

Form **990-PF**  
 Department of the Treasury  
 Internal Revenue Service

**Return of Private Foundation**  
**or Section 4947(a)(1) Trust Treated as Private Foundation**

▶ **Do not enter social security numbers on this form as it may be made public.**  
 ▶ **Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**

OMB No 1545-0052  
**2017**  
**Open to Public Inspection**

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

Name of foundation WHISPERING BELLS FOUNDATION C/O RSM US LLP		<b>A Employer identification number</b> 13-6962126	
Number and street (or P O box number if mail is not delivered to street address) 4 TIMES SQUARE		<b>B Telephone number (see instructions)</b> (212) 372-1210	
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10036		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,797,083		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	525,000			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	588	588		
	<b>4</b> Dividends and interest from securities	36,257	36,257		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	131,277			
	<b>b</b> Gross sales price for all assets on line 6a	601,438			
	<b>7</b> Capital gain net income (from Part IV, line 2)		133,545		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	693,122	170,390			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	25,000	0		25,000
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)	3,165	0		3,165
	<b>b</b> Accounting fees (attach schedule)				
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	784	507		275
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	8,163	7,918		245
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	37,112	8,425		28,685
	<b>25</b> Contributions, gifts, grants paid	539,753			539,753
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	576,865	8,425		568,438	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	116,257				
<b>b Net investment income</b> (if negative, enter -0-)		161,965			
<b>c Adjusted net income</b> (if negative, enter -0-)					

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	269,564	232,377	232,377
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)	413,619	451,095	455,950
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	837,021	952,989	1,108,756
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,520,204	1,636,461	1,797,083	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	0	0	
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
<b>29</b> Retained earnings, accumulated income, endowment, or other funds	1,520,204	1,636,461		
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	1,520,204	1,636,461		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	1,520,204	1,636,461		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
<b>1</b> Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	<b>1</b>	1,520,204
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	116,257
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,636,461
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	1,636,461

**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)
<b>1 a</b> PUBLICLY TRADED SECURITIES			
<b>b</b> PUBLICLY TRADED SECURITIES			
<b>c</b> CAPITAL GAINS DIVIDENDS	P		
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 106,035		101,741	4,294
<b>b</b> 473,863		366,152	107,711
<b>c</b> 21,540			21,540
<b>d</b>			
<b>e</b>			

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	
<b>a</b>			4,294
<b>b</b>			107,711
<b>c</b>			21,540
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<b>2</b>	133,545
<b>3</b> 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	<b>3</b>	

**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	458,233	1,487,030	0.308153
2015	477,800	1,290,884	0.370134
2014	484,400	1,309,092	0.370027
2013	663,250	1,253,109	0.529284
2012	260,300	1,047,203	0.248567

<b>2</b> Total of line 1, column (d)	<b>2</b>	1.826165
<b>3</b> 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	<b>3</b>	0.365233
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	<b>4</b>	1,691,788
<b>5</b> Multiply line 4 by line 3	<b>5</b>	617,897
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,620
<b>7</b> Add lines 5 and 6	<b>7</b>	619,517
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	568,438

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax due'. Total amount owed is 2,710.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, annual returns, and books in care.

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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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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

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

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).

Table with 5 columns: (a) Name and address, (b) Title and average hours per week, (c) Compensation, (d) Contributions to employee benefit plans, (e) Expense account. Includes entries for CAROLAN WORKMAN and ELIZABETH WORKMAN.

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

Table with 5 columns: (a) Name and address of each employee paid more than \$50,000, (b) Title and average hours per week, (c) Compensation, (d) Contributions to employee benefit plans, (e) Expense account. All entries are NONE.

Total number of other employees paid over \$50,000. 0

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. All entries are NONE.

Total number of others receiving over \$50,000 for professional services. 0

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activities and Expenses. Includes instructions to list the foundation's four largest direct charitable activities.

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

Table with 2 columns: Description of investments and Amount. Includes instructions to describe the two largest program-related investments.

Total. Add lines 1 through 3. 0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	1,491,831
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	225,720
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	1,717,551
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	1,717,551
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	25,763
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	1,691,788
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	84,589

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

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	84,589
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5.	<b>2a</b>	3,239
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	3,239
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	81,350
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	81,350
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	81,350

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	568,438
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	568,438
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	568,438

**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
<b>1</b> Distributable amount for 2017 from Part XI, line 7				81,350
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .			0	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012. . . . .	208,522			
<b>b</b> From 2013. . . . .	602,332			
<b>c</b> From 2014. . . . .	420,373			
<b>d</b> From 2015. . . . .	410,406			
<b>e</b> From 2016. . . . .	384,298			
<b>f</b> Total of lines 3a through e. . . . .	2,025,931			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ _____ 568,438				
<b>a</b> Applied to 2016, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2017 distributable amount. . . . .				81,350
<b>e</b> Remaining amount distributed out of corpus	487,088			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )				0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,513,019			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				0
<b>7</b> 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). . . . .		0		
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). . . . .	208,522			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	2,304,497			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013. . . . .	602,332			
<b>b</b> Excess from 2014. . . . .	420,373			
<b>c</b> Excess from 2015. . . . .	410,406			
<b>d</b> Excess from 2016. . . . .	384,298			
<b>e</b> Excess from 2017. . . . .	487,088			

**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>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					

**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

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**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

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

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**c** Any submission deadlines

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**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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b> ▶ <b>3b</b>				0



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

Part XVII

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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

Sign Here Signature of officer or trustee Date Title 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 Firm's name Firm's EIN Firm's address Phone no

**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).**

CAROLAN WORKMAN

ELIZABETH WORKMAN

**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)				
<i>a Paid during the year</i>				
ACLU125 BROAD STREET 18TH FLOOR NEW YORK, NY 10004	NONE	PC	CHARITABLE	30,000
ACTION AGAINST HUNGER 1 WHITEHALL ST NEW YORK, NY 10004	NONE	PC	CHARITABLE	2,000
AMNESTY INTERNATIONAL 5 PENN PLAZA NEW YORK, NY 10001	NONE	PC	CHARITABLE	3,500
<b>Total . . . . . ▶</b> <b>3a</b>				539,753

**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)				
<b>a</b> <i>Paid during the year</i>				
ANTI DEFAMATION LEAGUE (ADL) 605 THIRD AVENUE NEW YORK, NY 10158	NONE	PC	CHARITABLE	25,000
BARC ANIMAL SHELTER 3300 CARR ST HOUSTON, TX 77026	NONE	PC	CHARITABLE	1,000
BROOKLYN BOTANICAL GARDEN 1000 WASHINGTON AVENUE BROOKLYN, NY 11225	NONE	PC	CHARITABLE	500
<b>Total</b> . . . . . <b>3a</b>			▶	539,753



**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)				
<b>a</b> <i>Paid during the year</i>				
CCAP505 EIGHTH AVENUE SUITE 1400 NEW YORK, NY 10018	NONE	PC	CHARITABLE	6,000
CARE USAPO BOX 7039 MERRIFIELD, VA 22116	NONE	PC	CHARITABLE	2,000
CENTER FOR REPRODUCTIVE RIGHTS 199 WATER ST 22ND FLOOR NEW YORK, NY 10038	NONE	PC	CHARITABLE	3,000
<b>Total</b> . . . . . <b>3a</b>				539,753

**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)				
<b>a</b> <i>Paid during the year</i>				
CHILDREN & NATURE NETWORK 808 14TH AVE SE MINNEAPOLIS, MN 55414	NONE	PC	CHARITABLE	1,000
CITY HARVEST 6 EAST 32ND ST 5TH FLOOR NEW YORK, NY 10016	NONE	PC	CHARITABLE	7,500
COMMON CAUSE 805 15TH ST NW WASHINGTON, DC 20005	NONE	PC	CHARITABLE	1,000
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753

**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)				
<b>a</b> <i>Paid during the year</i>				
COMMUNITY SUPPORT SYSTEM PO BOX 206 BRANDYWINE, MD 20613	NONE	PC	CHARITABLE	7,500
CONGRESSIONAL MEDAL OF HONOR FOUNDATION 1501 LEE HIGHWAY SUITE 300 ARLINGTON, VA 22209	NONE	PC	CHARITABLE	1,000
CONSERVATORS CENTER PO BOX 882 MEBANE, NC 27302	NONE	PC	CHARITABLE	1,200
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753

**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)				
<b>a</b> <i>Paid during the year</i>				
CT FOOD BANK PO BOX 8686 NEW HAVEN, CT 06531	NONE	PC	CHARITABLE	500
CT HUMANE SOCIETY 701 RUSSELL ROAD NEWINGTON, CT 06111	NONE	PC	CHARITABLE	500
CURREY INGRAM ACADEMY 6544 MURRAY LANE BRENTWOOD, TN 37027	NONE	PC	CHARITABLE	1,000
<b>Total . . . . . ▶</b> <b>3a</b>				539,753

**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)				
<b>a</b> <i>Paid during the year</i>				
DEERFIELDPO BOX 87 DEERFIELD, MA 01342	NONE	PC	CHARITABLE	5,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEW YORK, NY 100015004	NONE	PC	CHARITABLE	9,500
DOROT171 WEST 85TH STREET NEW YORK, NY 10024	NONE	PC	CHARITABLE	500
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753

**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)				
<b>a</b> <i>Paid during the year</i>				
FOOD BANK NY 39 BROADWAY 10TH FLOOR NEW YORK, NY 10006	NONE	PC	CHARITABLE	500
FRIENDS OF ANIMALS 777 POST RD SUITE 205 DARIEN, CT 06820	NONE	PC	CHARITABLE	2,300
GMHC (GAY MEN'S HEALTH CRISIS) 446 WEST 33RD ST NEW YORK, NY 100012601	NONE	PC	CHARITABLE	2,000
<b>Total</b> . . . . . <b>3a</b>				539,753

**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)				
<b>a</b> <i>Paid during the year</i>				
GODDARD RIVERSIDE 593 COLUMBUS AVENUE NEW YORK, NY 10024	NONE	PC	CHARITABLE	130,000
GRAHAM WINDAM540 ATLANTIC AVE BROOKLYN, NY 11217	NONE	PC	CHARITABLE	1,000
HABITAT FOR HUMANITY 121 HABITAT ST AMERICAS, GA 317093498	NONE	PC	CHARITABLE	5,000
<b>Total . . . . . ▶</b> <b>3a</b>				539,753

**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)				
<b>a</b> <i>Paid during the year</i>				
HELP MALAWI (JABULANI SCHOOL) 1836 WEST 25TH ST 3B CLEVELAND, OH 44113	NONE	PC	CHARITABLE	4,000
HENRY STREET SETTLEMENT 265 HENRY STREET NEW YORK, NY 10002	NONE	PC	CHARITABLE	500
HOMELESS CHILDREN'S PLAYTIME PROJECT 1525 NEWTON ST NW WASHINTGON, DC 20010	NONE	PC	CHARITABLE	2,500
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753



**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)				
<b>a</b> <i>Paid during the year</i>				
HOUSTAN FOOD BANK 535 PORTWALL ST HOUSTON, TX 77029	NONE	PC	CHARITABLE	2,000
HUMANE RESCUE ALLIANCE PO BOX 96312 WASHINTGON, DC 200906312	NONE	PC	CHARITABLE	4,000
HUMAN RIGHTS WATCH 350 FIFTH AVE 34TH FLOOR NEW YORK, NY 101183299	NONE	PC	CHARITABLE	30,000
<b>Total</b> . . . . . <b>3a</b>				539,753

**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)				
<b>a</b> <i>Paid during the year</i>				
HUMANE SOCIETY NYC306 E 59TH ST NEW YORK, NY 10022	NONE	PC	CHARITABLE	500
INTERNATIONAL RESCUE COMMITTEE PO BOX 6068 ALBERT LEA, MN 560079847	NONE	PC	CHARITABLE	3,000
ISSUE ONE (FORMERLY AMERICAN FOR CAMPAIGN REFORM) 1401 K ST NW SUITE 350 WASHINGTON, DC 20006	NONE	PC	CHARITABLE	1,000
<b>Total . . . . . ▶</b> <b>3a</b>				539,753

**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)				
<b>a</b> <i>Paid during the year</i>				
LAMBDA LEGAL 120 WALL ST 19TH FLOOR NEW YORK, NY 10005	NONE	PC	CHARITABLE	3,000
MALARIA NO MORE 1301 CONNECTICUT AVE NW WASHINGTON, DC 20036	NONE	PC	CHARITABLE	2,000
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	PC	CHARITABLE	2,000
<b>Total . . . . . ▶</b> <b>3a</b>				539,753

**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)				
<b>a</b> <i>Paid during the year</i>				
METROPOLITAN OPERA LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PC	CHARITABLE	2,000
MIDORI & FRIENDS 352 SEVENTH AVENUE SUITE 301 NEW YORK, NY 10001	NONE	PC	CHARITABLE	500
MIRIAM'S KITCHEN 2401 VIRGINIA AVE NW WASHINTGON, DC 20037	NONE	PC	CHARITABLE	3,000
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753

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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)				
<b>a</b> <i>Paid during the year</i>				
MOMA (MUSEUM OF MODERN ART) 11 W 53RD ST NEW YORK, NY 10019	NONE	PC	CHARITABLE	1,200
NATIONAL BOOK FOUNDATION 90 BROAD STREET SUITE 604 NEW YORK, NY 10004	NONE	PC	CHARITABLE	2,000
NATIONAL IMMIGRATION LAW CENTER 3450 WILSHIRE BLVD 108-62 LOS ANGELES, CA 90010	NONE	PC	CHARITABLE	3,000
<b>Total . . . . . ▶</b> <b>3a</b>				539,753

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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)				
<b>a</b> <i>Paid during the year</i>				
NATIONAL MS SOCIETY OF SOUTHERN NYC (BOOKS FOR A BETTER LIFE) 733 THIRD AVENUE 3RD FLOOR NEW YORK, NY 10017	NONE	PC	CHARITABLE	2,000
NATIONAL YIDDISH BOOK CENTER 1021 WEST STREET AMHERST, MA 01002	NONE	PC	CHARITABLE	700
NCAC (NATIONAL COALITION AGAINST CENSORSHIP) 19 FULTON STREET SUITE 407 NEW YORK, NY 10038	NONE	PC	CHARITABLE	5,000
<b>Total . . . . .</b> ▶				539,753
<b>3a</b>				

**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)				
<b>a</b> <i>Paid during the year</i>				
NEIGHBORHOOD COALITION FOR SHELTER 50 BROADWAY SUITE 1301 NEW YORK, NY 10004	NONE	PC	CHARITABLE	500
NY PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 100236970	NONE	PC	CHARITABLE	10,000
NY PUBLIC LIBRARY 445 FIFTH AVENUE NEW YORK, NY 10016	NONE	PC	CHARITABLE	7,500
<b>Total</b> . . . . . <b>3a</b>			▶	539,753

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
OSBORNE ASSOCIATION 809 WESTCHESTER AVE BRONX, NY 10455	NONE	PC	CHARITABLE	500
PEN AMERICA 588 BROADWAY SUITE 303 NEW YORK, NY 10012	NONE	PC	CHARITABLE	2,500
PLANNED PARENTHOOD 1225 4TH ST NE WASHINTGON, DC 20002	NONE	PC	CHARITABLE	8,000
<b>Total . . . . . ▶</b> <b>3a</b>				539,753



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
POETS & WRITERS 90 BROAD STREET SUITE 2100 NEW YORK, NY 10004	NONE	PC	CHARITABLE	3,000
PREP FOR PREP328 WEST 71ST ST NEW YORK, NY 10023	NONE	PC	CHARITABLE	75,000
PROJECT HOPEPO BOX 96340 WASHINGTON, DC 200906340	NONE	PC	CHARITABLE	700
<b>Total</b> . . . . . <b>3a</b>				539,753

**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)				
<b>a</b> <i>Paid during the year</i>				
RONALD MCDONALD OF GREATER DC 3727 14TH ST NE WASHINGTON, DC 20017	NONE	PC	CHARITABLE	2,500
SAMUEL WAXMAN CANCER RESEARCH FOUNDATION 420 LEXINGTON AVE SUITE 825 NEW YORK, NY 10170	NONE	PC	CHARITABLE	500
SECOND CHANCE WILDLIFE 7101 BARCELONA DR GAITHERSBURG, MD 20879	NONE	PC	CHARITABLE	2,000
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753

**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)				
<b>a</b> <i>Paid during the year</i>				
SHAKESPEARE & CO70 KEMBLE ST LENOX, MA 01240	NONE	PC	CHARITABLE	1,500
SIMON WEISENTHAL CENTER 1399 SOUTH ROXBURY LOS ANGELES, CA 90035	NONE	PC	CHARITABLE	500
SOSPO BOX 75475 BALTIMORE, MD 212755475	NONE	PC	CHARITABLE	6,000
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753

**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)				
<b>a</b> <i>Paid during the year</i>				
SPCA BRAZONA141 CANNA LN LAKE JACKSON, TX 77566	NONE	PC	CHARITABLE	1,000
SOUTHERN POVERTY LAW 400 WASHINGTON AVE MONTGOMERY, AL 36104	NONE	PC	CHARITABLE	2,000
TEXAS DIAPER BANK 5415 BANDERA RD 504 SAN ANTONIO, TX 78238	NONE	PC	CHARITABLE	2,000
<b>Total . . . . . ▶</b> <b>3a</b>				539,753

**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)				
<b>a</b> <i>Paid during the year</i>				
THIRTEEN825 EIGHTH AVENUE NEW YORK, NY 10019	NONE	PC	CHARITABLE	500
TRICKLE UP 104 WEST 27TH STREET 12TH FLOOR NEW YORK, NY 10001	NONE	PC	CHARITABLE	3,000
UJA FEDERATION 130 EAST 59TH STREET NEW YORK, NY 10022	NONE	PC	CHARITABLE	30,000
<b>Total</b> . . . . . <b>3a</b>				539,753

**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)				
<b>a</b> <i>Paid during the year</i>				
UNITED FOR LIBRARIES (FORMERLY ALTAFF & FOLUSA) 50 E HURON ST CHICAGO, IL 60611	NONE	PC	CHARITABLE	3,000
UNITED NEIGHBORHOOD HOUSE 70 W 36TH ST 503 NEW YORK, NY 10018	NONE	PC	CHARITABLE	500
US HOLOCAUST MUSEUM 100 RAOUL WALLENBERG PLACE SW WASHINGTON, DC 200242126	NONE	PC	CHARITABLE	500
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753

**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)				
<b>a</b> <i>Paid during the year</i>				
WMNR FINE ARTS RADIOPO BOX 920 MONROE, CT 06468	NONE	PC	CHARITABLE	400
WNYC160 VARICK STREET NEW YORK, NY 10013	NONE	PC	CHARITABLE	4,000
YADDO 20 WEST 44TH STREET SUITE 408 NEW YORK, NY 10036	NONE	PC	CHARITABLE	500
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
YALE ALUMNI FUNDPO BOX 2038 NEW HAVEN, CT 065212038	NONE	PC	CHARITABLE	3,000
AMARA LEGAL CENTERPO BOX 18391 WASHINGTON, DC 20036	NONE	PC	CHARITABLE	750
AYUDA6925 B WILLOW ST NW WASHINGTON, DC 20012	NONE	PC	CHARITABLE	750
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753



**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CENTER FOR HEALTH AND GENDER EQUITY (CHANGE) 1317 F ST SUITE 400 WASHINGTON, DC 20004	NONE	PC	CHARITABLE	1,000
CHARITY WATER 40 WORTH ST SUITE 330 NEW YORK, NY 10013	NONE	PC	CHARITABLE	1,000
CRITICAL EXPOSURE 1816 12TH STREET NORTHWEST WASHINGTON, DC 20009	NONE	PC	CHARITABLE	500
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753


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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
DC DIAPER BANK 1532 A STREET NE WASHINGTON, DC 20002	NONE	PC	CHARITABLE	1,000
GENERATION HOPE 415 MICHIGAN AVENUE NE 250 WASHINGTON, DC 20017	NONE	PC	CHARITABLE	1,000
GREENPEACE 702 H STREET NW SUITE 300 WASHINGTON, DC 20001	NONE	PC	CHARITABLE	500
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
INOVA LIFE WITH CANCER 8110 GATEHOUSE RD 200 EAST FALLS CHURCH, VA 220421210	NONE	PC	CHARITABLE	500
LITERACY LAB623 FLORIDA AVENUE NW WASHINGTON, DC 20001	NONE	PC	CHARITABLE	1,000
MID ATLANTIC INNOCENCE PROJECT 2000 H STREET NW WASHINGTON, DC 20052	NONE	PC	CHARITABLE	1,000
<b>Total . . . . . ▶</b> <b>3a</b>				539,753

**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)				
<b>a</b> <i>Paid during the year</i>				
POPLAR SPRING ANIMAL SANCTUARY 15200 MOUNT NEBO RD POOLESVILLE, MD 20837	NONE	PC	CHARITABLE	500
SINAI HOUSE 3100 MILITARY RD NW WASHINGTON, DC 20015	NONE	PC	CHARITABLE	500
AMERICAN FOUNDATION FOR SUICIDE PREVENTION 120 WALL ST 29TH FLOOR NEW YORK, NY 10005	NONE	PC	CHARITABLE	500
<b>Total</b> . . . . . 				539,753
<b>3a</b>				


**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)				
<b>a</b> <i>Paid during the year</i>				
CHILD SOLDIERS INTERNATIONAL 28 CHARLES SQUARE LONDON N1 6HT UK	NONE	PC	CHARITABLE	252
THE FUND FOR GLOBAL HUMAN RIGHTS 1301 CONNECTICUT AVE NW SUITE 400 WASHINGTON, DC 20036	NONE	PC	CHARITABLE	1,250
GLOBAL GIVING 110 VERMONT AVE NW SUITE 550 WASHINGTON, DC 20005	NONE	PC	CHARITABLE	250
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753


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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
NARAL1156 15TH ST NW 700 WASHINGTON, DC 20005	NONE	PC	CHARITABLE	500
PLANNED PARENTHOOD 1108 16TH STREET NW WASHINGTON, DC 20036	NONE	PC	CHARITABLE	1,250
THE SATO PROJECT130 WATER STREET BROOKLYN, NY 11201	NONE	PC	CHARITABLE	500
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
WATER AID 2013 LAKEVIEW CIRCLE OFFICE C13 MATTHEWS, NC 28105	NONE	PC	CHARITABLE	251
AA MDS INTERNATIONAL FOUNDATION 4330 EAST WEST HIGHWAY SUITE 230 BATHESDA, MD 20814	NONE	PC	MARCH FOR MARROW	100
ANIMAL FRIENDS 562 CAMP HORNE ROAD PITTSBURGH, PA 15237	NONE	PC	CHARITABLE	750
<b>Total</b> . . . . . 				539,753
<b>3a</b>				

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ASSOCIATION TO BENEFIT CHILDREN 419 EAST 86TH STREET NEW YORK, NY 10028	NONE	PC	CHARITABLE	100
BROADWAY BACH ENSEMBLE 26 EAST 10TH ST 10G NEW YORK, NY 10003	NONE	PC	CHARITABLE	250
CITY HARVEST 6 EAST 32ND ST 5TH FLOOR NEW YORK, NY 10016	NONE	PC	CHARITABLE	2,250
<b>Total</b> . . . . . 				539,753
<b>3a</b>				



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CITYMEALS ON WHEELS 355 LEXINGTON AVE NEW YORK, NY 10017	NONE	PC	CHARITABLE	500
DALTON108 EAST 89TH STREET NEW YORK, NY 10128	NONE	PC	CHARITABLE	2,000
FOOTSTEPS114 JOHN STREET 930 NEW YORK, NY 10272	NONE	PC	CHARITABLE	2,500
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
GOD'S LOVE WE DELIVER 166 AVENUE OF THE AMERICAS NEW YORK, NY 10013	NONE	PC	CHARITABLE	500
HABITAT FOR HUMANITY 2900 ELYSIAN FIELDS AVE NEW ORLEANS, LA 70122	NONE	PC	CHARITABLE	500
LIBERTY IN NORTH KOREA 236 E 3RD ST STE 210 LONG BEACH, CA 90802	NONE	PC	CHARITABLE	750
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
MOST VALUABLE KIDS NY 135 MADISON AVENUE 8TH FLOOR NEW YORK, NY 10016	NONE	PC	CHARITABLE	2,000
NEW YORK COMMON PANTRY 8 EAST 109TH STREET NEW YORK, NY 10029	NONE	PC	CHARITABLE	500
SOSNO KID HUNGRYPO BOX 75475 BALTIMORE, MD 212755475	NONE	PC	CHARITABLE	300
<b>Total</b> . . . . . <b>3a</b>				539,753

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SOI DOG FOUNDATION 3426 SW ARNOLD STREET PORTLAND, OR 97219	NONE	PC	CHARITABLE	500
SOCCER WITHOUT BORDERS 9 WATERHOUSE ST CAMBRIDGE, MA 02138	NONE	PC	CHARITABLE	500
SYLVIA CENTER 304 HUDSON ST SUITE 201 NEW YORK, NY 10013	NONE	PC	CHARITABLE	500
<b>Total . . . . . ▶</b> <b>3a</b>				539,753

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
URBAN DEBATE LEAGUE 25 BROADWAY 12TH FLOOR NEW YORK, NY 10004	NONE	PC	CHARITABLE	500
AMBLER FARMPOST OFFICE BOX 7442 WILTON, CT 06897	NONE	PC	CHARITABLE	250
COMMUNITY SUPPORT SYSTEM PO BOX 206 AQUASCO, MD 20608	NONE	PC	CHARITABLE	3,000
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
DALTON SCHOOL 108 EAST 89TH STREET NEW YORK, NY 10128	NONE	PC	CHARITABLE	2,500
FOOTSTEPS114 JOHN STREET 930 NEW YORK, NY 10272	NONE	PC	CHARITABLE	500
GOD'S LOVE WE DELIVER 166 AVENUE OF THE AMERICAS NEW YORK, NY 10013	NONE	PC	CHARITABLE	1,000
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753

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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)				
<b>a</b> <i>Paid during the year</i>				
HELPING HANDS MONKEY HELPERS 541 CAMBRIDGE STREET BOSTON, MA 02134	NONE	PC	CHARITABLE	550
NY PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 100236970	NONE	PC	CHARITABLE	2,000
NORWALK HOSPITAL34 MAPLE STREET NORWALK, CT 06856	NONE	PC	CHARITABLE	250
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
RONALD MCDONALD HOUSE NY 405 EAST 73RD STREET NEW YORK, NY 10021	NONE	PC	CHARITABLE	1,000
SMILE TRAIN 41 MADISON AVE 28TH FLOOR NEW YORK, NY 10010	NONE	PC	CHARITABLE	250
ST JUDES RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	PC	CHARITABLE	1,000
<b>Total . . . . . ▶</b> <b>3a</b>				539,753



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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)				
<b>a</b> <i>Paid during the year</i>				
STANLEY ISAACS NEIGHBORHOOD CENTER 415 E 93RD STREET NEW YORK, NY 10128	NONE	PC	CHARITABLE	250
WASHINGTON SQUARE PARK CONSERVANCY PO BOX 1624 COOPER STATION NEW YORK, NY 10276	NONE	PC	CHARITABLE	250
WENDY WEISMAN JENKINSON CULINARY ARTS FUND PO BOX 243 WEST TISBURY, MA 02575	NONE	PC	CHARITABLE	500
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753

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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)				
<b>a</b> <i>Paid during the year</i>				
WILTON FIREFIGHTERS 236 DANBURY ROAD WILTON, CT 06897	NONE	PC	CHARITABLE	300
WILTON HISTORICAL SOCIETY 224 DANBURY ROAD WILTON, CT 06897	NONE	PC	CHARITABLE	200
WILTON LAND CONSERVATION TRUST PO BOX 77 WILTON, CT 06897	NONE	PC	CHARITABLE	300
<b>Total . . . . .</b> ▶ <b>3a</b>				539,753

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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)				
<b>a</b> <i>Paid during the year</i>				
WILTON LIBRARY 137 OLD RIDGEFIELD ROAD WILTON, CT 06897	NONE	PC	CHARITABLE	300
WILTON POLICE 240 DANBURY ROAD DANBURY, CT 06897	NONE	PC	CHARITABLE	300
WILTON VOLUNTEER AMBULANCE 234 DANBURY ROAD WILTON, CT 06897	NONE	PC	CHARITABLE	300
<b>Total . . . . . ▶</b> <b>3a</b>				539,753

## TY 2017 Investments Corporate Stock Schedule

**Name:** WHISPERING BELLS FOUNDATION

C/O RSM US LLP

**EIN:** 13-6962126

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,669.024 SHRS JPM US LARGE CAP CORE PLUS FD - SEL	52,046	80,231
3,837.171 SHRS FIDELITY 500 INDEX FD-AI	345,000	358,584
3,126.954 SHRS NEUBERGER BER MU/C OPP - INS	50,000	58,036
750 SHRS ISHARES CORE MSCI EAFE ETF	45,682	49,568
3,135.624 SHRS AMG MANAGERS PICTET INTERNATIONAL	28,250	35,401
1,756.018 SHRS ARTISAN INTL VALUE FD-ADV	43,137	68,011
952.863 SHRS DODGE & COX INTL STOCK FD	27,019	44,137
1,935 SHRS ISHARES MSCI EAFE INDEX FUND	115,064	136,050
1,427.380 SHRS BROWN ADV JAPAN ALPHA OPP-IS	12,884	16,344
4,811.656 SHRS JPMORGAN GL RES ENH IDX-R6	86,809	108,022
2,685.285 SHRS AQR MANAGED FUTURES STR-R6	25,000	24,812
1,500 SHRS CHILTON STRATEGIC EUROPEAN EQUITIES	15,000	16,245
548.246 SHRS GMO SGM MAJOR MARKETS FD-VI	17,500	17,516
1,817.238 SHRS JOHN HAN II-ABS RET CURR-R6	17,500	17,591
2,487.562 SHRS NEUBERGER BERMAN LONG SH-INS	30,000	36,443
1,092.340 SHRS PIMCO UNCONSTRAINED BOND-INS	12,098	11,819
2,702.703 SHRS PIMCO MTGE OPPORTUNITIES-IS	30,000	29,946

**TY 2017 Investments Government Obligations Schedule****Name:** WHISPERING BELLS FOUNDATION

C/O RSM US LLP

**EIN:** 13-6962126**US Government Securities - End  
of Year Book Value:**

451,095

**US Government Securities - End  
of Year Fair Market Value:**

455,950

**State & Local Government  
Securities - End of Year Book  
Value:**

0

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

0

**TY 2017 Legal Fees Schedule**

**Name:** WHISPERING BELLS FOUNDATION  
C/O RSM US LLP

**EIN:** 13-6962126

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
LEGAL FEES	3,165	0		3,165

**TY 2017 Other Expenses Schedule****Name:** WHISPERING BELLS FOUNDATION

C/O RSM US LLP

**EIN:** 13-6962126**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	7,918	7,918		0
OFFICE EXPENSES	245	0		245

**TY 2017 Taxes Schedule**

**Name:** WHISPERING BELLS FOUNDATION  
C/O RSM US LLP

**EIN:** 13-6962126

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
FEDERAL EXCISE TAX	2	0		0
FOREIGN TAXES	507	507		0
NYS FILING FEE	275	0		275



**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](http://www.irs.gov/form990)

OMB No 1545-0047  
**2017**

**Name of the organization**  
WHISPERING BELLS FOUNDATION  
C/O RSM US LLP

**Employer identification number**  
13-6962126

**Organization type** (check one)

**Filers of:**

**Section:**

Form 990 or 990-EZ

- 501(c)( ) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or 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 33<sup>1</sup> 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 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)

<b>Name of organization</b> WHISPERING BELLS FOUNDATION C/O RSM US LLP	<b>Employer identification number</b> 13-6962126
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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	WORKMAN PUBLISHING CO <hr/> 708 BROADWAY <hr/> NEW YORK, NY 10003	\$ 525,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-	<hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-	<hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-	<hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-	<hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-	<hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-	<hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-	<hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

<b>Name of organization</b> WHISPERING BELLS FOUNDATION C/O RSM US LLP	<b>Employer identification number</b> 13-6962126
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<b>Part II</b> <b>Noncash Property</b> (See instructions) Use duplicate copies of Part II if additional space is needed
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	_____ _____ _____	_____ \$ _____	_____
	_____ _____ _____	_____ \$ _____	_____
	_____ _____ _____	_____ \$ _____	_____
	_____ _____ _____	_____ \$ _____	_____
	_____ _____ _____	_____ \$ _____	_____
	_____ _____ _____	_____ \$ _____	_____
	_____ _____ _____	_____ \$ _____	_____
	_____ _____ _____	_____ \$ _____	_____
	_____ _____ _____	_____ \$ _____	_____

<b>Name of organization</b> WHISPERING BELLS FOUNDATION C/O RSM US LLP	<b>Employer identification number</b> 13-6962126
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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

(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