

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation LEMBERG FOUNDATION INC		A Employer identification number 13-6082064	
Number and street (or P O box number if mail is not delivered to street address) 430 PARK AVENUE 2ND FL		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10022		B Telephone number (see instructions) (212) 682-9595	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1. Foreign organizations, check here 2 Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 47,530,040		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	51,486			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	26,945	26,297		
	4 Dividends and interest from securities	872,801	872,801		
	5a Gross rents	505,610	505,610		
	b Net rental income or (loss) 272,858				
	6a Net gain or (loss) from sale of assets not on line 10	2,984,051			
	b Gross sales price for all assets on line 6a 3,963,324				
	7 Capital gain net income (from Part IV, line 2)		2,984,051		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-61,464	2,962		
	12 Total. Add lines 1 through 11	4,379,429	4,391,721		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	27,178	27,178		
	b Accounting fees (attach schedule)	15,250	15,250		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	134,439			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	228,314	228,314		
	24 Total operating and administrative expenses. Add lines 13 through 23	405,181	270,742		0
	25 Contributions, gifts, grants paid	3,270,500			3,270,500
	26 Total expenses and disbursements. Add lines 24 and 25	3,675,681	270,742		3,270,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	703,748			
	b Net investment income (if negative, enter -0-)		4,120,979		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	55,818	202,919	202,919
	2 Savings and temporary cash investments	35,806	448,353	448,353
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____	7,176		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,069,498	883,515	29,626,968
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	7,560,750	7,853,431	17,251,800	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,729,048	9,388,218	47,530,040	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)	47,765	3,187	
	23 Total liabilities (add lines 17 through 22)	47,765	3,187	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	492,678	492,678	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	8,188,605	8,892,353	
30 Total net assets or fund balances (see instructions)	8,681,283	9,385,031		
31 Total liabilities and net assets/fund balances (see instructions) .	8,729,048	9,388,218		

Part III Analysis of Changes in Net Assets or Fund Balances		
1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,681,283
2 Enter amount from Part I, line 27a	2	703,748
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	9,385,031
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	9,385,031

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	2,984,051
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	-75,801

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

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

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

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



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	3,829,749	46,074,635	0 083121
2015	3,590,564	42,270,859	0 084942
2014	2,859,627	42,224,261	0 067725
2013	2,245,394	40,474,120	0 055477
2012	1,972,549	39,310,075	0 050179
2 Total of line 1, column (d)			2 0 341444
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 068289
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 47,226,807
5 Multiply line 4 by line 3			5 3,225,071
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 41,210
7 Add lines 5 and 6			7 3,266,281
8 Enter qualifying distributions from Part XII, line 4			8 3,270,500

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	41,210
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	41,210
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	41,210
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	22,126
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	47,126
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,916
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 5,916 Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
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 taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of JOHN USDAN Telephone no (212) 682-9595			

Located at **430 PARK AVENUE 505 NEW YORK NY** ZIP+4 **10022**

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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		
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		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

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

Part VIII

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

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JOHN USDAN 430 PARK AVENUE 2ND FL NEW YORK, NY 10022	PRESIDENT 000 00	0	0	0
ADAM USDAN 430 PARK AVENUE 2ND FL NEW YORK, NY 10022	VICE PRESIDE 000 00	0	0	0
ESME USDAN 430 PARK AVENUE 2ND FL NEW YORK, NY 10022	SECRETARY 000 00	0	0	0
DALE LEWIS 430 PARK AVENUE 2ND FL NEW YORK, NY 10022	DIRECTOR 000 00	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	30,281,518
b	Average of monthly cash balances.	1b	412,679
c	Fair market value of all other assets (see instructions).	1c	17,251,800
d	Total (add lines 1a, b, and c).	1d	47,945,997
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	47,945,997
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	719,190
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	47,226,807
6	Minimum investment return. Enter 5% of line 5.	6	2,361,340

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

1	Minimum investment return from Part X, line 6.	1	2,361,340
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	41,210
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	41,210
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,320,130
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,320,130
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,320,130

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	3,270,500
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	3,270,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	41,210
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,229,290

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,320,130
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.	206,573			
b From 2013.	248,898			
c From 2014.	769,720			
d From 2015.	1,501,991			
e From 2016.	1,562,759			
f Total of lines 3a through e.	4,289,941			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 3,270,500				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2017 distributable amount.				2,320,130
e Remaining amount distributed out of corpus	950,370			
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	5,240,311			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	206,573			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	5,033,738			
10 Analysis of line 9				
a Excess from 2013.	248,898			
b Excess from 2014.	769,720			
c Excess from 2015.	1,501,991			
d Excess from 2016.	1,562,759			
e Excess from 2017.	950,370			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed JOHN USDAN 430 PARK AVENUE 505 NEW YORK, NY 10022 (212) 682-9595	
b The form in which applications should be submitted and information and materials they should include LETTER	
c Any submission deadlines NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors NO	

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	3,270,500
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule

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

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

*****	2018-10-18	*****
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below?
 (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	ROBERT D MITGANG		2018-10-18		P00363585
	Firm's name ▶ PERETZ RESNICK MITGANG & MARCUS LLP				Firm's EIN ▶ 13-4038381
Firm's address ▶ 303 SOUTH BROADWAY SUITE 105 TARRYTOWN, NY 105915410					Phone no (914) 332-5393

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
SEE ATTACHED-MORGAN STANLEY	P		
RCG LONGVIEW	P	2016-12-30	2017-12-31
SEE ATTACHED-MORGAN STANLEY	P		
WEST ST CAPITAL	P	2017-12-31	2017-12-31
SEE ATTACHED-MORGAN STANLEY	P		
CLAREANT EURO	P	2016-12-30	2017-12-31
SEE ATTACHED-MORGAN STANLEY	P		
ENTERPRISE	P	2016-12-30	2017-12-31
SEE ATTACHED-MORGAN STANLEY	P		
ALKEON GROWTH	P	2017-12-31	2017-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
44,494		21,200	23,294
		10,614	-10,614
117,921		100,496	17,425
90			90
555,477		380,151	175,326
1,377			1,377
84,683		82,548	2,135
		322	-322
2,823,127		214,796	2,608,331
		27,134	-27,134

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			23,294
			-10,614
			17,425
			90
			175,326
			1,377
			2,135
			-322
			2,608,331
			-27,134

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
OXBRIDGE	P	2017-12-31	2017-12-31
ALKEON GROWTH	P	2016-12-30	2017-12-31
OXBRIDGE	P	2016-12-30	2017-12-31
SECTION 1256	P	2017-12-31	2017-12-31
KKR CHINA GROWTH	P	2016-12-30	2017-12-31
SECTION 1256	P	2016-12-30	2017-12-31
ALKEON ASIA GROWTH	P	2017-12-31	2017-12-31
ALKEON ASIA GROWTH	P	2016-12-30	2017-12-31
TAILWIND CAPITAL PARTNERS II	P	2016-12-30	2017-12-31
TAILWIND CAPITAL PARTNERS II	P	2016-12-30	2017-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
19,443			19,443
84,581			84,581
88,021			88,021
		13,041	-13,041
52,393			52,393
		19,562	-19,562
		80,588	-80,588
37,724			37,724
3,394			3,394
		166	-166

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			19,443
			84,581
			88,021
			-13,041
			52,393
			-19,562
			-80,588
			37,724
			3,394
			-166

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
KKR ENERGY INC & GROWTH I TE	P	2016-12-30	2017-12-31
KKR ENERGY INC & GROWTH I TE	P	2016-12-30	2017-12-31
KKR ENERGY INC & GROWTH I TE AIV	P	2016-12-30	2017-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
		1,538	-1,538
50,599			50,599
		27,117	-27,117

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,538
			50,599
			-27,117

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
A CLOSER LOOK4175 LYTCHFIELD CT WINSTON SALEM, NC 27104			GENERAL PUBLIC SUPPORT	10,000
AMERICAN ISRAEL CULTURAL FOUNDATION 1140 BROADWAY SUITE 304 NEW YORK, NY 10001			GENERAL PUBLIC SUPPORT	2,500
AMERICAN RED CROSS 520 WEST 49TH ST NEW YORK, NY 10019			GENERAL PUBLIC SUPPORT	2,500
Total ► 3a				3,270,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ANIMAL MEDICAL CENTER 510 EAST 62ND ST NEW YORK, NY 10065			GENERAL PUBLIC SUPPORT	100,000
APPLESEED599 LEXINGTON AVE NEW YORK, NY 10022			GENERAL PUBLIC SUPPORT	500
ARCHIVE FOR RESEARCH 28 EAST 39TH ST NEW YORK, NY 10016			GENERAL PUBLIC SUPPORT	2,500
Total ▶ 3a				3,270,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ART CONNECTIONS520 8TH AVE 321 NEW YORK, NY 10018			GENERAL PUBLIC SUPPORT	1,000
BENNINGTON COLLEGE1 COLLEGE DR BENNINGTON, VT 05201			GENERAL PUBLIC SUPPORT	86,000
BRONX HOUSE INC990 PELHAM PKWY S BRONX, NY 10461			GENERAL PUBLIC SUPPORT	25,000
Total ▶ 3a				3,270,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BROOKLYN ACADEMY OF MUSIC 30 LAFAYETTE AVE BROOKLYN, NY 11217			GENERAL PUBLIC SUPPORT	135,000
BROOKLYN CHILDRENS MUSEUM 145 BROOKLYN AVE BROOKLYN, NY 11213			GENERAL PUBLIC SUPPORT	4,000
CAMP OAKHURST1140 BROADWAY SUITE 903 NEW YORK, NY 10010			GENERAL PUBLIC SUPPORT	5,000
Total ▶ 3a				3,270,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHILDRENS AID SOCIETY711 3RD AVE SUITE 700 NEW YORK, NY 10017			GENERAL PUBLIC SUPPORT	10,000
COOKE CENTER FOR LEARNING 475 RIVERSIDE DR 730 NEW YORK, NY 10115			GENERAL PUBLIC SUPPORT	250,000
COOPER HEWITT NATIONAL MUSEUM 2 EAST 91ST STREET NEW YORK, NY 10128			GENERAL PUBLIC SUPPORT	92,000
Total ► 3a				3,270,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EDUCATIONAL ALLIANCE 197 EAST BROADWAY NEW YORK, NY 10002			GENERAL PUBLIC SUPPORT	2,500
EDUCATION THROUGH MUSIC 122 EAST 42ND ST 1501 NEW YORK, NY 10168			GENERAL PUBLIC SUPPORT	2,500
ENVIRONMENTAL DEFENSE FUND 257 PARK AVE SOUTH NEW YORK, NY 10010			GENERAL PUBLIC SUPPORT	10,000
Total ► 3a				3,270,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ETHICAL CULTURE FIELDSTON SCHOOL 3901 FIELDSTON RD BRONX, NY 10471			GENERAL PUBLIC SUPPORT	1,500
FILM FORUM209 W HOUSTON ST NEW YORK, NY 10014			GENERAL PUBLIC SUPPORT	8,500
FOOD ALLERGY INITIATIVE 515 MADISON AVE SUITE 1912 NEW YORK, NY 10022			GENERAL PUBLIC SUPPORT	20,000
Total ▶ 3a				3,270,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FOUNDATION CENTER32 OLD SLIP 24TH FL NEW YORK, NY 10005			GENERAL PUBLIC SUPPORT	2,500
FOUNTAIN HOUSE425 WEST 47TH ST NEW YORK, NY 10036			GENERAL PUBLIC SUPPORT	2,500
HAND IN HAND390 KINGS HIGHWAY BROOKLYN, NY 11223			GENERAL PUBLIC SUPPORT	5,000
Total ▶ 3a				3,270,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOUR CHILDREN36-11 12TH ST LONG ISLAND CITY, NY 11106			GENERAL PUBLIC SUPPORT	2,500
JCC MANHATTAN334 AMSTERDAM AVE NEW YORK, NY 10023			GENERAL PUBLIC SUPPORT	3,500
JEWISH CHILDRENS MUSEUM 792 EASTERN PARKWAY BROOKLYN, NY 11213			GENERAL PUBLIC SUPPORT	2,500
Total ▶ 3a				3,270,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JEWISH BOARD OF FAMILY SERVICES 135 WEST 50TH ST NEW YORK, NY 10020			GENERAL PUBLIC SUPPORT	25,000
JFF88 BROAD ST 8TH FL BOSTON, MA 02110			GENERAL PUBLIC SUPPORT	25,000
JONAS CENTER FOR NURSING 107 EAST 70TH ST NEW YORK, NY 10021			GENERAL PUBLIC SUPPORT	30,000
Total ▶ 3a				3,270,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JOSE LIMON DANCE FOUNDATION 466 WEST 152ND ST NEW YORK, NY 10031			GENERAL PUBLIC SUPPORT	2,500
KAREN ORGANIZATION2353 RICE ST 240 ROSEVILLE, MN 55113			GENERAL PUBLIC SUPPORT	1,000
LEARNING SPRING SCHOOL 247 EAST 20TH ST NEW YORK, NY 10003			GENERAL PUBLIC SUPPORT	50,000
Total ▶ 3a				3,270,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LINCOLN CENTER THEATRE 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023			GENERAL PUBLIC SUPPORT	55,000
NATIONAL YIDDISH INSTITUTE 36 BATTERY PL 201 NEW YORK, NY 10280			GENERAL PUBLIC SUPPORT	2,500
NY BOTANICAL GARDEN 2900 SOUTHERN BLVD BRONX, NY 10458			GENERAL PUBLIC SUPPORT	40,000
Total 				3,270,500
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NY COLLABORATE FOR AUTISM 3 EAST 54TH ST 5TH FLOOR NEW YORK, NY 10022			GENERAL PUBLIC SUPPORT	2,500
ORCHESTRA ST LUKES 450 WEST 37TH ST SUITE 502 NEW YORK, NY 10018			GENERAL PUBLIC SUPPORT	5,000
PARK AVE SYNAGOGUE 50 EAST 87TH ST NEW YORK, NY 10128			GENERAL PUBLIC SUPPORT	200,000
Total ▶ 3a				3,270,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PUBLIC ART FUND1 EAST 53RD STREET 12 NEW YORK, NY 10022			GENERAL PUBLIC SUPPORT	7,500
SCARSDALE ADULT SCHOOLPO BOX 205 SCARSDALE, NY 10583			GENERAL PUBLIC SUPPORT	2,000
SLCD87-25 136TH STREET NEW YORK, NY 11418			GENERAL PUBLIC SUPPORT	5,000
Total ▶ 3a				3,270,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SLSLF INC430 PARK AVE SUITE 505 NEW YORK, NY 10022			GENERAL PUBLIC SUPPORT	57,000
SYMPHONY SPACE2537 BROADWAY NEW YORK, NY 10025			GENERAL PUBLIC SUPPORT	6,000
TBTB400 WEST 43RD ST 43R NEW YORK, NY 10036			GENERAL PUBLIC SUPPORT	5,000
Total ▶ 3a				3,270,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE CENTER FOR ARTS EDUCATION 266 WEST 37TH ST NEW YORK, NY 10018			GENERAL PUBLIC SUPPORT	2,500
THE GREENWICH ART 299 GREENWICH AVE GREENWICH, CT 06830			GENERAL PUBLIC SUPPORT	3,000
THE HASTINGS CENTER 21 MALCOM GORDON RD GARRISON, NY 10524			GENERAL PUBLIC SUPPORT	50,000
Total ▶ 3a				3,270,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE MINDS FOUNDATION 231 PINE HILL CIRCLE WALTHAM, MA 02451			GENERAL PUBLIC SUPPORT	1,000
SCHOOL FOR CHILDREN1001 6TH AVE 4TH FLOOR NEW YORK, NY 10018			GENERAL PUBLIC SUPPORT	30,000
USDAN CENTER 185 COLONIAL SPRINGS RD WHATLEY HEIGHTS, NY 11798			GENERAL PUBLIC SUPPORT	675,000
Total ▶ 3a				3,270,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WEILL CORNELL MEDICAL COLLEGE 1300 YORK AVE NEW YORK, NY 10065			GENERAL PUBLIC SUPPORT	63,000
WESLEYAN UNIVERSITY45 WYLLYS AVE MIDDLETOWN, CT 06459			GENERAL PUBLIC SUPPORT	1,000,000
WESTPORT COUNTRY PLAYHOUSE 25 POWERS CT WESTPORT, CT 06880			GENERAL PUBLIC SUPPORT	1,000
Total ▶ 3a				3,270,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WNET 13825 8TH AVENUE NEW YORK, NY 10019			GENERAL PUBLIC SUPPORT	20,000
YALE UNIVERSITY SCHOOL YALE UNIVERSITY NEW HAVEN, CT 06520			GENERAL PUBLIC SUPPORT	104,000
THE SOUTHERN INSTITUTE 90-F GLENDA TRACE SUITE 326 NEWNAN, GA 30265			GENERAL PUBLIC SUPPORT	6,000
Total ▶ 3a				3,270,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE WESTPORT LIBRARY20 JESUP RD WESTPORT, CT 06880			GENERAL PUBLIC SUPPORT	4,500
Total ▶ 3a				3,270,500

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a NOD BROOK LLC	531120	-148,237	16		
b K-1 48-01 QUEENS BLVD LLC			16	103,278	
c K-1 48-11 QUEENS BLVD LLC			16	103,278	
d K-1 TWO NUTS LP	531120	216,352	16		
e K-1 MERCIFUL SPRINGS LLC	531120	34,512	16		
f SEE ATTACHED-INCOME FROM K-			16	-373,609	

TY 2017 Accounting Fees Schedule**Name:** LEMBERG FOUNDATION INC**EIN:** 13-6082064**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CO-OP 478 WEST BWAY	1,250	1,250		
BLDG-BELL BLVD 1-QUEENS	2,000	2,000		
INDIRECT ACCOUNTING FEES	12,000	12,000		

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TY 2017 Amortization Schedule

Name: LEMBERG FOUNDATION INC

EIN: 13-6082064

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
AMORTIZATION					6,404	6,404		6,404

TY 2017 Investments Corporate Stock Schedule**Name:** LEMBERG FOUNDATION INC**EIN:** 13-6082064

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BP PLC-5,036		
CONOCOPHILLIPS-600		
ENLINK-2,000		
GOLAR LNG LIMITED-1,500	53,840	44,715
HERCULES- 5,000	70,183	65,600
LL&E-11,180	29,225	
NORFLK SOUTHERN-10,773	52,763	1,561,008
PEPSICO-254,000	406,747	27,701,520
PINACLE BANK OF ALABAMA-4,000	15,045	64,525
STONECASTLE-5,000	124,227	100,650
UNITI GROUP-5,000	131,485	88,950

TY 2017 Legal Fees Schedule**Name:** LEMBERG FOUNDATION INC**EIN:** 13-6082064

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CO-OP 478 WEST BWAY	4,896	4,896		
BLDG-BELL BLVD 1-QUEENS	22,282	22,282		

TY 2017 Other Assets Schedule

Name: LEMBERG FOUNDATION INC

EIN: 13-6082064

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVESTMENT-NOD BROOK LLC	359,209	210,972	869,000
INVESTMENT IN 48-01 QUEENS BLVD LLC	279,757	278,038	410,000
INVESTMENT -48-11 QUEENS BLVD LLC	279,757	278,027	410,000
INVESTMENT -TWO NUTS LP	-3,121,303	-3,193,511	1,582,000
INVESTMENT -MERCIFUL SPRINGS LLC	-657,629	-723,117	1,149,600
INVESTMENT -BELL BLVD 1	360,211	333,639	1,580,000
INVESTMENT-478 W B'WY CO-OP	81,989	116,419	517,000
INVESTMENT-TONTINE OFFSHORE FUND	1,133,319	1,133,319	1,252,000
INVESTMENT-ORACLE PARTNERS LP	12,839	12,725	13,000
INVESTMENT-RCG LONG VEIW DEBT FUND L	62,026	12,311	12,000
INVESTMENT-ALKEON GROWTH PARTNERS LP	511,080	552,059	552,000
INVESTMENT-ALKEON ASIA GROWTH PARTNE	395,486	331,723	332,000
INVESTMENT-KKR CHINA GROWTH FUND LP	1,117,224	890,816	891,000
FLEXIS OUTDOOR HOLDINGS LP	964,812	966,966	967,000
INVESTMENT-OXBRIDGE PARTNERS	1,580,069	1,635,472	1,635,500
ALCENTRA	1,313,604	910,375	910,000
TAILWIND PARTNERS	1,131,828	1,347,656	1,347,700
KKR ENERGY	508,479	842,253	842,000
KKR TE AIV	40,794	15,212	15,000
NORTH STAR	470,540	625,820	626,000
WEST STREET CAPITAL	119,045	377,698	378,000
INVESTMENT IN CIP VI OFFSHORE	101,967	429,449	480,000
INVESTMENT IN PTP'S	515,647		
INVESTMENT IN CORE SENIOR		154,110	154,000
INVESTMENT IN MONARCH		315,000	327,000

TY 2017 Other Expenses Schedule**Name:** LEMBERG FOUNDATION INC**EIN:** 13-6082064**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CO-OP 478 WEST BWAY				
MANAGEMENT FEES	4,276	4,276		
INSURANCE	414	414		
RENT	27,451	27,451		
REPAIRS	3,154	3,154		
MISCELLANEOUS EXPENSES	16	16		
COMPLIANCE FEES	61	61		
INVESTMENT DEPRECIATION	24,553	24,553		
BLDG-BELL BLVD 1-QUEENS				
MANAGEMENT FEES	15,948	15,948		

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL ESTATE TAX	99,853	99,853		
INSURANCE	3,850	3,850		
WATER & SEWER	2,807	2,807		
COMPLIANCE FEES	328	328		
REPAIRS	1,000	1,000		
INSPECTION AND PERMITS	2,244	2,244		
TRAVEL	15	15		
POSTAGE	95	95		
INVESTMENT DEPRECIATION	1,105	1,105		
EXPENSES				

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	1,800	1,800		
FILING FEES	750	750		
MISCELLANEOUS EXPENSES	1,387	1,387		
MARGIN INTEREST-MORGAN STANLE	21,977	21,977		
INVESTMENT ADVISORY FEES	76	76		
FUND INVESTMENT EXPENSES				

TY 2017 Other Income Schedule

Name: LEMBERG FOUNDATION INC

EIN: 13-6082064

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MORGAN STANLEY	286	286	
MORGAN STANLEY-IN LIEU	2,676	2,676	
NOD BROOK LLC	-148,237		
K-1 48-01 QUEENS BLVD LLC	103,278		
K-1 48-11 QUEENS BLVD LLC	103,278		
K-1 TWO NUTS LP	216,352		
K-1 MERCIFUL SPRINGS LLC	34,512		
SEE ATTACHED-INCOME FROM K-1	-373,609		

TY 2017 Other Liabilities Schedule**Name:** LEMBERG FOUNDATION INC**EIN:** 13-6082064

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO MORGAN STANLEY	47,765	3,187

TY 2017 Other Notes/Loans Receivable Short Schedule**Name:** LEMBERG FOUNDATION INC**EIN:** 13-6082064

Name of 501(c)(3) Organization	Balance Due
LOAN RECEIVABLE	

TY 2017 Taxes Schedule**Name:** LEMBERG FOUNDATION INC**EIN:** 13-6082064

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX-F-990T	104,439			
NYS TAXES	30,000			

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491295003618	
Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service		Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990			OMB No 1545-0047 2017
Name of the organization LEMBERG FOUNDATION INC				Employer identification number 13-6082064	
Organization type (check one)					
Filers of: Form 990 or 990-EZ Form 990-PF					
Section: ☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization ☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation					
Check if your organization is covered by the General Rule or a Special Rule. Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions					
General Rule ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.					
Special Rules ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 <i>exclusively</i> for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III. ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions <i>exclusively</i> for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an <i>exclusively</i> religious, charitable, etc., purpose. Don't complete any of the parts unless the General Rule applies to this organization because it received <i>nonexclusively</i> religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$					
Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).					
For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF Cat No 30613X Schedule B (Form 990, 990-EZ, or 990-PF) (2017)					

Name of organization LEMBERG FOUNDATION INC	Employer identification number 13-6082064
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Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SUZANNE L USDAN CLAT 430 PARK AVENUE 2ND FL NEW YORK, NY 10022	\$ 51,486	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization LEMBERG FOUNDATION INC	Employer identification number 13-6082064
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

LFINCFOND LEMBERG FOUNDATION INC.

13-6082064

FYE: 12/31/2017

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MORGAN STANLEY	\$ 286	\$ 286	\$
MORGAN STANLEY-IN LIEU	2,676	2,676	
NOD BROOK LLC	-148,237		
K-1 48-01 QUEENS BLVD LLC	103,278		
K-1 48-11 QUEENS BLVD LLC	103,278		
K-1 TWO NUTS LP	216,352		
K-1 MERCIFUL SPRINGS LLC	34,512		
K-1 ORACLE PARTNERS	-114		
RCG LONGVIEW DEBT IV FUND	-77		
RCG LONGVIEW DEBT IV FUND	23,365		
ALEKON GROWTH PARTNERS	-26,688		
ALKEON ASIA	-32,274		
KKR CHINA GROWTH	-122,930		
TAILWIND	-71,492		
ALCENTRA	-61,748		
CVR	-9,199		
KKR-TE	8,776		
KKR-TE AIV	-105		
NORTHSTAR	-32,504		
SUNOCO	-846		
OUTDOOR	2,154		
OXBRIDGE	-39,155		
ENTERPRISE	-20,968		
WEST ST CAPITAL	-24,497		
CORE SENIOR	-332		
OTHER INCOME	35,025		
TOTAL	\$ -61,464	\$ 2,962	\$ 0