

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

Name of foundation THE WEILL FAMILY FOUNDATION		A Employer identification number 13-6223609	
% INDEPENDENT FAMILY OFFICE L			
Number and street (or P O box number if mail is not delivered to street address) PO BOX 10879	Room/suite	B Telephone number (see instructions) (212) 793-8888	
City or town, state or province, country, and ZIP or foreign postal code Albany, NY 12201		C If exemption application is pending, check here ▶ ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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)▶ \$ 246,295,289	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	

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)	59,228,870			
	2 Check ▶ ☐ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	343,084	343,084		
	4 Dividends and interest from securities . . .	2,086,452	2,086,452		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	8,539,831			
	b Gross sales price for all assets on line 6a _____ 56,121,043				
	7 Capital gain net income (from Part IV, line 2) . . .		20,037,837		
	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)	 2,698,935	147,756		
	12 Total. Add lines 1 through 11	72,897,172	22,615,129		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	 18,363	0	0	0
	b Accounting fees (attach schedule)	 69,323	0	0	0
	c Other professional fees (attach schedule)	 175,850	50,850		
	17 Interest	7,625	7,625		
	18 Taxes (attach schedule) (see instructions) . . .	 287,160			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,892			
	22 Printing and publications	155			
	23 Other expenses (attach schedule)	 178,357	178,174		
	24 Total operating and administrative expenses. Add lines 13 through 23	739,725	236,649	0	0
	25 Contributions, gifts, grants paid	13,882,446			13,882,446
	26 Total expenses and disbursements. Add lines 24 and 25	14,622,171	236,649	0	13,882,446
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	58,275,001			
	b Net investment income (if negative, enter -0-)		22,378,480		
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	348,975	47,792	47,792
	2	Savings and temporary cash investments	52,149,221	77,635,198	77,635,198
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	48,295,928	80,669,733	84,905,729
	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 ▶ _____)	67,538,630	68,255,032	83,706,570	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	168,332,754	226,607,755	246,295,289	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	168,332,754	226,607,755	
	30	Total net assets or fund balances (see instructions)	168,332,754	226,607,755	
31	Total liabilities and net assets/fund balances (see instructions) .	168,332,754	226,607,755		

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	168,332,754
2	Enter amount from Part I, line 27a	2	58,275,001
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	226,607,755
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	226,607,755

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	20,037,837
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	

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	14,976,748	150,198,255	0 099713
2015	3,305,000	121,757,893	0 027144
2014	856,600	82,096,985	0 010434
2013	1,290,500	66,454,434	0 019419
2012	442,500	58,307,510	0 007589
2 Total of line 1, column (d)			2 0 164299
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 03286
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 211,905,385
5 Multiply line 4 by line 3			5 6,963,211
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 223,785
7 Add lines 5 and 6			7 7,186,996
8 Enter qualifying distributions from Part XII, line 4			8 13,882,446

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	223,785
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	223,785
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	223,785
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	229,653
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	354,653
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	130,868
11	Enter the amount of line 10 to be Credited to 2018 estimated tax 130,868 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) CA, 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 INDEPENDENT FAMILY OFFICE LLC Telephone no (518) 301-1679			

Located at **677 BROADWAY Albany NY** ZIP+4 **12207**

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		No
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		No
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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here. 	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	<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?	6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>			
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?	7b	No	

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
See Additional Data Table				

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	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances

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
Independent Family Office LLC	Tax & Reporting	101,700
PO Box 10879 ALBANY, NY 12201		
NICHOLAS B DIRKS	CHARITABLE ADVISORY	125,000
670 SAN LUIS ROAD BERKELEY, CA 94707		
RRE ADVISORS LLC	INVESTMENT MGMT	92,802
130 EAST 59TH STREET 17TH FLOOR NEW YORK, NY 10022		

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	
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	77,260,166
b	Average of monthly cash balances.	1b	57,818,411
c	Fair market value of all other assets (see instructions).	1c	80,053,794
d	Total (add lines 1a, b, and c).	1d	215,132,371
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	0
3	Subtract line 2 from line 1d.	3	215,132,371
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,226,986
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	211,905,385
6	Minimum investment return. Enter 5% of line 5.	6	10,595,269

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	10,595,269
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	223,785
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	223,785
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	10,371,484
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	10,371,484
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	10,371,484

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	13,882,446
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	13,882,446
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	223,785
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	13,658,661

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				10,371,484
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 2015, 2014, 2013		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				7,703,339
f Total of lines 3a through e.	7,703,339			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>13,882,446</u>				
a Applied to 2016, but not more than line 2a			0	
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.				10,371,484
e Remaining amount distributed out of corpus	3,510,962			
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	11,214,301			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
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). . . .				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	11,214,301			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				7,703,339
e Excess from 2017.				3,510,962

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)

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

Part XV Supplementary Information (Complete this part only if the 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))
See Additional Data Table

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 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	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	13,882,446
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments. . . .				
3 Interest on savings and temporary cash investments 14 343,084				
4 Dividends and interest from securities. . . . 14 2,086,452				
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. 14 222,949				
8 Gain or (loss) from sales of assets other than inventory 18 8,539,831				
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue				
a TAX REFUND 79,653				
b UNREALIZED GAIN ON GRANTS PAID 18 2,396,333				
c _____				
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e). . 13,668,302				
13 Total. Add line 12, columns (b), (d), and (e). 13 13,668,302				

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		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.		
	***** Signature of officer or trustee	2018-11-14 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
	Viju P Rajan		2018-11-14		P01063393
	Firm's name ▶ Independent Family Office LLC				Firm's EIN ▶
Firm's address ▶ 677 Broadway 7th Floor Albany, NY 12207					Phone no (518) 452-8050

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)
TEGEAN OFFSHORE FUND, LTD	P	2013-02-01	2017-03-31
MILLENNIUM INTERNATIONAL, LTD	P	2013-02-01	2017-09-30
MILLENNIUM INTERNATIONAL, LTD	P	2013-02-01	2017-12-31
50,000 SHARES C	D	2016-01-19	2017-09-27
25,000 SHARES MSFT	D	2016-02-05	2017-08-14
25,000 SHARES MSFT	D	2016-02-24	2017-08-14
25,000 SHARES MSFT	D	2016-02-05	2017-12-15
50,000 SHARES SCHW	D	2016-01-28	2017-09-27
27,996 SHARES SCHW	D	2016-01-28	2017-10-03
22,004 SHARES SCHW	D	2016-01-28	2017-10-06

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)
1,095,102		905,269	189,833
5,122,040		3,750,000	1,372,040
5,201,643		3,750,000	1,451,643
3,623,011		2,142,202	1,480,809
1,836,875		1,247,239	589,636
1,836,875		1,262,305	574,570
2,172,922		1,264,211	908,711
2,198,288		1,247,013	951,275
1,244,412		698,228	546,184
978,302		548,786	429,516

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	
			189,833
			1,372,040
			1,451,643
			1,480,809
			589,636
			574,570
			908,711
			951,275
			546,184
			429,516

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)
50,000 SHARES SCHW	D	2016-02-02	2017-11-29
25,000 SHARES SCHW	D	2016-02-02	2017-12-04
25,000 SHARES SCHW	D	2016-02-02	2017-12-04
25,000 SHARES SCHW	D	2016-02-03	2017-12-15
14,000 SHARES SCHW	D	2016-02-03	2017-12-21
200 SHARES AON	P	2017-08-02	2017-12-19
800 SHARES PEP	P	2017-08-02	2017-12-21
50,000 SHARES TEVA	P	2016-12-15	2017-01-31
3,800 SHARES C	D	2016-02-02	2017-10-03
46,200 SHARES C	D	2016-02-02	2017-10-04

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)
2,411,243		1,226,960	1,184,283
1,276,150		610,611	665,539
1,268,864		610,611	658,253
1,278,464		585,643	692,821
732,471		327,960	404,511
27,503		27,787	-284
95,058		92,475	2,583
1,611,565		1,838,535	-226,970
282,152		154,944	127,208
3,434,978		1,883,796	1,551,182

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	
			1,184,283
			665,539
			658,253
			692,821
			404,511
			-284
			2,583
			-226,970
			127,208
			1,551,182

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)
100,000 SHARES SAN	D	2015-12-10	2017-04-25
100,000 SHARES SAN	D	2015-12-10	2017-04-25
50,000 SHARES SAN	D	2015-12-10	2017-04-25
50,000 SHARES SAN	D	2015-12-10	2017-04-25
34,200 SHARES SAN	D	2016-04-12	2017-04-25
43,100 SHARES SAN	D	2016-04-12	2017-04-25
15,800 SHARES SAN	D	2016-04-12	2017-04-25
100,000 SHARES SAN	D	2016-04-12	2017-04-25
100,000 SHARES SAN	D	2016-04-12	2017-04-25
6,900 SHARES SAN	D	2016-04-12	2017-05-01

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)
655,986		509,974	146,012
656,486		509,974	146,512
331,003		254,987	76,016
331,003		255,004	75,999
226,399		143,979	82,420
285,747		181,447	104,300
104,595		66,516	38,079
660,286		424,000	236,286
660,176		425,040	235,136
45,335		29,048	16,287

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	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			146,012
			146,512
			76,016
			75,999
			82,420
			104,300
			38,079
			236,286
			235,136
			16,287

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)
0 59 SHARES SAN	P	2017-11-13	2017-11-13
GAVEA FUND PLUS, LTD	P	2016-09-30	2017-12-31
30,000 SHARES AAPL	P	2015-12-04	2017-04-07
63,940 SHARES BAM	D	2014-01-08	2017-07-26
2,810 SHARES BAM	D	2014-01-08	2017-07-27
6,420 SHARES BAM	D	2014-01-08	2017-07-27
1,830 SHARES BAM	D	2014-01-08	2017-08-01
559 SHARES BAM	D	2014-01-09	2017-08-01
1,278 SHARES BAM	D	2014-01-09	2017-08-01
23,163 SHARES BAM	D	2014-01-09	2017-08-16

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)
4		4	
472,121		464,853	7,268
4,319,816		3,570,750	749,066
2,505,175		1,584,852	920,323
110,299		69,650	40,649
251,999		158,989	93,010
71,478		45,319	26,159
21,834		13,874	7,960
49,918		31,719	18,199
904,661		574,881	329,780

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	
			7,268
			749,066
			920,323
			40,649
			93,010
			26,159
			7,960
			18,199
			329,780

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)
50,000 SHARES BAM	D	2014-01-09	2017-08-16
13,637 SHARES BAM	D	2014-01-29	2017-08-16
23,863 SHARES BAM	D	2014-01-29	2017-08-17
49 SHARES TRRSF	D	2014-01-08	2017-08-14
392 SHARES TRRSF	D	2014-01-08	2017-08-14
147 SHARES TRRSF	D	2014-01-09	2017-08-14
294 SHARES TRRSF	D	2014-01-09	2017-08-14
220 SHARES TRRSF	D	2014-01-29	2017-08-14
100,000 SHARES SAN	D	2016-04-12	2017-05-01

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)
1,952,815		1,240,947	711,868
532,611		333,181	199,430
929,717		583,023	346,694
938		512	426
7,505		4,147	3,358
2,815		1,555	1,260
5,629		3,110	2,519
4,212		2,296	1,916
657,026		425,000	232,026

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	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			711,868
			199,430
			346,694
			426
			3,358
			1,260
			2,519
			1,916
			232,026

Form 990FP Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(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
SANFORD WEILL	CHAIRMAN, TREAS, DIR 5 0	0	0	0
PO BOX 10879 Albany, NY 12201				
JOAN WEILL	PRESIDENT, DIRECTOR 5 0	0	0	0
PO BOX 10879 Albany, NY 12201				
MICHAEL MASIN	SECRETARY, DIRECTOR 1 0	0	0	0
PO BOX 10879 Albany, NY 12201				
JESSICA BIBLIOWICZ	DIRECTOR 1 0	0	0	0
PO BOX 10879 Albany, NY 12201				
ARTHUR MAHON	ASST SEC, ASST TREAS, DIRECTOR 1 0	0	0	0
PO BOX 10879 Albany, NY 12201				
KENNETH BIALKIN	DIRECTOR 1 0	0	0	0
PO BOX 10879 Albany, NY 12201				
Tommy Bibliowicz	Director 1 0	0	0	0
PO BOX 10879 Albany, NY 12201				
David Bibliowicz	Director 1 0	0	0	0
PO BOX 10879 Albany, NY 12201				
MICHAEL FREEDMAN	CHIEF INVESTMENT OFFICER, DIR 1 0	0	0	0
PO BOX 10879 Albany, NY 12201				

Form 990PF Part XV Line 1a - 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).

SANFORD I WEILL
JOAN H WEILL

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>				
ALVIN AILEY DANCE FOUNDATION INC 405 WEST 55TH STREET NEW YORK, NY 10019	NONE	PC	GENERAL CHARITABLE PURPOSES	125,000
AMERICAN SOCIETY FOR TECHNION 55 EAST 59TH STREET New York, NY 10022	NONE	PC	Per Grant Agreement	478,256
CARNEGIE HALL CORPORATION 881 7TH AVENUE New York, NY 10019	NONE	PC	Per Grant Agreement	4,937,696
Total ▶ 3a				13,882,446

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>				
CARNEGIE HALL CORPORATION 881 7TH AVENUE NEW YORK, NY 10019	NONE	PC	Per Grant Agreement	125,818
CORNELL UNIVERSITY FOUNDATION 130 EAST SENECA STREET SUITE 400 ITHACA, NY 14850	NONE	PC	Per Grant Agreement	572,523
CORNELL UNIVERSITY FOUNDATION 130 EAST SENECA STREET SUITE 400 ITHACA, NY 14850	NONE	PC	Per Grant Agreement	127,478
Total ▶ 3a				13,882,446

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>				
COUNCIL ON FOREIGN RELATIONS INC 58 EAST 68TH STREET NEW YORK, NY 10065	NONE	PC	GENERAL CHARITABLE PURPOSES	25,000
HOMES FOR OUR TROOPS INC 6 MAIN STREET TAUNTON, MA 02780	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
INDIVIDUALS NOW INC SOCIAL ADVOCATES FOR YOUTH 2447 SUMMERFIELD ROAD SANTA ROSA, CA 95405	NONE	PC	GENERAL CHARITABLE PURPOSES	25,000
Total ► 3a				13,882,446

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>				
LANG LANG INTERNATIONAL MUSIC FOUNDATION INC 350 7TH AVENUE SUITE 2202 NEW YORK, NY 10001	NONE	PC	GENERAL CHARITABLE PURPOSES	240,000
NAF 218 WEST 40TH STREET FIFTH FLOOR NEW YORK, NY 10018	NONE	PC	Per Grant Agreement	1,645,899
NAF 218 WEST 40TH STREET FIFTH FLOOR NEW YORK, NY 10018	NONE	PC	Per Grant Agreement	354,101
Total ▶ 3a				13,882,446

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>				
PROJECT SUNSHINE INC 211 EAST 43RD STREET SUITE 401 NEW YORK, NY 10017	NONE	PC	GENERAL CHARITABLE PURPOSES	25,000
RAMEKINS CORNERSTONE FOUNDATION 450 WEST SPAIN STREET SONOMA, CA 95476	NONE	PC	GENERAL CHARITABLE PURPOSES	5,000
RONALD MCDONALD HOUSE OF NEW YORK INC 405 EAST 73RD STREET NEW YORK, NY 10021	NONE	PC	GENERAL CHARITABLE PURPOSES	25,000
Total ▶ 3a				13,882,446

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 CONSERVATION FUND A NONPROFIT CORPORATION 165 NORTH FORT MYER DRIVE SUITE 13 ARLINGTON, VA 22209	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
THE HISTORYMAKERS 1900 SOUTH MICHIGAN AVENUE CHICAGO, IL 60616	NONE	PC	GENERAL CHARITABLE PURPOSES	100,000
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 220 MONTGOMERY STREET 5TH FLOOR SAN FRANCISCO, CA 94143	NONE	PC	Per Grant Agreement	5,000,675
Total 				13,882,446
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>				
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 220 MONTGOMERY STREET 5TH FLOOR SAN FRANCISCO, CA 94143	NONE	PC	Per Grant Agreement	50,000
Total ▶ 3a				13,882,446

TY 2017 Accounting Fees Schedule**Name:** THE WEILL FAMILY FOUNDATION**EIN:** 13-6223609**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT FEES	18,473			
TAX PREPARATION	50,850			

TY 2017 Contractor Compensation Explanation**Name:** THE WEILL FAMILY FOUNDATION**EIN:** 13-6223609

Contractor	Explanation
Independent Family Office LLC	PROVIDE TAX AND REPORTING SERVICES
NICHOLAS B DIRKS	PROVIDE CHARITABLE ADVICE
RRE ADVISORS LLC	PROVIDE INVESTMENT MANAGEMENT

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Depreciation Schedule

Name: THE WEILL FAMILY FOUNDATION

EIN: 13-6223609

TY 2017 Investments Corporate Stock Schedule

Name: THE WEILL FAMILY FOUNDATION
EIN: 13-6223609

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALPHABET INC.	338,116	377,750
AMAZON.COM INC.	223,769	263,131
AMERICAN EXPRESS PREFERRED	2,000,000	2,055,000
ANADARKO PETROLEUM CORPORATION	50,372	60,345
AON PLC	222,292	214,400
APPLE INC.	8,248,500	10,153,800
AT&T INC.	8,722,000	7,776,000
BANCO SANTANDER, SA	3,469,347	3,308,423
BANK OF AMERICA CORPORATION	2,773,677	3,072,294
BAYER AG	0	0
BERKSHIRE HATHAWAY INC. CL B	408,867	455,906
CHARLES SCHWAB CORPORATION	2,143,500	2,568,500
CITIGROUP INC.	6,514,517	7,708,876
DELTA AIR LINES INC.	2,511,000	2,800,000
DISH NETWORK CORPORATION	188,924	144,205
ECOLAB INC.	252,235	254,942
FIDELITY NATIONAL FINANCIAL	50,169	51,750
GENERAL DYNAMICS CORPORATION	49,453	50,863
GENERAL MOTORS COMPANY	150,146	176,257
GOLDMAN SACHS GROUP INC.	149,368	168,142
INTEL CORPORATION	4,672,150	4,616,000
JPMORGAN CHASE & CO	151,015	173,778
LIBERTY GLOBAL PLC	300,609	308,790
LIBERTY TRIPADVISOR HOLDINGS	10,510	10,603
MACYS INC	3,072,590	2,519,000
MARRIOTT INTERNATIONAL INC.	149,733	196,809
MERCK & CO INC.	2,219,021	2,250,800
MICROSOFT CORPORATION	301,155	357,130
MONDELEZ INTERNATIONAL INC.	101,041	98,440
MONSANTO COMPANY	9,838,829	11,678,000

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MORGAN STANLEY	50,831	56,405
ORACLE CORPORATION	350,784	333,324
PEPSICO INC.	57,797	59,960
PRUDENTIAL FINANCIAL INC.	2,207,242	2,299,600
ROCHE HOLDING AG	2,548,771	2,532,049
SCHLUMBERGER LIMITED	2,139,681	2,021,700
TEVA PHARMACEUTICAL INDUSTRIES	0	0
THERMO FISHER SCIENTIFIC INC.	110,082	118,675
TRIPADVISOR INC.	76,332	75,812
TWENTY-FIRST CENTURY FOX INC.	266,253	296,844
UNITEDHEALTH GROUP INCORP.	2,027,443	2,408,526
VERIZON COMMUNICATIONS INC.	11,327,000	10,586,000
WELLS FARGO & COMPANY	150,138	169,876
W. R. BERKLEY CORPORATION	74,474	77,024

TY 2017 Legal Fees Schedule**Name:** THE WEILL FAMILY FOUNDATION**EIN:** 13-6223609

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	18,363			

TY 2017 Other Assets Schedule

Name: THE WEILL FAMILY FOUNDATION

EIN: 13-6223609

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
BLACKSTONE GROUP, LP	5,236,645	5,292,678	6,404,000
CARE CAPITAL INVESTMENTS, LP	0	0	0
CVC CAPITAL PTRS ASIA PAC II	428,491	390,459	36,563
CVC EXECUTIVE FUND LLC	665,199	572,006	77,750
EUROPE ENTERPRISE II ONSHORE	651,928	511,774	112,584
GAVEA FUND PLUS LTD	5,000,000	4,535,147	4,606,053
GLOBAL ATLANTIC FINANCIAL GR	2,015,851	2,018,153	2,598,700
MILLENIUM INTERNATIONAL LTD	15,000,000	7,500,000	10,401,122
MSDC DENALI INVESTORS, LP	1,500,377	1,500,420	2,784,873
PALOMA INTERNATIONAL, LTD	10,000,000	10,000,000	12,249,816
PFM HEALTHCARE OFFSHORE FUND	0	10,000,000	10,485,658
RRE VENTURES IV LP	1,362,015	1,251,960	3,587,560
RRE VENTURES V LP	2,003,594	1,952,591	4,022,305
STERLING AMERICAN PROPERTY V-C	2,941,267	2,901,849	1,723,263
TEGEAN OFFSHORE FUND, LTD	10,733,263	9,827,995	13,073,723
TWO SIGMA COMPASS CAYMAN FUND	5,000,000	5,000,000	4,842,341
TWO SIGMA SPECTRUM CAYMAN FUND	5,000,000	5,000,000	6,700,259

TY 2017 Other Expenses Schedule**Name:** THE WEILL FAMILY FOUNDATION**EIN:** 13-6223609**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CVC EXECUTIVE FUND LLC	17,004	17,004		
CVC CAPITAL PTRS ASIA PAC II	1,717	1,717		
EUROPE ENTERPRISE II ONSHORE	10,652	10,652		
RRE VENTURES IV LP	3,162	3,157		
GLOBAL ATLANTIC FINANCIAL GR	97	97		
STERLING AMERICAN PROPERTY V-C	26,896	26,896		
BLACKSTONE GROUP LP	5,272	5,173		
RRE VENTURES V LP	80,448	80,448		
POSTAGE	79			
MSDC DENALI INVESTORS	15,590	15,590		

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RRE VENTURES IV MANAGEMENT FEE	9,197	9,197		
CARE CAPITAL INVESTMENTS, LP	896	896		
EAGLE CAPITAL MANAGEMENT	7,037	7,037		
SCHWAB ADR FEES	310	310		

TY 2017 Other Income Schedule**Name:** THE WEILL FAMILY FOUNDATION**EIN:** 13-6223609**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CVC EXECUTIVE FUND LLC	-376	-376	
BLACKSTONE GROUP LP	105,045	29,330	
CVC CAPITAL PARTNERS ASIA PACIFIC II LP	-11	-11	
EUROPE ENTERPRISE II ONSHORE LP	-40	-40	
RRE VENTURES IV LP	68,701	69,223	
STERLING AMERICAN PROPERTY V-C, LP	283	283	
US TREASURY - 2016 TAX REFUND APPLIED	79,653		
MADOFF VICTIM FUND - RECOVERY	6,186	6,186	
RRE VENTURES V LP	13,363	13,363	
CERBERUS FIM INVESTORS RESCAP, LLC	29,798	29,798	
Unrealized Gain on Grants Paid	2,396,333		

TY 2017 Other Professional Fees Schedule**Name:** THE WEILL FAMILY FOUNDATION**EIN:** 13-6223609

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FINANCIAL REPORTING	50,850	50,850		
CONSULTING	125,000			

TY 2017 Taxes Schedule**Name:** THE WEILL FAMILY FOUNDATION**EIN:** 13-6223609

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BX FOREIGN TAX PAID	676			
FEDERAL ESTIMATED PAYMENTS	150,000			
STATE FILING FEES	2,085			
OVERPAYMENT APPLIED FROM 2016	79,653			
BAM FOREIGN TAX PAID	14,578			
BAYER FOREIGN TAX PAID	38,950			
SAN FOREIGN TAX PAID	1,218			

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491319013178							
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 THE WEILL FAMILY FOUNDATION				Employer identification number 13-6223609							
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 THE WEILL FAMILY FOUNDATION	Employer identification number 13-6223609
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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	Sanford I Weill PO Box 10879 Albany, NY12201	\$ 59,228,870	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE WEILL FAMILY FOUNDATION	Employer identification number 13-6223609
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Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

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

Name of organization THE WEILL FAMILY FOUNDATION	Employer identification number 13-6223609
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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	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

Additional Data

Software ID:

Software Version:

EIN: 13-6223609

Name: THE WEILL FAMILY FOUNDATION

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>1</u>	100,000 SHARES OF BROOKFIELD ASSET MANAGEMENT INC (BAM)	<u>\$ 3,697,500</u>	<u>2017-02-15</u>
<u>1</u>	30,000 SHARES OF APPLE INC (AAPL)	<u>\$ 4,063,350</u>	<u>2017-02-15</u>
<u>1</u>	50,000 SHARES OF CITIGROUP INC (C)	<u>\$ 3,006,500</u>	<u>2017-02-16</u>
<u>1</u>	700,000 SHARES OF BANCO SANTANDER, SA (SAN)	<u>\$ 4,532,500</u>	<u>2017-04-24</u>
<u>1</u>	87,500 SHARES OF BROOKFIELD ASSET MANAGEMENT INC (BAM)	<u>\$ 3,290,481</u>	<u>2017-05-03</u>
<u>1</u>	50,000 SHARES OF CITIGROUP INC (C)	<u>\$ 3,027,750</u>	<u>2017-05-09</u>
<u>1</u>	50,000 SHARES OF CITIGROUP INC (C)	<u>\$ 3,111,750</u>	<u>2017-05-25</u>
<u>1</u>	50,000 SHARES OF MICROSOFT CORPORATION (MSFT)	<u>\$ 3,617,500</u>	<u>2017-06-05</u>
<u>1</u>	50,000 SHARES OF CITIGROUP INC (C)	<u>\$ 3,236,750</u>	<u>2017-06-12</u>
<u>1</u>	50,000 SHARES OF MICROSOFT CORPORATION (MSFT)	<u>\$ 3,654,250</u>	<u>2017-07-17</u>

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>1</u>	100,000 SHARES OF CHARLES SCHWAB CORPORATION (SCHW)	<u>\$ 4,287,000</u>	<u>2017-07-26</u>
<u>1</u>	20,000 SHARES OF APPLE INC (AAPL)	<u>\$ 3,159,100</u>	<u>2017-08-02</u>
<u>1</u>	100,000 SHARES OF CHARLES SCHWAB CORPORATION (SCHW)	<u>\$ 4,181,250</u>	<u>2017-09-21</u>
<u>1</u>	100,000 SHARES OF CHARLES SCHWAB CORPORATION (SCHW)	<u>\$ 4,245,000</u>	<u>2017-09-25</u>
<u>1</u>	502,338 SHARES OF BANCO SANTANDER, SA (SAN)	<u>\$ 3,446,039</u>	<u>2017-09-27</u>
<u>1</u>	100,000 SHARES OF INTEL CORPORATION (INTC)	<u>\$ 4,672,150</u>	<u>2017-11-02</u>