Pledges receivable ▶ . . . . .                                                                                                    |                   |                |                       |
|                                    |                                                                                                               | Less allowance for doubtful accounts ▶ . . . . .                                                                                  |                   |                |                       |
|                                    | <b>5</b>                                                                                                      | Grants receivable . . . . .                                                                                                       |                   |                |                       |
|                                    | <b>6</b>                                                                                                      | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . . |                   |                |                       |
|                                    | <b>7</b>                                                                                                      | Other notes and loans receivable (attach schedule) ▶ . . . . .                                                                    |                   |                |                       |
|                                    |                                                                                                               | Less allowance for doubtful accounts ▶ . . . . .                                                                                  |                   |                |                       |
|                                    | <b>8</b>                                                                                                      | Inventories for sale or use . . . . .                                                                                             |                   |                |                       |
|                                    | <b>9</b>                                                                                                      | Prepaid expenses and deferred charges . . . . .                                                                                   |                   |                |                       |
|                                    | <b>10a</b>                                                                                                    | Investments - U S and state government obligations (attach schedule) [ 8 ] . . . . .                                              | 60,976,872.       | 70,067,197.    | 70,067,197.           |
|                                    | <b>b</b>                                                                                                      | Investments - corporate stock (attach schedule) ATCH 9 . . . . .                                                                  | 227,353,475.      | 245,636,507.   | 245,636,507.          |
|                                    | <b>c</b>                                                                                                      | Investments - corporate bonds (attach schedule) . . . . .                                                                         |                   |                |                       |
|                                    | <b>11</b>                                                                                                     | Investments - land, buildings, and equipment basis . . . . .                                                                      |                   |                |                       |
|                                    | Less accumulated depreciation (attach schedule) ▶ . . . . .                                                   |                                                                                                                                   |                   |                |                       |
| <b>12</b>                          | Investments - mortgage loans . . . . .                                                                        |                                                                                                                                   |                   |                |                       |
| <b>13</b>                          | Investments - other (attach schedule) . . . . .                                                               |                                                                                                                                   |                   |                |                       |
| <b>14</b>                          | Land, buildings, and equipment basis . . . . .                                                                |                                                                                                                                   |                   |                |                       |
|                                    | Less accumulated depreciation (attach schedule) ▶ . . . . .                                                   |                                                                                                                                   |                   |                |                       |
| <b>15</b>                          | Other assets (describe ▶ ATCH 10 ) . . . . .                                                                  | 8,832,423.                                                                                                                        | 10,633,488.       | 10,633,488.    |                       |
| <b>16</b>                          | <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . . | 307,278,506.                                                                                                                      | 326,742,511.      | 326,742,511.   |                       |
| <b>Liabilities</b>                 | <b>17</b>                                                                                                     | Accounts payable and accrued expenses . . . . .                                                                                   |                   |                |                       |
|                                    | <b>18</b>                                                                                                     | Grants payable . . . . .                                                                                                          | 14,532,805.       | 15,158,561.    |                       |
|                                    | <b>19</b>                                                                                                     | Deferred revenue . . . . .                                                                                                        |                   |                |                       |
|                                    | <b>20</b>                                                                                                     | Loans from officers, directors, trustees, and other disqualified persons . . . . .                                                |                   |                |                       |
|                                    | <b>21</b>                                                                                                     | Mortgages and other notes payable (attach schedule) . . . . .                                                                     |                   |                |                       |
|                                    | <b>22</b>                                                                                                     | Other liabilities (describe ▶ ATCH 11 ) . . . . .                                                                                 | 3,452,003.        | 4,434,518.     |                       |
| <b>23</b>                          | <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                  | 17,984,808.                                                                                                                       | 19,593,079.       |                |                       |
| <b>Net Assets or Fund Balances</b> | Foundations that follow SFAS 117, check here . . . . . <input type="checkbox"/>                               |                                                                                                                                   |                   |                |                       |
|                                    | and complete lines 24 through 26, and lines 30 and 31.                                                        |                                                                                                                                   |                   |                |                       |
|                                    | <b>24</b>                                                                                                     | Unrestricted . . . . .                                                                                                            |                   |                |                       |
|                                    | <b>25</b>                                                                                                     | Temporarily restricted . . . . .                                                                                                  |                   |                |                       |
|                                    | <b>26</b>                                                                                                     | Permanently restricted . . . . .                                                                                                  |                   |                |                       |
|                                    | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>                     |                                                                                                                                   |                   |                |                       |
|                                    | and complete lines 27 through 31.                                                                             |                                                                                                                                   |                   |                |                       |
|                                    | <b>27</b>                                                                                                     | Capital stock, trust principal, or current funds . . . . .                                                                        |                   |                |                       |
|                                    | <b>28</b>                                                                                                     | Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                           |                   |                |                       |
|                                    | <b>29</b>                                                                                                     | Retained earnings, accumulated income, endowment, or other funds . . . . .                                                        | 289,293,698.      | 307,149,432.   |                       |
| <b>30</b>                          | <b>Total net assets or fund balances</b> (see instructions) . . . . .                                         | 289,293,698.                                                                                                                      | 307,149,432.      |                |                       |
| <b>31</b>                          | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                            | 307,278,506.                                                                                                                      | 326,742,511.      |                |                       |

**Part III Analysis of Changes in Net Assets or Fund Balances**

|          |                                                                                                                                                                     |          |              |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------|
| <b>1</b> | 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). . . . . | <b>1</b> | 289,293,698. |
| <b>2</b> | Enter amount from Part I, line 27a. . . . .                                                                                                                         | <b>2</b> | -7,627,414.  |
| <b>3</b> | Other increases not included in line 2 (itemize) ▶ ATCH 12 . . . . .                                                                                                | <b>3</b> | 26,005,343.  |
| <b>4</b> | Add lines 1, 2, and 3 . . . . .                                                                                                                                     | <b>4</b> | 307,671,627. |
| <b>5</b> | Decreases not included in line 2 (itemize) ▶ ATCH 13 . . . . .                                                                                                      | <b>5</b> | 522,195.     |
| <b>6</b> | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                              | <b>6</b> | 307,149,432. |

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**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,<br>2-story brick warehouse, or common stock, 200 shs MLC Co.)                                                                       |                                            |                                                 | (b) How<br>acquired<br>P - Purchase<br>D - Donation                                           | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-----------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1 a</b> SEE PART IV SCHEDULE                                                                                                                                                                                   |                                            |                                                 |                                                                                               |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                               |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                               |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                               |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                               |                                      |                                  |
| (e) Gross sales price                                                                                                                                                                                             | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>((e) plus (f) minus (g))                                                |                                      |                                  |
| <b>a</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                               |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                               |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                               |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                               |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                               |                                      |                                  |
| 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<br>as of 12/31/69       | (k) Excess of col (i)<br>over col (j), if any   | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0- ) or<br>Losses (from col (h)) |                                      |                                  |
| <b>a</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                               |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                               |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                               |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                               |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                               |                                      |                                  |
| <b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7 }</span>                                    |                                            |                                                 | <b>2</b>                                                                                      | 1,980,855.                           |                                  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).<br>If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in<br>Part I, line 8. . . . . |                                            |                                                 | <b>3</b>                                                                                      | 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)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                                    | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| 2016                                                                                                                                                                                                                                    | 15,320,722.                              | 309,390,309.                                 | 0.049519                                                  |
| 2015                                                                                                                                                                                                                                    | 14,300,624.                              | 316,709,445.                                 | 0.045154                                                  |
| 2014                                                                                                                                                                                                                                    | 13,322,387.                              | 294,594,046.                                 | 0.045223                                                  |
| 2013                                                                                                                                                                                                                                    | 11,726,534.                              | 274,592,932.                                 | 0.042705                                                  |
| 2012                                                                                                                                                                                                                                    | 10,803,465.                              | 238,853,100.                                 | 0.045231                                                  |
| <b>2</b> Total of line 1, column (d) . . . . .                                                                                                                                                                                          |                                          |                                              | <b>2</b> 0.227832                                         |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 50, or by<br>the number of years the foundation has been in existence if less than 5 years . . . . .                                     |                                          |                                              | <b>3</b> 0.045566                                         |
| <b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 . . . . .                                                                                                                                         |                                          |                                              | <b>4</b> 316,579,900.                                     |
| <b>5</b> Multiply line 4 by line 3. . . . .                                                                                                                                                                                             |                                          |                                              | <b>5</b> 14,425,280.                                      |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b). . . . .                                                                                                                                                            |                                          |                                              | <b>6</b> 84,751.                                          |
| <b>7</b> Add lines 5 and 6. . . . .                                                                                                                                                                                                     |                                          |                                              | <b>7</b> 14,510,031.                                      |
| <b>8</b> Enter qualifying distributions from Part XII, line 4. . . . .<br>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<br>Part VI instructions. |                                          |                                              | <b>8</b> 15,399,216.                                      |

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

|                                                                                                                                                                                                                                                  |    |         |         |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .<br>Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) |    | 1       | 84,751. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .                                                                           |    |         |         |
| 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       | 84,751. |
| 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       | 84,751. |
| 6 Credits/Payments                                                                                                                                                                                                                               |    |         |         |
| a 2017 estimated tax payments and 2016 overpayment credited to 2017 . . . . .                                                                                                                                                                    | 6a | 83,323. |         |
| 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  | 83,323. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .                                                                                                                    | 8  |         |         |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                                                                                                        | 9  | 1,428.  |         |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .                                                                                                                                           | 10 |         |         |
| 11 Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>                                                                                                                   | 11 |         |         |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                          | Yes | No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .                                                                                                                                                                        |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition . . . . .<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| c Did the foundation file Form 1120-POL for this year? . . . . .                                                                                                                                                                                                                                                                                         |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____                                                                                                                              |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____                                                                                                                                                                                 |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                                 |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .                                                                                                                   |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                                 | X   |    |
| b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .                                                                                                                                                                                                                                                                             | X   |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>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<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .            | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                                       | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered. See instructions <input type="checkbox"/> NY,                                                                                                                                                                                                                        |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .                                                                                                                                  | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV . . . . .                                                                                          |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .                                                                                                                                                                                                          |     | X  |

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**Part VII-A Statements Regarding Activities (continued)**

|                                                                                                                                                                                                                                                                                                                                          | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions . . . . .                                                                                                                                       |     | X  |
| 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions . . . . .                                                                                                                                      |     | X  |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A                                                                                                                                                                                             | X   |    |
| 14 The books are in care of ▶ MCDERMOTT WILL & EMERY LLP Telephone no ▶ 212-547-5400<br>Located at ▶ 340 MADISON AVENUE, NEW YORK, NY ZIP+4 ▶ 10173-1922                                                                                                                                                                                 |     |    |
| 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 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? . . . . . See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶ |     | X  |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Yes | No  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1a During the year, did the foundation (either directly or indirectly)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |     |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions . . . . . Organizations relying on a current notice regarding disaster assistance, check here ▶                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 1b  | N/A |
| 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  | N/A |
| 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>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  | N/A |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |     |     |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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  | N/A |
| 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   |

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

|           |                                                                                                                                                                                                                                                                                                            | Yes                          | No                                     |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------------------|
| <b>5a</b> | During the year, did the foundation pay or incur any amount to                                                                                                                                                                                                                                             |                              |                                        |
| (1)       | Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?                                                                                                                                                                                                                      | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (2)       | Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?                                                                                                                                                            | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (3)       | Provide a grant to an individual for travel, study, or other similar purposes?                                                                                                                                                                                                                             | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (4)       | Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions                                                                                                                                                                        | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (5)       | Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?                                                                                                                                          | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>b</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 | <b>5b</b>                    | N/A                                    |
| <b>c</b>  | 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? If "Yes," attach the statement required by Regulations section 53.4945-5(d)                                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No            |
| <b>6a</b> | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?                                                                                                                                                                            | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>b</b>  | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870                                                                                                                                                                  | <b>6b</b>                    | X                                      |
| <b>7a</b> | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>b</b>  | If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?                                                                                                                                                                                                  | <b>7b</b>                    | N/A                                    |

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation. 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 14              |                                                           | 0.                                        | 0.                                                                    | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

| (a) Name and address of each employee paid more than \$50,000 | (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                                                          |                                                           |                  |                                                                       | 0.                                    |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

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

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**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                                                                               |                     | 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 | PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER CHARITABLE ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501 (C) (3). | 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                                                      | N/A |      |
| 2                                                      | N/A | NONE |
| All other program-related investments See instructions |     |      |
| 3                                                      | N/A |      |
| Total. Add lines 1 through 3 . . . . .                 |     | ▶    |

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

|          |                                                                                                                     |           |              |
|----------|---------------------------------------------------------------------------------------------------------------------|-----------|--------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes          |           |              |
| <b>a</b> | Average monthly fair market value of securities . . . . .                                                           | <b>1a</b> | 303,997,769. |
| <b>b</b> | Average of monthly cash balances . . . . .                                                                          | <b>1b</b> | 7,414,678.   |
| <b>c</b> | Fair market value of all other assets (see instructions). . . . .                                                   | <b>1c</b> | 9,988,467.   |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c) . . . . .                                                                     | <b>1d</b> | 321,400,914. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . . | <b>1e</b> |              |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets . . . . .                                                      | <b>2</b>  |              |
| <b>3</b> | Subtract line 2 from line 1d . . . . .                                                                              | <b>3</b>  | 321,400,914. |
| <b>4</b> | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions). . . . .  | <b>4</b>  | 4,821,014.   |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4          | <b>5</b>  | 316,579,900. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .                                                      | <b>6</b>  | 15,828,995.  |

**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 )

|           |                                                                                                                  |           |             |
|-----------|------------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b>  | Minimum investment return from Part X, line 6 . . . . .                                                          | <b>1</b>  | 15,828,995. |
| <b>2a</b> | Tax on investment income for 2017 from Part VI, line 5 . . . . .                                                 | <b>2a</b> | 84,751.     |
| <b>b</b>  | Income tax for 2017 (This does not include the tax from Part VI) . . . . .                                       | <b>2b</b> |             |
| <b>c</b>  | Add lines 2a and 2b . . . . .                                                                                    | <b>2c</b> | 84,751.     |
| <b>3</b>  | Distributable amount before adjustments Subtract line 2c from line 1 . . . . .                                   | <b>3</b>  | 15,744,244. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions . . . . .                                              | <b>4</b>  |             |
| <b>5</b>  | Add lines 3 and 4 . . . . .                                                                                      | <b>5</b>  | 15,744,244. |
| <b>6</b>  | Deduction from distributable amount (see instructions). . . . .                                                  | <b>6</b>  |             |
| <b>7</b>  | <b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . . | <b>7</b>  | 15,744,244. |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                              |           |             |
|----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes                                                                    |           |             |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .                                                                      | <b>1a</b> | 15,399,216. |
| <b>b</b> | Program-related investments - total from Part IX-B . . . . .                                                                                                 | <b>1b</b> |             |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .                                          | <b>2</b>  |             |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the                                                                                          |           |             |
| <b>a</b> | Suitability test (prior IRS approval required) . . . . .                                                                                                     | <b>3a</b> |             |
| <b>b</b> | Cash distribution test (attach the required schedule) . . . . .                                                                                              | <b>3b</b> |             |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                                             | <b>4</b>  | 15,399,216. |
| <b>5</b> | 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 . . . . . | <b>5</b>  | 84,751.     |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .                                                                              | <b>6</b>  | 15,314,465. |

**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)<br>Corpus | (b)<br>Years prior to 2016 | (c)<br>2016 | (d)<br>2017 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2017 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 15,744,244. |
| 2 Undistributed income, if any, as of the end of 2017                                                                                                                                |               |                            |             |             |
| a Enter amount for 2016 only. . . . .                                                                                                                                                |               |                            | 14,557,936. |             |
| b Total for prior years 20____, 20____, 20____                                                                                                                                       |               | NONE                       |             |             |
| 3 Excess distributions carryover, if any, to 2017                                                                                                                                    |               |                            |             |             |
| a From 2012 . . . . .                                                                                                                                                                |               |                            |             |             |
| b From 2013 . . . . .                                                                                                                                                                |               |                            |             |             |
| c From 2014 . . . . .                                                                                                                                                                |               |                            |             |             |
| d From 2015 . . . . .                                                                                                                                                                |               |                            |             |             |
| e From 2016 . . . . .                                                                                                                                                                |               |                            |             |             |
| f Total of lines 3a through e . . . . .                                                                                                                                              | 0.            |                            |             |             |
| 4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 15,399,216.                                                                                                           |               |                            |             |             |
| a Applied to 2016, but not more than line 2a . . .                                                                                                                                   |               |                            | 14,557,936. |             |
| 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. . . . .                                                                                                                                      |               |                            |             | 841,280.    |
| e Remaining amount distributed out of corpus. . .                                                                                                                                    |               |                            |             |             |
| 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                                                                                                                                    |               |                            |             |             |
| 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 . . . . .                                                                            |               |                            | NONE        |             |
| f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018. . . . .                                                                 |               |                            |             | 14,902,964. |
| 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 . . . . .                                                                                              | 0.            |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| a Excess from 2013 . . .                                                                                                                                                             |               |                            |             |             |
| b Excess from 2014 . . .                                                                                                                                                             |               |                            |             |             |
| c Excess from 2015 . . .                                                                                                                                                             |               |                            |             |             |
| d Excess from 2016 . . .                                                                                                                                                             |               |                            |             |             |
| e Excess from 2017 . . .                                                                                                                                                             |               |                            |             |             |

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

NONE

- 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 ☒ 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<br>Name and address (home or business)                     | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount      |
|----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-------------|
| <b>a</b> <i>Paid during the year</i><br>SEE SCHEDULE ATTACHED        |                                                                                                                    |                                      |                                     | 14,681,000. |
| <b>Total</b> . . . . .                                               |                                                                                                                    |                                      | ▶ <b>3a</b>                         | 14,681,000. |
| <b>b</b> <i>Approved for future payment</i><br>SEE SCHEDULE ATTACHED |                                                                                                                    |                                      |                                     | 15,158,561. |
| <b>Total</b> . . . . .                                               |                                                                                                                    |                                      | ▶ <b>3b</b>                         | 15,158,561. |

## 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)<br>Related or exempt<br>function income<br>(See instructions) |
|------------------------------------------------------------|----------------------|---------------------------|-----------------------|--------------------------------------|----|-------------------------------------------------------------------|
|                                                            | (a)<br>Business code | (b)<br>Amount             | (c)<br>Exclusion code | (d)<br>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                    | 14,232.                              |    |                                                                   |
| 4 Dividends and interest from securities . . . . .         |                      |                           | 14                    | 6,921,433.                           |    |                                                                   |
| 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 | 523000               | -79.                      | 18                    | 1,980,855.                           |    |                                                                   |
| 9 Net income or (loss) from special events . . .           |                      |                           |                       |                                      |    |                                                                   |
| 10 Gross profit or (loss) from sales of inventory . .      |                      |                           |                       |                                      |    |                                                                   |
| 11 Other revenue a _____                                   |                      |                           |                       |                                      |    |                                                                   |
| b ATCH 15                                                  | 523000               | -545.                     | 01                    | 7,278.                               |    |                                                                   |
| c _____                                                    |                      |                           |                       |                                      |    |                                                                   |
| d _____                                                    |                      |                           |                       |                                      |    |                                                                   |
| e _____                                                    |                      |                           |                       |                                      |    |                                                                   |
| 12 Subtotal Add columns (b), (d), and (e) . . . .          |                      | -624.                     |                       | 8,923,798.                           |    |                                                                   |
| 13 Total. Add line 12, columns (b), (d), and (e) . . . . . |                      |                           |                       |                                      | 13 | 8,923,174.                                                        |

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |       |     |    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|-----|----|
| <p><b>1</b> 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?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash . . . . .</p> <p>(2) Other assets . . . . .</p> <p><b>b</b> Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization . . . . .</p> <p>(2) Purchases of assets from a noncharitable exempt organization . . . . .</p> <p>(3) Rental of facilities, equipment, or other assets . . . . .</p> <p>(4) Reimbursement arrangements . . . . .</p> <p>(5) Loans or loan guarantees . . . . .</p> <p>(6) Performance of services or membership or fundraising solicitations . . . . .</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .</p> <p><b>d</b> 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.</p> |       | Yes | No |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |       |     |    |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 1a(1) |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 1a(2) |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |       |     |    |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 1b(1) |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 1b(2) |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 1b(3) |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 1b(4) |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 1b(5) |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 1b(6) |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 1c    |     | X  |

[illegible]

**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 |
|--------------------------|--------------------------|---------------------------------|
| N/A                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

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.

**Sign  
Here**

Signature of officer or trustee Rebecca Theriault Date 5/10/18

**PRESIDENT**  
Title

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

**Paid  
Preparer  
Use Only**

|                            |
|----------------------------|
| Print/Type preparer's name |
| JOSEPH BULGER              |

Preparer's signature d-j. B-e

Date 5/9/18

|                                                 |                   |
|-------------------------------------------------|-------------------|
| Check <input type="checkbox"/> if self-employed | PTIN<br>P01366942 |
|-------------------------------------------------|-------------------|

|             |                          |
|-------------|--------------------------|
| Firm's name | ▶ ERNST & YOUNG U.S. LLP |
|-------------|--------------------------|

Firm's EIN ▶ 34-6565596

Firm's address ► 77 WATER STREET, 9TH FL  
NEW YORK, NY

10005

Phone no 212-440-0800

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

| Kind of Property                             |                                       | Description                     |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold |
|----------------------------------------------|---------------------------------------|---------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis       | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |           |
| 7,670,470.                                   |                                       | SALE OF MARKETABLE SECURITIES   |                          |                                |                                    |              | VARIOUS              | VARIOUS   |
|                                              |                                       | 7,141,356.                      |                          |                                |                                    |              | 529,114.             |           |
| 334,073.                                     |                                       | STCG(L) THRU K-1'S              |                          |                                |                                    |              | VARIOUS              | VARIOUS   |
|                                              |                                       |                                 |                          |                                |                                    |              | 334,073.             |           |
| 1,098,946.                                   |                                       | LTCG(L) THRU K-1'S              |                          |                                |                                    |              | 1,098,946.           |           |
| 164.                                         |                                       | SEC 1231 15/20% G(L) THRU K-1'S |                          |                                |                                    |              | 164.                 |           |
| 18,558.                                      |                                       | LTCG(L) THRU ETON PARK          |                          |                                |                                    |              | 18,558.              |           |
| TOTAL GAIN(LOSS) .....                       |                                       |                                 |                          |                                |                                    |              | <u>1,980,855.</u>    |           |

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| <u>DESCRIPTION</u>         | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> |
|----------------------------|---------------------------------------------------|--------------------------------------|------------------------------------|
| INTEREST ON CREDIT BALANCE | 6.                                                | 6.                                   |                                    |
| INTEREST ON CHECKING       | 172.                                              | 172.                                 |                                    |
| INTEREST ON SAVINGS        | 14,054.                                           | 14,054.                              |                                    |
| TOTAL                      | <u>14,232.</u>                                    | <u>14,232.</u>                       |                                    |

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u>        | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> |
|---------------------------|---------------------------------------------------|--------------------------------------|------------------------------------|
| DIVIDENDS - GOLDMAN SACHS | 6,853,497.                                        | 6,853,497.                           |                                    |
| INTEREST FROM K-1S        | 2,167.                                            | 2,167.                               |                                    |
| DIVIDENDS FROM K-1S       | 65,769.                                           | 65,769.                              |                                    |
| TOTAL                     | <u>6,921,433.</u>                                 | <u>6,921,433.</u>                    |                                    |

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | ADJUSTED<br>NET<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|---------------------------|
| ORDINARY INCOME FROM K-1S                | 181.                                    | 181.                        |                           |
| ORDINARY INCOME (LOSS) FROM K-1S - UBTI  | -217.                                   |                             |                           |
| RENTAL REAL ESTATE INCOME FROM K-1S      | -310.                                   | -310.                       |                           |
| RENTAL REAL ESTATE INCOME FROM K-1S-UBTI | -335.                                   |                             |                           |
| SEC 988 LOSS FROM K-1S                   | -128.                                   | -128.                       |                           |
| SEC 987 LOSS FROM K-1S                   | -401.                                   | -401.                       |                           |
| SEC 951(A) INCOME - SUBPART F            | 7,936.                                  | 7,936.                      |                           |
| CANCELLATION OF DEBT FROM K-1S - UBTI    | 7.                                      |                             |                           |
| ADD-BACK: C/Y SUSPENDED PAL              |                                         | 2,669.                      |                           |
| TOTALS                                   | <u>6,733.</u>                           | <u>9,947.</u>               |                           |

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------|---------------------------------------------------|--------------------------------------|------------------------------------|--------------------------------|
| LEGAL FEES         | 5,000.                                            | 2,500.                               |                                    | 2,500.                         |
| TOTALS             | <u>5,000.</u>                                     | <u>2,500.</u>                        |                                    | <u>2,500.</u>                  |

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------|---------------------------------------------------|--------------------------------------|------------------------------------|--------------------------------|
| ACCOUNTING FEES    | 48,198.                                           | 24,100.                              |                                    | 24,099.                        |
| TOTALS             | <u>48,198.</u>                                    | <u>24,100.</u>                       |                                    | <u>24,099.</u>                 |

ATTACHMENT 6

FORM 990PF, PART I - TAXES

| DESCRIPTION                                        | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | ADJUSTED<br>NET<br>INCOME | CHARITABLE<br>PURPOSES |
|----------------------------------------------------|-----------------------------------------|-----------------------------|---------------------------|------------------------|
| FEDERAL TAXES PAID & DEFERRED<br>OTHER STATE TAXES | 73,999.<br>250.                         |                             |                           |                        |
| TOTALS                                             | <u>74,249.</u>                          |                             |                           |                        |

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION                    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | ADJUSTED<br>NET<br>INCOME | CHARITABLE<br>PURPOSES |
|--------------------------------|-----------------------------------------|-----------------------------|---------------------------|------------------------|
| CABLE                          | 1,366.                                  |                             |                           | 1,366.                 |
| INSURANCE                      | 14,207.                                 |                             |                           | 14,207.                |
| ADMINISTRATIVE EXPENSES        | 351,527.                                | 87,882.                     |                           | 263,645.               |
| POSTAGE                        | 1,082.                                  |                             |                           | 1,082.                 |
| RENT EXPENSE                   | 386,334.                                | 96,584.                     |                           | 289,751.               |
| SUPPLIES                       | 3,519.                                  |                             |                           | 3,519.                 |
| TELEPHONE                      | 10,530.                                 |                             |                           | 10,530.                |
| CONSULTING EXPENSE             | 13,500.                                 |                             |                           | 13,500.                |
| NYS FILING FEE                 | 1,500.                                  |                             |                           | 1,500.                 |
| PUBLIC NOTICE FEE              | 155.                                    |                             |                           | 155.                   |
| INFORMATION TECHNOLOGY         | 85,224.                                 |                             |                           | 85,224.                |
| TRAVEL & ENTERTAINMENT         | 4,820.                                  |                             |                           | 4,820.                 |
| MISCELLANEOUS EXPENSE          | 2,318.                                  |                             |                           | 2,318.                 |
| PORTFOLIO DEDUCTIONS THRU K-1S | 167,390.                                | 167,390.                    |                           |                        |
| FOREIGN TAX THRU GOLDMAN SACHS | 68,449.                                 | 68,449.                     |                           |                        |
| FOREIGN TAX THRU K-1'S         | 4,464.                                  | 4,464.                      |                           |                        |
| TOTALS                         | <u>1,116,385.</u>                       | <u>424,769.</u>             |                           | <u>691,617.</u>        |

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

| <u>DESCRIPTION</u>    | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ATTACHMENT 8</u>          |                       |
|-----------------------|---------------------------------|------------------------------|-----------------------|
|                       |                                 | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
| GOLDMAN SACHS ACCOUNT | 60,976,872.                     | 70,067,197.                  | 70,067,197.           |
| US OBLIGATIONS TOTAL  | <u>60,976,872.</u>              | <u>70,067,197.</u>           | <u>70,067,197.</u>    |

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

| <u>DESCRIPTION</u>    | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|-----------------------|---------------------------------|------------------------------|-----------------------|
| GOLDMAN SACHS ACCOUNT | 227,353,475                     | 245,636,507                  | 245,636,507           |
| TOTALS                | <u>227,353,475.</u>             | <u>245,636,507</u>           | <u>245,636,507.</u>   |

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10

| <u>DESCRIPTION</u>             | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|---------------------------------|------------------------------|-----------------------|
| ETON PARK OVERSEAS FUND LTD    | 430,759.                        | 118,298.                     | 118,298.              |
| LONE CASCADE, LP #1            | 2,329,410.                      | 2,936,398.                   | 2,936,398.            |
| LONE CASCADE, LP #2            | 5,761,998.                      | 7,199,954.                   | 7,199,954.            |
| WHITEHALL PARALLEL RE LP XIII  | 3,906.                          | 3,970.                       | 3,970.                |
| WHITEHALL PARALLEL GL RE LP 01 | 29,512.                         | 9,785.                       | 9,785.                |
| DIVIDEND RECEIVABLE            | 276,838.                        | 359,508.                     | 359,508.              |
| PREPAID TAXES                  |                                 | 5,575.                       | 5,575.                |
| TOTALS                         | <u>8,832,423.</u>               | <u>10,633,488.</u>           | <u>10,633,488.</u>    |

ATTACHMENT 11FORM 990PF, PART II - OTHER LIABILITIES

| <u>DESCRIPTION</u>             | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> |
|--------------------------------|---------------------------------|------------------------------|
| DUE TO HORACE W. GOLDSMITH FDN | 92,726.                         | 96,690.                      |
| DUE TO VITAL PROJECTS FUND, IN | 41,266.                         | 41,070.                      |
| DEFERRED FEDERAL EXCISE TAXES  | 3,126,845.                      | 3,648,614.                   |
| STATE TAXES PAYABLE            | 585.                            | 585.                         |
| ACCRUED ACCOUNTING FEES        | 50,000.                         | 50,000.                      |
| ACCOUNTS PAYABLE               | 9,055.                          | 26,855.                      |
| DUE TO GOLDMAN SACHS           | 131,526.                        | 82,212.                      |
| ACCRUED EXPENSES               |                                 | 488,492.                     |
| TOTALS                         | <u>3,452,003.</u>               | <u>4,434,518.</u>            |

ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED APPRECIATION FROM INVESTMENTS 26,005,343.

TOTAL 26,005,343.

ATTACHMENT 13FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ADJUSTMENT FOR DEFERRED FEDERAL EXCISE  
TAXES PAYABLE

522,195.

TOTAL

522,195.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER<br>WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS<br>TO EMPLOYEE<br>BENEFIT PLANS | EXPENSE ACCT<br>AND OTHER<br>ALLOWANCES |  |
|------------------|---------------------------------------------------------|--------------|-----------------------------------------------|-----------------------------------------|--|
|                  |                                                         |              |                                               |                                         |  |

RICHARD L. MENSCHEL  
375 PARK AVENUE  
SUITE 1602  
NEW YORK, NY 10152

PRESIDENT/TREASURER/DIRECTOR

0. 0. 0.

RONAY MENSCHEL  
375 PARK AVENUE  
SUITE 1602  
NEW YORK, NY 10152

SECRETARY/DIRECTOR

0. 0. 0.

ROBERT B. MENSCHEL  
375 PARK AVENUE  
SUITE 1602  
NEW YORK, NY 10152

DIRECTOR

0. 0. 0.

CELENE A. MENSCHEL  
375 PARK AVENUE  
SUITE 1602  
NEW YORK, NY 10152

DIRECTOR

0. 0. 0.

CHARIS B. DRANT  
375 PARK AVENUE  
SUITE 1602  
NEW YORK, NY 10152

DIRECTOR

0. 0. 0.

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

ATTACHMENT 14 (CONT'D)

| NAME AND ADDRESS                                                          | TITLE AND AVERAGE HOURS PER<br>WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS<br>TO EMPLOYEE<br>BENEFIT PLANS | EXPENSE ACCT<br>AND OTHER<br>ALLOWANCES |
|---------------------------------------------------------------------------|---------------------------------------------------------|--------------|-----------------------------------------------|-----------------------------------------|
| SABINA C. MENSCHER<br>375 PARK AVENUE<br>SUITE 1602<br>NEW YORK, NY 10152 | DIRECTOR                                                | 0.           | 0.                                            | 0.                                      |
|                                                                           | GRAND TOTALS                                            | 0.           | 0.                                            | 0.                                      |

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 15

| DESCRIPTION                   | BUSINESS<br>CODE | AMOUNT | EXCLUSION<br>CODE | RELATED OR EXEMPT<br>FUNCTION INCOME |  |
|-------------------------------|------------------|--------|-------------------|--------------------------------------|--|
|                               |                  |        |                   | AMOUNT                               |  |
| ORD. INC. - K-1S              | 523000           | -217.  | 01                | 181.                                 |  |
| RRE INC. - K-1S               | 523000           | -335.  | 01                | -310.                                |  |
| SEC 988 GAIN- K-1S            |                  |        | 01                | -128.                                |  |
| SEC 987 GAIN- K-1S            |                  |        | 01                | -401.                                |  |
| CANCELLATION OF DEBT          |                  |        |                   |                                      |  |
| SEC 951(A) INCOME - SUBPART F | 523000           | 7.     |                   | 7,936.                               |  |
| TOTALS                        |                  | -545.  |                   | 7,278.                               |  |

**CHARINA ENDOWMENT FUND, INC.**  
**EIN: 13-3675545**  
**2017 Form 990-PF**

**ATTACHMENT TO FORM 990-PF**  
**FLOW-THROUGH ITEMS OF INCOME AND EXPENSE REPORTED ON PT I**  
**LINES 3, 4, 6a, 11, 23**

Charina Endowment Fund, Inc. has reported interest, dividends, capital gains, ordinary income and expense items as flowing through the following partnership investment:

Whitehall Parallel Real Estate Limited Partnership XIII  
EIN: 75-2849160

This investment is held in the name of The Horace W. Goldsmith Foundation. Charina Endowment Fund, Inc. holds 25% of this investment as a result of the 2006 restructuring by The Horace W. Goldsmith Foundation. Charina Endowment Fund, Inc. is therefore including as nominee income 25% of the total income and expense items attributable to The Horace W. Goldsmith Foundation for 2017. [EIN: 13-6107758].

CHARINA ENDOWMENT FUND, INC.

EIN: 13-3675545

FYE 12/31/2017

FORM 990-PF

SCHEDULE OF SUSPENDED PAL:

| FYE        | CURRENT YEAR<br>PASSIVE GAINS | CURRENT YEAR<br>PASSIVE LOSSES | CURRENT YEAR<br>PASSIVE LOSSES<br>UTILIZED | CURRENT YEAR<br>NET PASSIVE<br>LOSSES | TOTAL SUSPENDED<br>PASSIVE LOSSES<br>CARRYFORWARD |
|------------|-------------------------------|--------------------------------|--------------------------------------------|---------------------------------------|---------------------------------------------------|
| 12/31/2015 | 1,042                         | (27,309)                       | -                                          | (26,267)                              | (26,267)                                          |
| 12/31/2016 | 1,419                         | (38)                           | 1,381                                      | -                                     | (24,886)                                          |
| 12/31/2017 | 345                           | (3,014)                        | -                                          | (2,669)                               | (27,555)                                          |

Charina Endowment Fund, INC  
 EIN. 13-3675545  
 Charitable Contributions Paid and approved  
 FYE 12/31/2017

| Grantee                                                    | City, State    | Purpose              | Status | Payable As Of<br>12/31/2016 | Approved in<br>2017 | Total to be<br>Paid | Amount Paid<br>in 2017 | Remaining<br>for 2017 | Payable<br>Future Years | 2018      | 2019      | 2020 | 2021+* |
|------------------------------------------------------------|----------------|----------------------|--------|-----------------------------|---------------------|---------------------|------------------------|-----------------------|-------------------------|-----------|-----------|------|--------|
| ACLU Foundation                                            | Union, NJ      | General/Unrestricted | PC     | 750,000                     |                     | 750,000             | 250,000                |                       | 500,000                 | 250,000   | 250,000   |      |        |
| AmniCares Foundation, Inc                                  | Stamford, CT   | Special Project      | PC     |                             | 250,000             | 250,000             | 250,000                |                       |                         |           |           |      |        |
| Bang on A Can                                              | Brooklyn, NY   | General Operating    | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         |           |           |      |        |
| Bank Street College                                        | New York, NY   | Special Project      | PC     |                             | 250,000             | 250,000             | 250,000                |                       |                         |           |           |      |        |
| Bladder Cancer Advocacy Network                            | Bethesda, MD   | Research             | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         |           |           |      |        |
| Brooklyn Public Library                                    | Brooklyn, NY   | General/Unrestricted | PC     | 25,000                      |                     | 25,000              | 25,000                 |                       |                         |           |           |      |        |
| Children's Aid Society                                     | New York, NY   | General/Unrestricted | PC     | 100,000                     |                     | 100,000             | 100,000                |                       |                         |           |           |      |        |
| Children's Hospital Foundation                             | Washington, DC | General Operating    | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         |           |           |      |        |
| City University of New York                                | New York, NY   | General/Unrestricted | PC     | 150,000                     |                     | 150,000             | 150,000                |                       |                         |           |           |      |        |
| Columbia University                                        | New York, NY   | Special Project      | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         |           |           |      |        |
| The Cooper Union for the Advancement of Science and Art    | New York, NY   | SPTBD                | PC     |                             | 500,000             | 500,000             | 500,000                |                       |                         |           |           |      |        |
| Cornell University                                         | Ithaca, NY     | General/Unrestricted | PC     | 3,000,000                   |                     | 3,000,000           | 1,000,000              |                       | 2,000,000               | 1,000,000 | 1,000,000 |      |        |
| Doctors Without Borders USA, Inc Medecins Sans Frontieres  | New York, NY   | General Operating    | PC     |                             | 250,000             | 250,000             | 250,000                |                       |                         |           |           |      |        |
| Drugs for Neglected Diseases Initiative, North America Inc | New York, NY   | General Operating    | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         |           |           |      |        |
| Educare DC                                                 | Washington, DC | General Operating    | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         |           |           |      |        |
| Film Forum (was The Moving Image)                          | New York, NY   | Special Project      | PC     |                             | 250,000             | 250,000             | 250,000                |                       |                         | 250,000   |           |      |        |
| Friends of the High Line                                   | New York, NY   | Special Project      | PC     |                             | 300,000             | 300,000             | 300,000                |                       |                         | 400,000   |           |      |        |
| Georgetown Day School                                      | Washington, DC | Special Project      | PC     | 500,000                     |                     | 500,000             | 100,000                |                       |                         | 400,000   |           |      |        |
| Goddard Riverside Community Center                         | New York, NY   | General/Unrestricted | PC     | 83,000                      |                     | 83,000              | 83,000                 |                       |                         | 500,000   |           |      |        |
| Harvard Graduate School of Education                       | Boston, MA     | General/Unrestricted | PC     | 1,000,000                   |                     | 1,000,000           | 500,000                |                       |                         | 500,000   |           |      |        |
| Harvard School of Public Health                            | Boston, MA     | Special Project      | PC     |                             | 3,000,000           | 3,000,000           | 750,000                |                       |                         | 750,000   |           |      |        |
| Harvard University                                         | Boston, MA     | Mixed Use            | PC     |                             | 3,000,000           | 3,000,000           | 1,500,000              |                       |                         | 750,000   |           |      |        |
| Hospital for Special Surgery                               | New York, NY   | General/Unrestricted | PC     | 3,000,000                   |                     | 3,000,000           | 250,000                |                       |                         | 1,500,000 |           |      |        |
| Human Rights First                                         | New York, NY   | General/Unrestricted | PC     | 2,000,000                   |                     | 2,000,000           | 150,000                |                       |                         | 1,750,000 |           |      |        |
| Hunter College Foundation, Inc                             | New York, NY   | Special Project      | PC     | 150,000                     |                     | 150,000             | 300,000                |                       |                         |           |           |      |        |
| International Rescue Committee                             | New York, NY   | Mixed Use            | PC     |                             | 500,000             | 500,000             | 500,000                |                       |                         |           |           |      |        |
| Irish Arts Center                                          | New York, NY   | Capital Improvement  | PC     |                             | 250,000             | 250,000             |                        |                       |                         | 250,000   |           |      |        |
| Jewish Home Lifecare                                       | New York, NY   | General/Unrestricted | PC     |                             | 250,000             | 250,000             |                        |                       |                         | 500,000   |           |      |        |
| Jewish Theological Seminary of America                     | New York, NY   | Building             | PC     | 2,000,000                   |                     | 2,000,000           |                        |                       |                         | 500,000   |           |      |        |
| The John Jay College Foundation, Inc                       | New York, NY   | Special Project      | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         | 500,000   |           |      |        |
| Lenox Hill Neighborhood House                              | New York, NY   | General Operating    | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         | 500,000   |           |      |        |
| The Library of America                                     | New York, NY   | General/Unrestricted | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         |           |           |      |        |
| Madison Square Park Conservancy                            | Boston, MA     | General/Unrestricted | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         |           |           |      |        |
| Martha's Table, Inc                                        | New York, NY   | Special Project      | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         |           |           |      |        |
| Memorial Sloan-Kettering Hospital                          | Washington, DC | General Operating    | PC     |                             | 150,000             | 150,000             | 150,000                |                       |                         |           |           |      |        |
| Memorial Sloan-Kettering Hospital                          | New York, NY   | Special Project      | PC     |                             | 200,000             | 200,000             | 200,000                |                       |                         |           |           |      |        |
| Mestizo Dance, Inc                                         | New York, NY   | Special Project      | PC     |                             | 200,000             | 200,000             | 200,000                |                       |                         |           |           |      |        |
| The Morgan Library & Museum                                | Elmhurst, NY   | Special Project      | PC     |                             | 30,000              | 30,000              | 30,000                 |                       |                         |           |           |      |        |
| The Morgan Library & Museum                                | New York, NY   | Mixed Use            | PC     | 250,000                     |                     | 250,000             | 250,000                |                       |                         |           |           |      |        |
| Museum of Jewish Heritage                                  | New York, NY   | Mixed Use            | PC     |                             | 2,750,000           | 2,750,000           | 500,000                |                       |                         | 750,000   |           |      |        |
| Museum of WWI                                              | New York, NY   | Exhibition           | PC     |                             | 50,000              | 50,000              | 50,000                 |                       |                         | 2,250,000 |           |      |        |
| Museum of WWII                                             | Natick, MA     | General/Unrestricted | PC     | 150,000                     |                     | 150,000             |                        |                       |                         | 150,000   |           |      |        |
| Nantucket Cottage Hospital                                 | Natick, MA     | General/Unrestricted | PC     | 100,000                     |                     | 100,000             |                        |                       |                         | 100,000   |           |      |        |
| National Philanthropic Trust                               | Nantucket, MA  | General/Unrestricted | PC     | 500,000                     |                     | 500,000             | 500,000                |                       |                         | 100,000   |           |      |        |
| New York Law School                                        | Jenintown, PA  | Special Project      | PC     | 1,000,000                   |                     | 1,000,000           | 1,000,000              |                       |                         |           |           |      |        |
| New York Public Radio                                      | New York, NY   | Special Project      | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         |           |           |      |        |
| Partners in Health                                         | New York, NY   | Mixed Use            | PC     |                             | 750,000             | 750,000             | 750,000                |                       |                         |           |           |      |        |
| Physicians for Human Rights, Inc                           | New York, NY   | General Operating    | PC     |                             | 250,000             | 250,000             | 250,000                |                       |                         |           |           |      |        |
| ProPublica, Inc                                            | New York, NY   | General Operating    | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         |           |           |      |        |
| Public Art Fund                                            | New York, NY   | General Operating    | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         |           |           |      |        |
| The Rockefeller University                                 | New York, NY   | Special Project      | PC     |                             | 75,000              | 75,000              | 75,000                 |                       |                         |           |           |      |        |
|                                                            | New York, NY   | General/Unrestricted | PC     | 250,000                     |                     | 250,000             | 250,000                |                       |                         |           |           |      |        |

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| Grantee                                                 | City, State    | Purpose              | Status | Payable As Of<br>12/31/2016 | Approved in<br>2017 | Total to be<br>Paid | Amount Paid<br>in 2017 | Remaining<br>for 2017 | Payable<br>Future Years | 2018             | 2019             | 2020             | 2021+          |
|---------------------------------------------------------|----------------|----------------------|--------|-----------------------------|---------------------|---------------------|------------------------|-----------------------|-------------------------|------------------|------------------|------------------|----------------|
| Scholars at Risk/New York University                    | New York, NY   | General Operating    | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         |                  |                  |                  |                |
| Seventh Regiment Armory Conservancy, Inc                | New York, NY   | Mixed Use            | PC     |                             | 1,000,000           | 1,000,000           | 334,000                |                       | 666,000                 | 333,000          | 333,000          |                  |                |
| Shake-a-Leg DBA Sale to Prevail                         | Newport, RI    | General Operating    | PC     |                             | 75,000              | 75,000              | 75,000                 |                       |                         |                  |                  |                  |                |
| Sibley Memorial Hospital Foundation                     | Washington, DC | General Operating    | PC     |                             | 75,000              | 75,000              | 75,000                 |                       |                         |                  |                  |                  |                |
| Sidwell Friends School                                  | Washington, DC | General/Unrestricted | PC     |                             | 500,000             | 500,000             | 100,000                |                       | 400,000                 | 400,000          |                  |                  |                |
| St. Ann's Warehouse                                     | New York, NY   | General/Unrestricted | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         |                  |                  |                  |                |
| The Statue of Liberty-Ellis Island Foundation, Inc      | New York, NY   | General/Unrestricted | PC     |                             | 250,000             | 250,000             | 250,000                |                       |                         |                  |                  |                  |                |
| StoryCorps, Inc (was Sound Portraits Productions, Inc ) | Brooklyn, NY   | General Operating    | PC     |                             | 150,000             | 150,000             | 150,000                |                       |                         |                  |                  |                  |                |
| The Studio in A School Association                      | New York, NY   | General Operating    | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         |                  |                  |                  |                |
| Summer on the Hill                                      | Bronx, NY      | General Operating    | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         |                  |                  |                  |                |
| Symphony Space                                          | New York, NY   | General/Unrestricted | PC     | 100,000                     |                     | 100,000             |                        |                       | 100,000                 | 100,000          |                  |                  |                |
| The Urban Assembly                                      | New York, NY   | General Operating    | PC     |                             | 100,000             | 100,000             | 100,000                |                       |                         |                  |                  |                  |                |
| Vera Institute of Justice                               | New York, NY   | Capital Improvement  | PC     |                             | 1,000,000           | 1,000,000           | 334,000                |                       | 666,000                 | 333,000          | 333,000          |                  |                |
| <b>Totals</b>                                           |                |                      |        | <b>14,958,000</b>           | <b>15,455,000</b>   | <b>30,413,000</b>   | <b>14,681,000</b>      | <b>0</b>              | <b>15,732,000</b>       | <b>7,066,000</b> | <b>6,166,000</b> | <b>2,000,000</b> | <b>500,000</b> |

Less Grants approved in previous years and cancelled  
 Adjustment for present value discount per financial statements  
 Adjusted total disclosed on financial statements

(100,000)  
 (48,244)  
15,306,756

(573,439) Discount - Outstanding Pledge Accrual  
15,158,561